

Maximus Resources Ltd ABN 74 111 977

SUMMARY

SOUTH AUSTRALIA

ADELAIDE HILLS GOLD PROJECT

- ▶ Amalgamated Expenditure Agreement covering Adelaide Hills tenements implemented with Department for Manufacturing, Innovation, Trade, Resources and Energy.
- ▶ Several parties continued Due Diligence on Adelaide Hills Tenements during the quarter. Options include joint venture or divestment of tenements.
- ▶ Two parties shortlisted in June to progress negotiations for the sale of the Adelaide Hills tenement package including the Bird in Hand project.

BILLA KALINA PROJECT

- ▶ Negotiations continued with International exploration company towards a Joint Venture agreement to actively explore the Billa Kalina tenements.
- ▶ Secured an adjoining tenement to the Billa Kalina tenement holding (EL 4898) to be included in proposed Joint Venture agreement.
- ▶ Termination of the Billa Kalina Joint Venture Agreement between Maximus and ERO Mining.
- ▶ Secured Amalgamated Expenditure Agreement on Billa Kalina tenement holding with Department for Manufacturing, Innovation, Trade, Resources and Energy.

NORTHERN TERRITORY

WOOLANGA PROJECT (Strangway Agreement)

- ▶ Maximus withdrew from the Strangway Tenements Agreement with Flinders Mines Limited covering the Strangway tenements in the Northern Territory.
- ▶ No retained equity interest or ongoing environmental responsibilities on Strangway tenements.

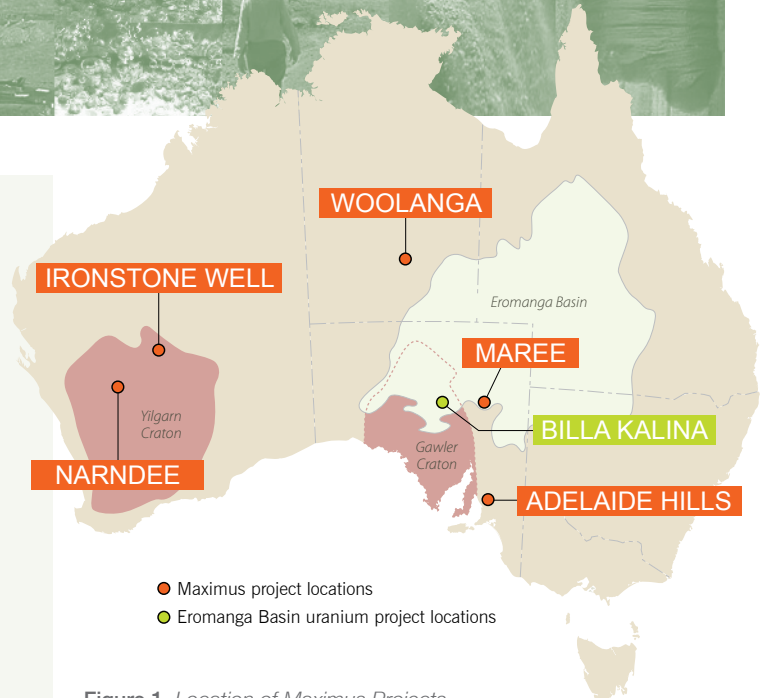


Figure 1 Location of Maximus Projects.

WESTERN AUSTRALIA

NARNDÉE PROJECT

- ▶ Review and preparation of conceptual geological model for southern tenements commenced.
- ▶ Soil sampling program and ground gravity survey proposal to be finalised upon completion of geological model.
- ▶ Submission to drill high priority gold targets on multiple northern tenements in progress.
- ▶ Limited activities undertaken during the quarter to preserve cash position.

CORPORATE

The Company completed a Non-Renounceable Rights Issue on a 1 new share for every two shares held basis during April 2013. A free attaching option, exercisable within 2 years at 2 cents per share was included.

Sale Agreement covering five Adelaide Hills tenements, including Bird in Hand project agreed with Terramin Australia Ltd in July.

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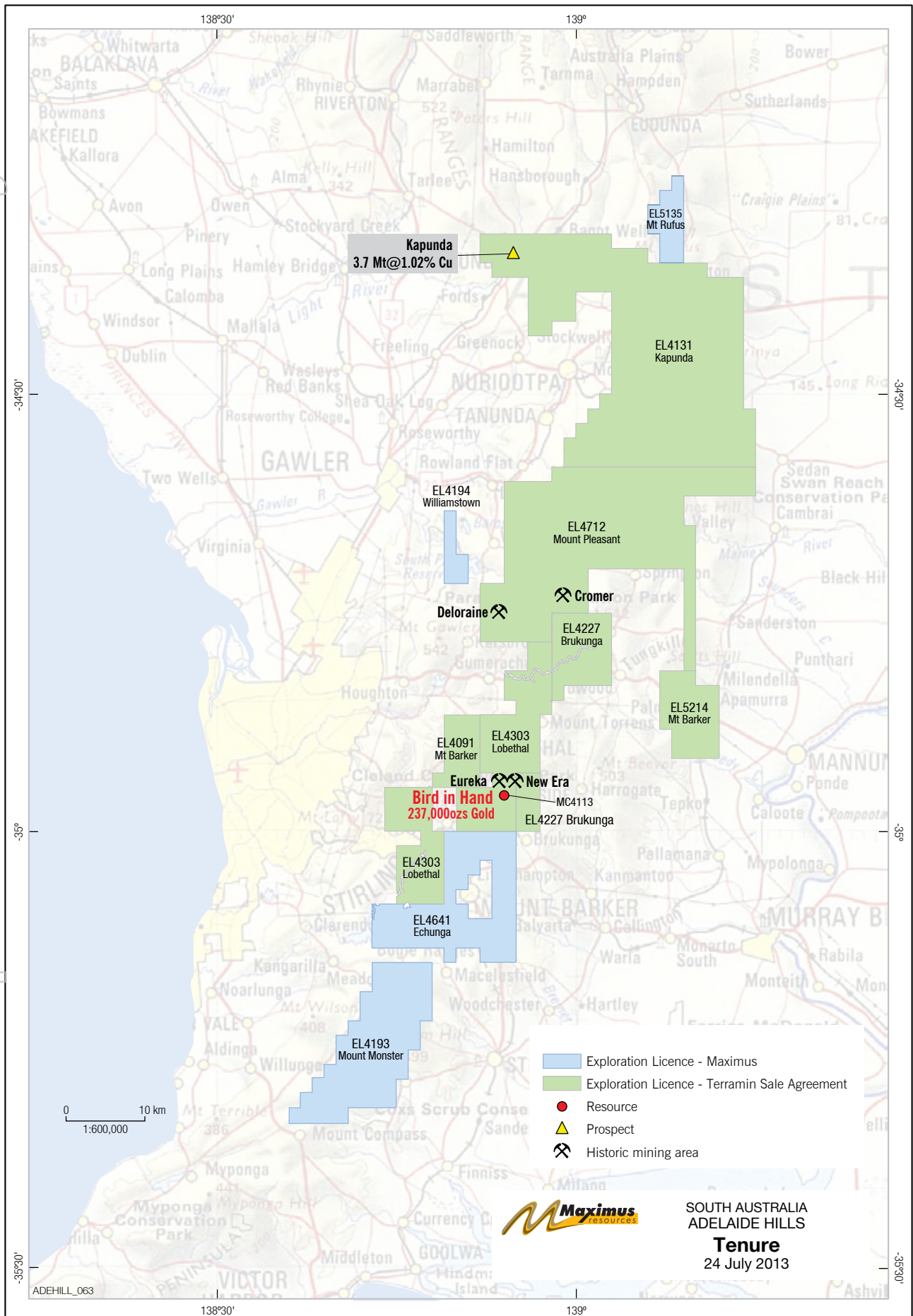


Figure 2 Adelaide Hills Gold Province showing tenements included in Terramin Sale Agreement and Maximus retained tenements.

DEVELOPMENT AND EXPLORATION ACTIVITIES

SOUTH AUSTRALIA

ADELAIDE HILLS PROJECT

100% Maximus (excluding diamond rights with Flinders Mines Ltd)

The Adelaide Hills project is located immediately east of Adelaide and comprises some 1,923 square kilometres of contiguous exploration licences covering numerous gold and base metal occurrences (Figure 2). These include the Company's wholly owned high grade gold resource at the Bird in Hand deposit near Woodside containing 598,000 tonnes at 12.3 g/t Au for 237,000 ounces.

Discussions continued with several companies throughout the quarter interested in pursuing potential joint venture or sale opportunities for the Bird in Hand project and the greater Adelaide Hills tenement package. Following receipt of non-binding expressions of interest from four parties that completed the Due Diligence process, two parties were shortlisted and requested to finalise their investigations and submit Binding Offers with no, or minimal conditions attached for consideration by the Company.

Final negotiations were conducted with the preferred bidder, resulting in terms acceptable to the Maximus Resources Ltd (Maximus) Board and signing of a binding agreement with Terramin Australia Ltd (Terramin) on Thursday 18 July 2013. Both companies are now working with personnel from the Department for Manufacturing, Innovation, Trade, Resources and Energy (DMITRE) to facilitate the orderly and timely transfer of the five tenements included in the agreement. Upon transfer of these five tenements, Maximus shall receive the first stage payment of \$1.5 million plus 25 million ordinary shares in Terramin.

Following discussions with DMITRE personnel in January and June 2013, and confirmation that Amalgamated Expenditure Agreements (AEA) are transferable, Maximus accepted the terms of the AEA offered in March 2013.

No on-ground exploration activities were conducted during the quarter.

BILLA KALINA COPPER, GOLD URANIUM PROJECT

Maximus 100%

The 100% owned Billa Kalina project area, originally comprised of three exploration licences covering approximately 2,206 square kilometres of highly prospective ground located 70 km northwest of the Olympic Dam Iron oxide-copper-gold-uranium (IOCGU) mine and 45 km east of the Prominent Hill copper-gold deposit (Figure 3). Maximus secured the adjoining Paisley Creek tenement (EL 4898) from ERO Mining Ltd (ERO) increasing the ground held in the area to 2,342 square kilometres.

During January 2013, our then Joint Venturer ERO undertook a ground gravity survey over the Peeweena Dam anomaly on EL 4854. The survey did not replicate the previous survey results collected in the early 1970s and ERO notified Maximus that in its opinion, the anomaly does not exist. Agreement was reached during the June quarter to terminate the Billa Kalina Joint Venture Agreement.

An Access Deed (Minerals Exploration) was executed for the single Millers Creek tenement hosting the Peeweena Dam anomaly on 10 December 2012. The Deed is issued in Maximus' name, ensuring that Maximus or any joint venturers are able to access this tenement within the Woomera Prohibited Area (WPA) for exploration purposes. Following discussions with major exploration groups as potential joint venture parties, the Company has submitted an application for a further Access Deed covering the remaining three tenements within the Billa Kalina holding. This should facilitate the orderly exploration of the entire tenement holding.

Discussions are ongoing with the aim of securing a joint venture party with sufficient funds to complete a detailed exploration program on the Billa Kalina tenements.

An application was submitted to DMITRE for an AEA on the Maximus tenements within the Billa Kalina area. An offer was received from DMITRE and subsequently accepted by Maximus during the quarter.

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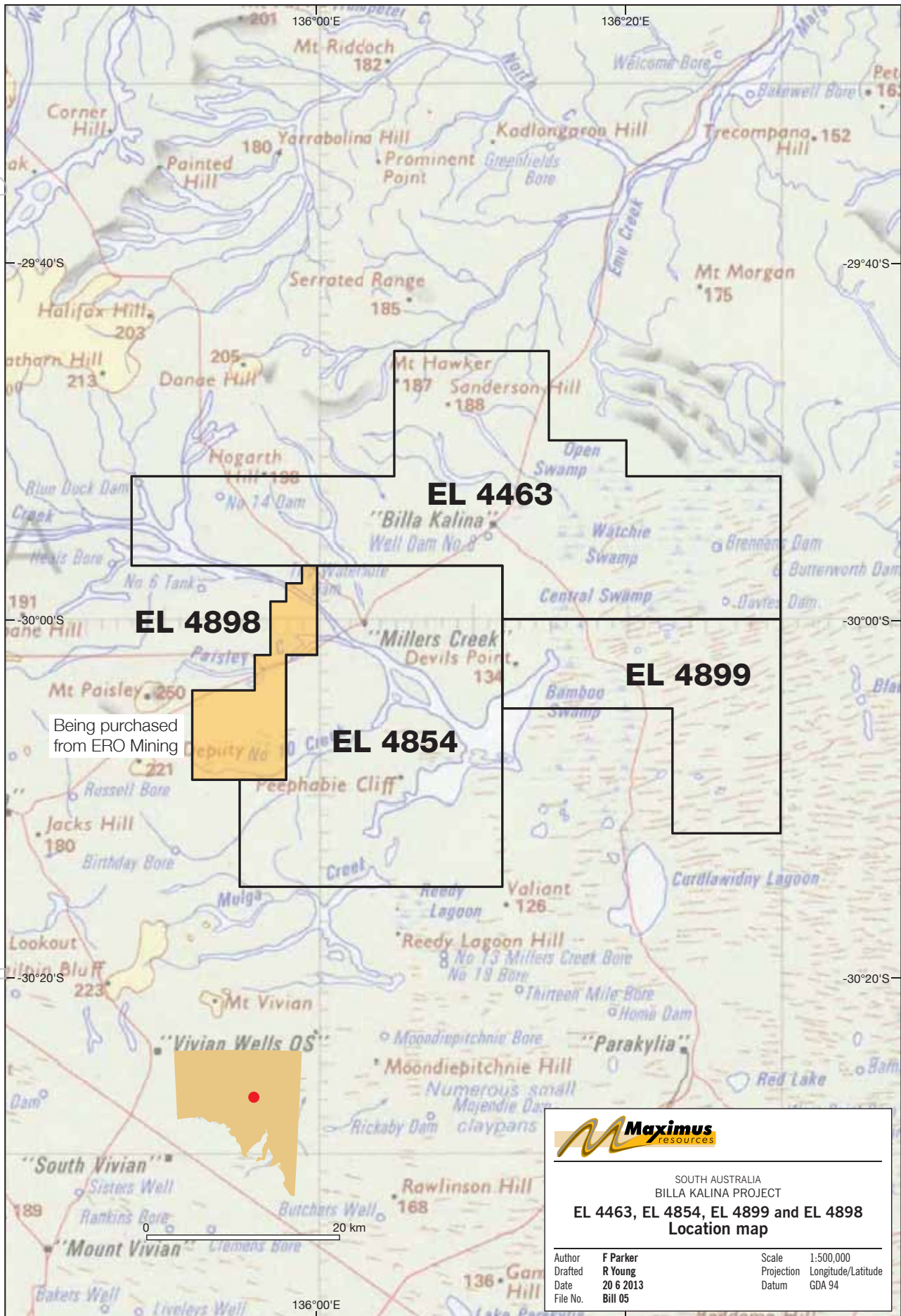


Figure 3 Location of the Billa Kalina Project tenement areas.

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MARREE TENEMENT - EROMANGA BASIN

Maximus 100%

The Marree tenement, EL 4913 is situated along the margins of the Eromanga Basin within South Australia (Figure 4) covering an area of 125 square kilometres.

A review of the exploration potential of the tenement, including a review of the historical geological reports and drill records (EL 4913) was completed during the quarter. Potential remains for exploration success, but is not a core focus of Maximus at this time. The Company is seeking expressions of interest from other uranium explorers in the region regarding this tenement.

NORTHERN TERRITORY

WOOLANGA PROJECT

Maximus 100%

The Woolanga project area comprises two exploration licences covering 1,465 square kilometres that are located 100 km northeast of Alice Springs. Part of the tenure was the subject of an Exploration Agreement with NuPower Resources Limited (NuPower) which subsequently changed its name to Central Australian Phosphate (CAP).

CAP (formerly Nupower) provided written confirmation in February 2013 of its withdrawal from the Farm-in and Joint Venture Agreement. Maximus confirmed that CAP had met all contractual obligations including the tenement remaining in good standing and all environmental requirements had been met, prior to releasing CAP from the Agreement.

Following a review of the exploration potential on the tenements, Maximus determined that they did not suit the Company's exploration focus and relinquished the tenements back to the tenement holder, Flinders Mines Ltd. Maximus retains no interest in the tenement ownership nor any environmental liability for the tenements.

WESTERN AUSTRALIA

NARNDÉE PROJECT

Maximus 90% to 100%

The project area is located in the Mt Magnet region of Western Australia and comprises a total of seven tenements covering a total area of approximately 506 square kilometres over the poly-metallic Narndee, Milgo and Windimurra layered mafic complexes (Figure 5), with three tenements under application.

The stage 1 and stage 2 drill campaigns completed on tenement E59/908 located on Narndee Station, identified multiple intervals of mineralisation that indicate a strong and extensive sulphide system exists in the target region and the potential for a significant discovery is favourable. It remains clear that additional drilling is warranted to target the source mineralisation, but a more detailed understanding of the geology is required.

Preparations commenced on the review of regional geology and generation of a conceptual/ mineralogy model. However, the requirement to conserve cash, following the smaller than anticipated capital raise and the pending outcome of the Adelaide Hills tenement sale negotiations, resulted in slower progress than was planned on this project. Upon finalisation of the Adelaide Hills tenement sale announced in July 2013, this will be the highest priority project to complete for the Company.

This review and conceptual model generation is planned to re-commence in September 2013.

Concurrent with the revised geological model and drill program preparation on E59/908, an initial surface sampling program and drill program shall be prepared for testing gold targets on E58/240 and E58/356 in the northern half of the Narndee tenement block (Windimurra complex zone). These tenements were relinquished in 2012, due to not meeting tenement expenditure commitments in previous years, and subsequently secured by Gold & Mineral Resources Pty Ltd (GMR). Preliminary discussions were held with GMR in February 2013 and agreement reached on the terms of a straightforward Joint Venture Agreement covering nine tenements. Document drafting has been completed and is currently being reviewed.

Once the Joint Venture Agreement is in place, applications to the Department of Minerals and Petroleum in Western Australia for approvals to proceed with ground based exploration and drilling can commence.

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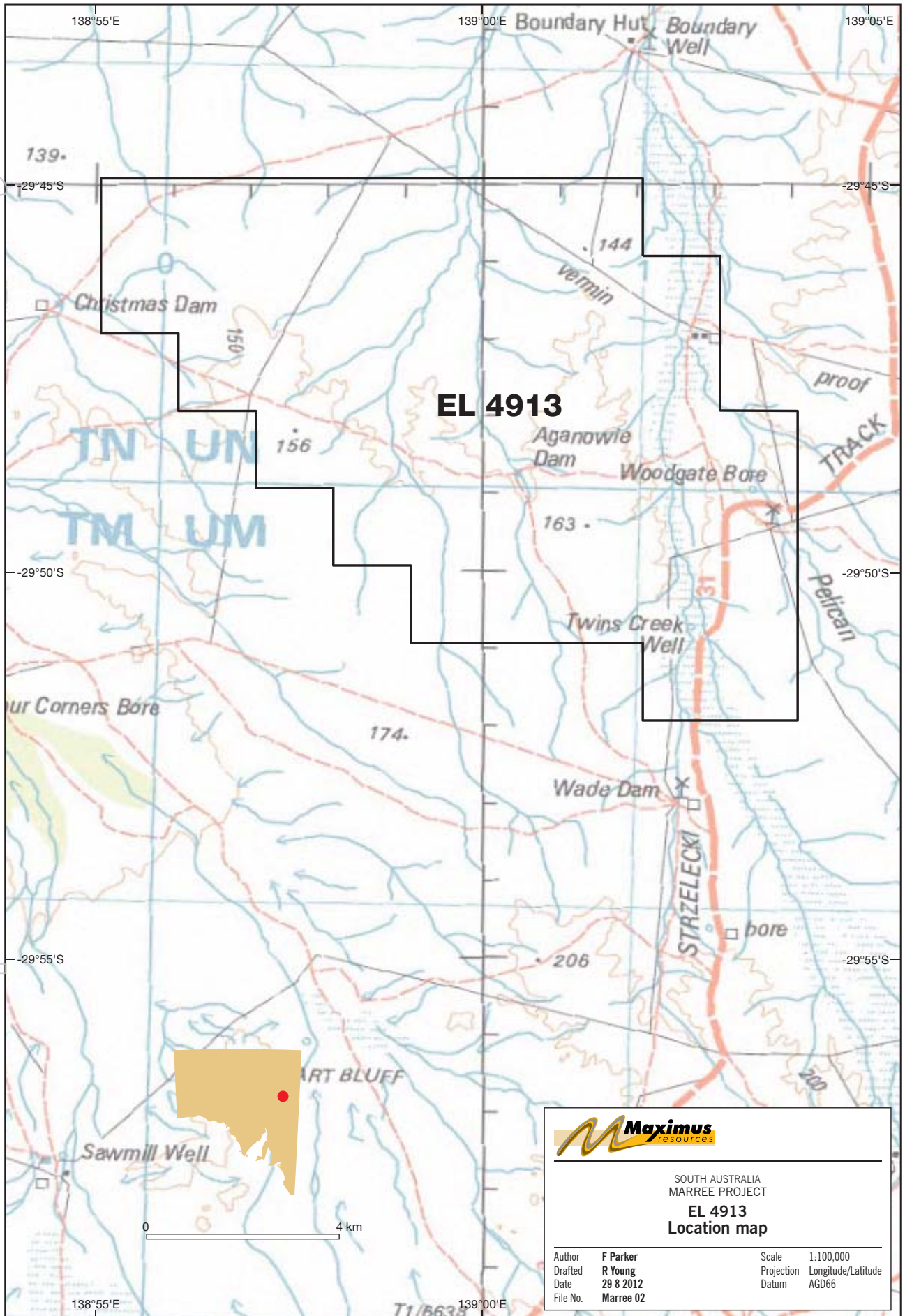


Figure 4 Location of the Marree Project tenement area.

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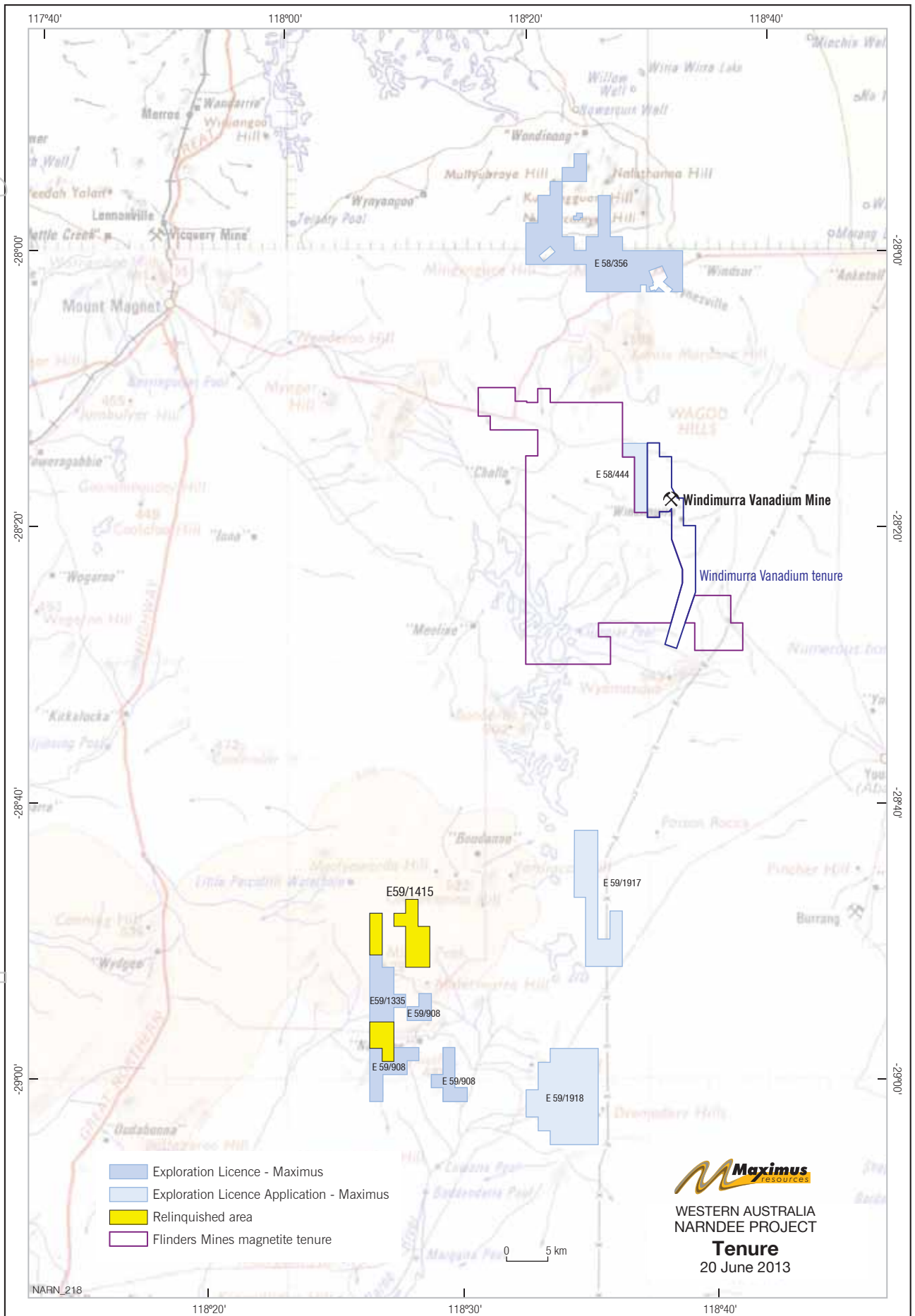


Figure 5 Location of the Narndee Project tenement areas.

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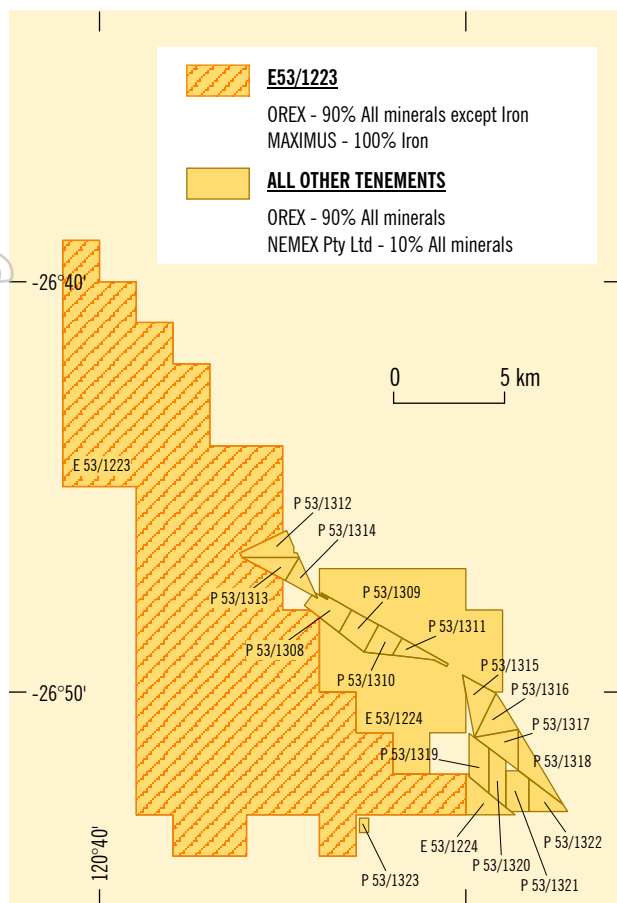


Figure 6 Location of Yandal tenements.

YANDAL PROJECT

20%/ 100% Iron ore rights

The Yandal project area (known as Ironstone Well) comprises two tenement packages situated near Wiluna and located within the highly prospective Yandal Greenstone Belt (Figure 6) in Western Australia.

The Company retains a 20% interest in the iron ore rights under the Flushing Meadows Agreement with Orex Mining Pty Ltd (Orex) and a royalty interest on gold production by Orex.

Maximus retains 100% of the Iron ore rights on E53/1223.

During the quarter, no significant on-ground works were undertaken on the tenements.

CORPORATE

Progress towards finalising a joint venture or sale of the Adelaide Hills tenement package continued throughout the quarter. Significant interest was shown by several companies throughout the process, with two companies being shortlisted to progress to the final Due Diligence phase. Subsequent to the end of June, the Company received a Binding Offer from Terramin which was accepted by the Board. The consideration accepted for the project is up to \$3.5 million cash in staged payments (\$1.5 million upon signing of the Sales Agreement and transfer of tenements), 25 million Terramin ordinary shares plus a 0.5% royalty on gold production (in excess of 50,000 ounces). Terramin has until 7 August 2013 to secure finance for this transaction.

Discussions continued with DMITRE in relation to the Bird in Hand project, including the timely and efficient transfer of the five tenements included in the Sales Agreement with Terramin.

During the quarter, agreement was reached with DMITRE on the terms of an AEA on the Adelaide Hills tenements.

Agreement was reached with ERO to terminate the Billa Kalina Joint Venture Agreement to facilitate Maximus pursuing further exploration on the tenement package. Following the negative results of the gravity survey undertaken by ERO on the Peeweena Dam anomaly in January 2013, ERO did not have the resources to pursue further exploration on the tenement package. Agreement was also reached to transfer ownership of the adjoining Paisley Creek tenement to Maximus. A nominal sum was paid to complete the transfer.

A Deed of Access covering the Billa Kalina homestead tenement (hosting the Peeweena Dam anomaly) was granted by the Defence Department on 10 December 2012, facilitating the gravity survey by ERO in January 2013. Maximus has submitted application documentation for the remaining three tenements in the tenement package to facilitate a widespread exploration program across the four tenements held in the region.

Following agreement to enter into a Farm-in and Joint Venture Agreement with GMR, a Western Australian based company that secured several tenements located in the Narndee region in Western Australia, relinquished

by Maximus during 2012, documentation has been prepared to finalise the agreement. Once finalised, Maximus can proceed with exploration activities on these tenements as originally planned in 2012.

The Company completed a Non-Renounceable Rights Issue (NRRI) on a 1 new share for every two shares held basis during April 2013 to raise capital to progress exploration activities primarily in Western Australia.

A free attaching option, exercisable within 2 years at 2 cents per share was included.

The Rights Issue opened on 3 April 2013 and closed on the 17 April 2013 with the aim of raising \$1.546 million before costs. A total of \$359,153 was raised with the issue of 96,084,638 new fully paid shares and attaching option, representing acceptances totalling 23% of the offer. This result is lower than previous acceptances for NRRI's which achieved in the range of 35-37%. However, considering current market conditions, Maximus sees the acceptance rate for the NRRI as acceptable.

The Company postponed offering any shortfall shares totalling 296,857,559 (less Director's underwritten shares) pending the outcome of the negotiations for the sale of the Adelaide Hills tenements. The capacity to issue shortfall shares ended on 21 July 2013, with no shortfall shares being issued.

The Maximus Board remains confident that finalisation of the sale of the five Adelaide Hills tenements should occur within three months of signing the agreement. Efforts continue to finalise a satisfactory Joint Venture Agreement on the Billa Kalina tenements in the WPA area of South Australia, allowing Maximus to focus on exploration on the Narndee tenements in Western Australia and minimal ongoing exploration on the remaining Adelaide Hills tenements.



Kevin Malaxos
Managing Director

31 July 2013

For further information please contact:

Maximus Resources Limited
on 08 7324 3172, or

Investor relations:

Mr Duncan Gordon

Executive Director, Adelaide Equity Partners
on 08 8232 8800 or 0404 006 444

Further information relating to Maximus Resources Limited and its various projects can be found on its website:

www.maximusresources.com

The information in this report that relates to Exploration Results, Mineral Resources or Ore Reserves is based on information compiled by Mr Kevin Malaxos who is a Member of the Australasian Institute of Mining and Metallurgy, and who has sufficient experience relevant to the style of mineralisation, the type of deposit under consideration, and the activities being 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 (the JORC Code). This report is issued in the form and context in which it appears with the written consent of the Competent Person.

Appendix 5B

Mining exploration entity quarterly report

Introduced 1/7/96. Origin: Appendix 8. Amended 1/7/97, 1/7/98, 30/9/2001, 01/06/10.

Name of entity

Maximus Resources Limited

ABN

74 111 977 354

Quarter ended ("current quarter")

30 June 2013

Consolidated statement of cash flows

Cash flows related to operating activities	Current quarter \$A'000	Year to date (12 months) \$A'000
1.1 Receipts from product sales and related debtors	-	-
1.2 Payments for		
(a) exploration & evaluation	(77)	(476)
(b) development	-	-
(c) production	-	(38)
(d) administration	(139)	(660)
(e) professional fees	(67)	(183)
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)
1.6 Income taxes paid	-	-
Net Operating Cash Flows	(281)	(1,329)
Cash flows related to investing activities		
1.8 Payment for purchases of:		
(a) prospects	(28)	(28)
(b) equity investments	-	-
(c) other fixed assets	-	(3)
1.9 Proceeds from sale of:		
(a) sale of Sellheim	-	400
(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)		
- Environmental Bond monies (Sellheim)	-	91
Net investing cash flows	(28)	460
1.13 Total operating and investing cash flows (carried forward)	(309)	(869)

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Appendix 5B
Mining exploration entity quarterly report

1.13	Total operating and investing cash flows (brought forward)	(309)	(869)
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares, options, etc.	384	384
1.15	Proceeds from sale of forfeited shares	-	-
1.16	Proceeds from borrowings	-	-
1.17	Repayment of borrowings	-	-
1.18	Dividends paid	-	-
1.19	Transaction costs relating to issues	-	-
	Net financing cash flows	384	384
	Net increase (decrease) in cash held	75	(485)
1.20	Cash at beginning of quarter/year to date	191	751
1.21	Exchange rate adjustments to item 1.20	-	-
1.22	Cash at end of quarter	266	266

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	153
1.24	Aggregate amount of loans to the parties included in item 1.10	-

1.25 Explanation necessary for an understanding of the transactions

Director Fees \$113,983
ERO Mining Limited Administration and Tenement Fees \$38,913

Non-cash financing and investing activities

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

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

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Financing facilities available

Add notes as necessary for an understanding of the position.

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

Estimated cash outflows for next quarter

	\$A'000
4.1 Exploration and evaluation	75
4.2 Development	-
4.3 Production	-
4.4 Administration	180
Total	255

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	231	156
5.2 Deposits at call	35	35
5.3 Bank overdraft		
5.4 Other (provide details)		
Total: cash at end of quarter (item 1.22)	266	191

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			
6.2	Interests in mining tenements acquired or increased			

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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>				
7.2 Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions				
7.3 +Ordinary securities	869,376,363	869,376,373		
7.4 Changes during quarter (a) Increases through issues - 26 April 2013 - 30 April 2013 (b) Decreases through returns of capital, buy-backs	89,788,304 6,296,334	89,788,304 6,296,334	\$0.004 \$0.004	\$0.004 \$0.004
7.5 +Convertible debt securities <i>(description)</i>				
7.6 Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted				
7.7 Options <i>(description and conversion factor)</i>	1,645,000 96,084,638		Exercise price of \$0.04 expiring on 3 February 2014 Exercise price of \$0.02 expiring on 30 April 2015	
7.8 Issued during quarter - 26 April 2013 - 30 April 2013	89,788,304 6,296,334	89,788,304 6,296,334	Exercise price of \$0.02 expiring on 30 April 2015	
7.9 Exercised during quarter				
7.10 Expired during quarter				
7.11 Debentures <i>(totals only)</i>				

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7.12	Unsecured notes <i>(totals only)</i>		
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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:



(Company Secretary)

Date: 31 July 2013

Print name: Rajita Alwis

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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