



ASX ANNOUNCEMENT & MEDIA RELEASE

31 July 2013

QUARTERLY ACTIVITIES REPORT ***For the period ending 30 June 2013***

Alcyone Resources Limited (ASX:AYN) ("Alcyone" or the "Company") welcomes the opportunity to provide the following update for the quarter ending 30th June 2013 and would like to highlight a significant development in its recent fund raising efforts.

The Company is pleased to announce that it has achieved the minimum subscription target of A\$6M ahead of the closing date for its current Entitlement Offer ("Entitlement Offer").

The Company has completed a number of capital initiatives that together with the current rights issue will recapitalise the Company and enable implementation of further operational improvements and a further reduction in production costs. The Board and management team would like to take this opportunity to thank Shareholders for the support they have shown throughout a challenging period, and welcome further contributions in the final days of the offer.

A handwritten signature in black ink, appearing to read 'T. Harris'.

Trevor Harris

Company Secretary



June 2013 Quarterly Report



Alcyone Resources Ltd

Directors:

Paul D'Sylva – Non Exec Chairman
Michael Reed – Managing Director
Tim Morrison – Non Exec Director

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Capital Structure:

1,625,092,716 shares
88,839,105 options

Top 10 Shareholders:

J.P. Morgan	14.70%
Celtic Capital Pty Ltd	2.99%
HSBC Custody Nominees	2.84%
Mr Andrew King	2.65%
Seaspin Pty Ltd	2.13%
Citicorp Nominees Pty Limited	1.42%
Golden Matrix Holdings Pty Ltd	1.23%
J.P. Morgan Nominees	0.77%
Zero Nominees Pty Ltd	0.76%
Ms Teik-Leng Lau	0.74%

Total for Top 10 **30.23%**

ASX Code: AYN

QUARTERLY HIGHLIGHTS

Funding

- The Company achieves minimum entitlement issue target of A\$6M.
- Alcyone signed a definitive Silver Purchase Agreement with Preciosa Streaming Company for a US\$10M investment to be paid in two US\$5M instalments, subject to satisfaction of conditions.
- Preciosa to invest US\$3M via subscription of securities under the shortfall offer ("Shortfall") associated with the Company's A\$16.25M non-renounceable rights issue ("Rights Issue") due to close on 2 August 2013.
- Additional bridge funding secured with Platinum Capital Limited through the issue of convertible notes with A\$1.5M face value.
- The funding arrangements provide the company with adequate capital to upgrade key infrastructure that will allow the mine to produce at nameplate capacity of 1.1M ounces per annum and to further reduce the costs of production to ensure a profitable operation.

Production

- Quarterly silver bullion production of 122,738oz (March Quarter: 141,391oz).
- Leaching inventory increased to ~755,090oz (March Quarter: ~691,517oz).
- 11 of 12 cells now stacked on Leach Pad 4 with good flow rates achieved.
- Mining progressed to RL 465m exposing high grade ore to underpin the next Quarter's crusher feed.

A Note from the Chairman

Notwithstanding a difficult global environment, we are pleased to advise that the Company has achieved the minimum rights issues target of A\$6M. The Company has completed a number of capital initiatives that together with the current rights issue will:

- recapitalise the Company; and
- enables an upgrade of operations and reduction in production costs.

We now anticipate greatly improved financial performance upon completion of the planned upgrades to plant and equipment.

We encourage shareholders to take up their entitlement in the current offering with comfort that the Company is funded and progressing towards the completion of our stated objectives and long term goals.

The Board and management team would like to take this opportunity to thank Shareholders for the support we have received thus far and encourage you all to take up your entitlement.

1.0 OPERATIONS

1.1 Texas Operations

The June 2013 Quarter delivered production of 122,738 oz, below previously advised guidance of between 200,000 and 220,000 oz of silver. This compares with production for the March 2013 Quarter of 144,391oz.

Production for the Quarter was below forecast due mainly to two separate failures of the Quad Rolls Crusher gearboxes. Remedial work previously completed on the shaft and bearing configurations transferred torque pressures into the gearboxes. The gearboxes have now been re-engineered to allow for the additional load.

Stacking and irrigation of Leach Pad 4 (LP4) continued throughout the Quarter. The first 5-metre bench has been completed on Cells 9 to 11, and the breakthrough of silver enriched solution has already occurred from these cells. Stacking of Cell 12 will commence with the restarting of full production following successful completion of the current capital raising.

Once the first bench on LP4 is complete there will be over 140,000 square metres under irrigation across the Texas Operations. Leach Pads 1 to 4 will then provide sufficient stacking capacity for at least 18 months of operations at

current production rates. The Company will then continue to focus on delivering efficiencies and enhancements with the longer term stacking sequence.

During this period, the processing plant treated medium grade ore instead of high grade from the pit. The processing plant was also under budget due to a failure of a Quad Rolls crusher gearboxes which resulted in a 12% reduction of ore stacked, contributing to lower than expected ounces. Remedial repairs have since been carried out and the crusher is expected to return to budgetary levels in the September Quarter. The addition of surge bins and an additional cone crusher will provide a foundation for higher levels of production.

By the end of the Quarter, operations had advanced to RL 465, representing the next major ore mining sequence at the Twin Hills open pit. This will provide the ore supply for the Texas operations for the next year.

Key measures for the 2012/2013 financial year began with 2,234,453 tonnes mined. Of these tonnes, 847,520 tonnes was ore at average grade of 63g/t and the remaining 1,386,951 tonnes was of low grade and waste.

The crushing circuit processed 697,634 tonnes of ore at an average grade of 68 g/t delivering 886,932 recoverable ounces of silver to the leach heaps. Production for the 2012/13 year totalled 703,470oz of silver.

Silver inventory on hand at the end of the year was:

- ROM stockpiles of 536,898 tonnes at an average grade of 36.45 g/t (est. 630,000oz)
- Recoverable ounces in the leach pads of 755,090oz
- Silver-in-circuit of 82,429 oz.

As previously advised the Company suspended operations at the end of the Quarter in order to conduct preparations required for the input of additional operational and capital improvements identified in the review of operations conducted in early 2013. This shutdown has continued through July due to delays in payments for key consumables.

Production guidance for the 2013/14 financial year is for a substantial increase on the current year results, with an expected increase to 1.1M ounces as a result of increased crusher capacity and availability.

2.0 Exploration

Mt Gunyan SE

The Mt Gunyan SE Prospect is an area of silver anomalism identified from surface soil sampling, a coincident

geophysical anomaly and shallow drilling. It is located approximately 1km east of Mt Gunyan (Figure 1).

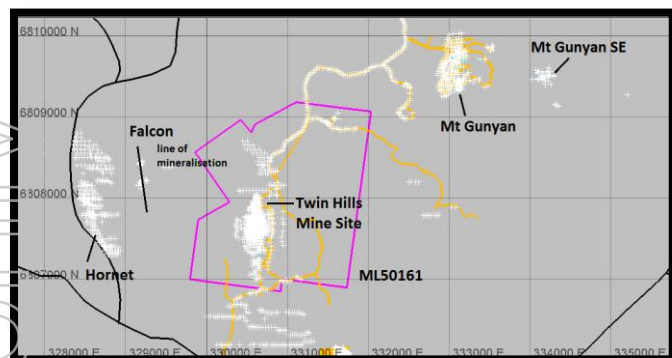


Figure 1: Location Plan

Eleven (11) RC holes were drilled in January 2013 and 2m composite samples were collected (samples were taken at 1m intervals). Following initial assessment, holes displaying the greatest silver anomalism were assayed using a handheld XRF machine.

RC Drill Hole Collar Information (See Tables 1 and 2).

Table 1: RC Drill Hole Collar Information

Hole ID	Easting MGA94 5 6S	North MGA94 5 6S	Elevation AHD	Total Depth (m)	Dip	Azimuth Mag
MTGE001	3342 30	6809516	460.02	87	-60	265
MTGE002	3341 92	6809509	463.74	100	-60	260
MTGE003	3341 62	6809492	466.29	100	-60	260
MTGE004	3341 31	6809499	466.74	100	-60	260
MTGE005	3341 94	6809464	464.81	100	-60	260
MTGE006	3341 41	6809464	468.02	100	-60	260
MTGE007	3341 10	6809460	469.07	100	-60	260
MTGE008	3342 13	6809553	458.46	90	-60	260
MTGE009	3341 52	6809550	462.07	100	-60	260
MTGE010	3341 05	6809553	462.22	100	-60	260
MTGE011	3340 79	6809543	462.71	90	-60	260

Table 2: Down Hole Intercepts

Hole ID	From	To	Len (m)	Ave Ag g/t
MTGE001	6	18	12	38
MTGE004	20	26	6	53
MTGE006	14	20	6	35
	24	30	6	36
	46	54	8	35
	70	76	6	35

MTGE009	24	28	4	48
	40	44	4	113
MTGE010	44	54	10	47
	70	82	12	47
MTGE011	12	16	4	60
	28	32	4	98

The intercepts were determined using:

- Cut-off 30g/t Ag
- Minimum of two 2m down hole samples
- Minimum of one 2m sample included below 30g/t

The results confirm mineralisation to be of similar grade tenor to the main Mt Gunyan deposit. The remaining samples will be assayed in the September Quarter.

Falcon

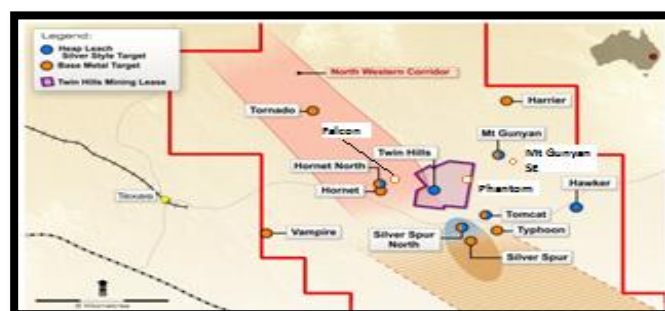


Figure 2: Falcon Prospect Location Plan

The Falcon Prospect is located approximately 1.5Km west north-west of the Twin Hills Mine site, see Figure 2. The prospect appears to occur as a line of mineralisation striking approximately NS and is defined by surface soil and rock chip sampling base metals anomaly (individual results up to 6.6% Zn, 3.2% Pb, 0.6% Cu, 19g/t Ag). Field inspection identified evidence of small scale old workings.

Six RC holes were drilled in January 2013 and 2m composite samples were collected (samples were taken at 1m intervals). Hand held XRF analysis was used to test the samples with select 2m composites submitted for assay in late April 2013. The Falcon Drill Hole Collars are shown in Table 3.

Table 3: Falcon Drill Hole Collars

Site ID	Easting MGA94 5 6S	North MGA94 5 6S	Elevation AHD	Total Depth	Dip	Azimuth Mag
FARC001	329190	6808410	444.59	100	-60	260
FARC002	329206	6808451	442.61	100	-60	273
	329196	6808443	443.77	100	-60	278
FARC004	329190	6808428	444.44	100	-60	267
FARC005	329206	6808413	443.44	100	-60	260
	329166	6808425	445.92	100	-70	95

The results indicated that the anomalous Zn/Pb mineralisation was continuous however the tenor was moderate with the best 2m composite assays shown in Table 4.

Table 4: Falcon Prospect – best individual 2m sample results

Site ID	Depth From	Depth To	Ag_ppm	Zn_ppm	Cu_ppm	Pb_ppm
FARC001	16	18	4.2	396	485	8870
FARC002	14	16	5.5	31600	912	19850
FARC003	20	22	2.2	30500	440	5250
FARC004	12	14	6	679	481	19600
FARC005	34	36	0.5	8870	23	490
FARC006	36	38	3.3	20100	215	8520

The zone of mineralisation appears as a narrow NS trending feature over a strike length of 60m in this location and it is open in all directions.

Given the modest base metal grades returned, the lack of significant silver and apparent narrowness of the feature no further work is recommended on this Prospect at this time.

3.0 CORPORATE

The June Quarter saw a significant level of corporate activity following significant changes to the Board and Senior Management team announced in the March Quarter 2013.

After a detailed operational review the revamped Board and management team, led by Non-Executive Chairman Dr Paul D'Sylva established that the best way forwards was to undertake a recapitalisation process in order to fund the completion of identified operational improvements to increase production volumes and reduce expenses. The initial stages of this process were carried out during the March Quarter and included the establishment of interim funding measures, the announcement of a non-renounceable rights issue and negotiating a line of stand-by funding.

A timeline of milestones achieved in this process are detailed below:

- Retired A\$1.6M in debt owed to Credit Suisse through booking profits on the hedge book announced in the March Quarter.
- Secured a US\$10M line of stand- funding with Celtic Capital announced in the March Quarter.
- Finalised pro-rata non-renounceable Entitlement Issue, with terms of 2 fully paid ordinary shares (Shares) for every 1 Share held by Eligible Shareholders at an issue price of \$0.005 per Share, with one (1) free attaching

option exercisable at \$0.01 for every two (2) shares subscribed on or before 31 July 2015, to raise up to A\$16.25M, with a minimum subscription of A\$6M. Patersons is acting as Corporate Adviser and Lead Manager.

- The closing date of the Entitlement issue becomes subject to obtaining A\$2.5M of additional financing and A\$2M in funding from an off-take or metal streaming deal being unconditionally available.
- Entered into an indicative, non-binding proposal for a US\$10M investment in return for a 15% share of the company's life-of-mine production at a discounted price of US\$6.50 or 80% of the prevailing market price.
- Secured interim cash funding via the issue of promissory notes to Celtic Capital with a face value of A\$1.2M.
- A US\$10M Prepay Facility secured with the Powerline Value Fund was executed on 6 June 2013
- A General Meeting of Shareholders was held on 15 July 2013. All resolutions were passed by the requisite majority on a show of hands.

OUTLOOK

4.0 Fund Raising

Subsequent to the end of the Quarter the Company's Board and management conducted a shareholder roadshow in all major capital cities and continued working on a number of important capital initiatives detailed below.

\$10M prepay and off take agreement

The Company has completed documentation relating to the US\$10M Silver Streaming deal with Preciosa Streaming Company.

The agreement provides for a US\$10M investment into the Company, subject to the satisfaction of conditions, as follows:

- US\$3M invested by subscription for securities under the shortfall offer associated with the current pro-rata, non-renounceable entitlement issue.
- US\$2M by way of a cash payment.
- The final US\$5M is subject to the achievement of stated production milestones.

The Silver Purchase Agreement provides that Preciosa shall have the right to purchase an amount of silver equal to 17.5% of the amount of production ("Metal Stream") produced from Alcyone's Texas Silver Project (and any tenements owned by the Company or any of its subsidiaries from time to time within 80km of the Project) (together, the "Mining Properties") for an initial term of eighteen months commencing on the Effective Date.

Following that period, Preciosa shall have the right to purchase 15.0% of Payable Silver produced from the Mining Properties for the Life of Mine. Preciosa has agreed to pay the lesser of US\$6.50 or 80% of the prevailing market price per ounce of silver fixing price in US dollars in cash for each ounce of refined silver sold under the Silver Price Agreement.

Interim Funding

Alcyone has also secured additional capital from US based investor, Platinum Capital Limited ("Platinum"), through the issue of convertible notes with a face value of A\$1.5M. 25% of notes are repayable after 45, 60, 90 and 120 days from the date of issue respectively.

Platinum may elect to redeem some or all of the notes to subscribe for Shortfall associated with the Rights Issue. Conversion of 75% of the notes is subject to shareholder approval.

4.1 Operations

Re-start of operations at the Twin Hills Mine site is expected to occur following completion of the pro-rata non-renounceable rights issue scheduled to close on 2 August 2013.

The commencement of the capital projects including the crusher upgrade, powerline installation and other cost saving initiatives will occur as soon as funds are available and operational priorities allow, with completion of all works expected in the December Quarter 2013.

At the end of the Quarter cash reserves stood at A\$190K however interim funding arrangements are in place to ensure the company remains solvent.

Michael Reed
Managing Director
31 July 2013

About Alcyone

Alcyone Resources (ASX:AYN) is a pure play low cost silver producer based in south-east Queensland. Alcyone's Texas Silver Project (100% owned) which includes the Twin Hills Mine and Mount Gunyan commenced silver production in July 2011, with targeted annual silver production levels in excess of 1Moz.

Forward-Looking Statement

Certain statements made during or in connection with this communication, including, without limitation, those concerning exploration targets, contain or comprise certain forward-looking statements regarding Alcyone's exploration operations, economic performance and financial condition. Although Alcyone believes that the expectations reflected in such forward-looking statements are reasonable, no assurance can be given that such expectations will prove to have been correct. Accordingly, results could differ materially from those set out in the forward-looking statements as a result of, among other factors, changes in economic and market conditions, success of business and operating initiatives, changes in the regulatory environment and other government actions, fluctuations in metals prices and exchange rates and business and operational risk management. Alcyone undertakes no obligation to update publicly or release any revisions to these forward-looking statements to reflect events or circumstances after today's date or to reflect the occurrence of unanticipated events.

Competent Person Statement

The information in this report that relates to data used for and the resultant Mineral Resources for the Texas Silver project is based on information compiled by Mr Peter Ball who is a Member of the Australasian Institute of Mining and Metallurgy and Director of DataGeo a mining and exploration consultancy.

Mr Ball has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which they are 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".

Mr Ball consents to the inclusion in this Report of the information compiled in the form and context in which they appear.
The information in this Report that relates to Exploration is based on information also compiled by Mr Ball.

The information in this report that relates to data used for and the resultant Ore Reserve for the Texas Silver project is based on information compiled by Mr Ian Huitson who is a Fellow of the Australasian Institute of Mining and Metallurgy and Director of Mining Solutions Pty Ltd a mining and management consultancy.

Mr Huitson is a mining engineer with over 25 years experience in underground and open pit environments and has sufficient experience which is relevant to this type of mineral deposit and mining methodology 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 Huitson consents to the inclusion in this Report of the information compiled in the form and context in which they appear

APPENDIX 1: TWIN HILLS MINERAL RESOURCE AND ORE RESERVE

The Twin Hills in situ mineral resource has been depleted to the surface representing the EOM June 2013 survey; the result at the mining cut-off is shown in Table 1.

Table 1: Twin Hills In Situ Mineral Resource >=26.5g/t Ag			
Class	Tonnes	Ag g/t	Ag Moz
Measured	1,716,000	76.6	4.23
Indicated	5,718,000	44.1	8.11
Inferred	931,000	52.6	1.58
TOTAL	8,365,000	51.7	13.91

The total in situ mineral resource inventory is shown in Table 2.

Table 2: In Situ Mineral Resource by Deposit above reporting cut-off with Twin Hills depleted to EOM June					
Deposit	Cut-off	Class	Tonnes	Ag g/t	Ag Moz
Twin Hills	26.5g/t Ag	Measured	1,716,000	76.6	4.23
		Indicated	5,718,000	44.1	8.11
		Inferred	931,000	52.6	1.58
		TOTAL	8,365,000	51.7	13.91
Mt Gunyan	30g/t Ag	Measured	754,000	55.6	1.35
		Indicated	2,884,000	55.5	5.15
		Inferred	302,000	48.2	0.47
		TOTAL	3,940,000	55.0	6.96
All	various	Measured	2,470,000	70.2	5.58
		Indicated	8,602,000	47.9	13.26
		Inferred	1,233,000	51.5	2.04
		TOTAL	12,305,000	52.8	20.88

The Twin Hills mineral resource is inclusive of ore reserves

The information included is based on modelling and reporting which complies with the 2004 JORC Code.

The Mineral Resource stated in Table 1 is total in situ remaining at end of June 2013 and INCLUDES the Ore Reserve quoted in Table 2 following.

June 2013

Category	Tonnes	Grade (g/t Ag)	Contained Silver (Moz)	Recovered Silver (Moz)
Proved	1,420,000	78	3.6	2.3
Probable	3,240,000	46	4.8	3.1
Total	4,660,000	56	8.4	5.4

The above Ore Reserve is reported at a cut-off of 26.5g/t Ag and from the base of the pit as at the end of June 2013. The expected recoverable Ag is determined at a recovery rate of 65%.

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

Alcyone Resources Ltd

ABN

53 056 776 180

Quarter ended ("current quarter")

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	3,417	18,494
1.2	Payments for (a) exploration & evaluation	(226)	(1,843)
	(b) development	-	-
	(c) production	(4,690)	(23,052)
	(d) administration	(445)	(2,284)
1.3	Dividends received	-	-
1.4	Interest and other items of a similar nature received	3	97
1.5	Interest and other costs of finance paid	(2)	(9)
1.6	Income taxes paid	-	-
1.7	Other	-	-
	Net Operating Cash Flows	(1,943)	(8,597)
Cash flows related to investing activities			
1.8	Payment for purchases of: (a) prospects	-	-
	(b) equity investments	-	-
	(c) other fixed assets	(204)	(1,664)
1.9	Proceeds from sale of: (a) prospects	-	-
	(b) equity investments	-	-
	(c) other fixed assets	31	31
1.10	Loans to other entities	-	-
1.11	Loans repaid by other entities	-	-
1.12	Other – Environmental & security deposits	(48)	(53)
	Net investing cash flows	(221)	(1,686)
1.13	Total operating and investing cash flows (carried forward)	(2,164)	(10,283)

+ See chapter 19 for defined terms.

Appendix 5B
Mining exploration entity quarterly report

1.13	Total operating and investing cash flows (brought forward)	(2,164)	(10,283)
1.14	Cash flows related to financing activities		
1.15	Proceeds from issues of shares, options, etc.	-	1,362
1.16	Proceeds from sale of forfeited shares	-	-
1.17	Proceeds from borrowings	2,240	6,990
1.18	Repayment of borrowings	-	-
1.19	Dividends paid	-	-
1.19	Other (provide details if material)	-	-
	Net financing cash flows	2,240	8,352
	Net increase (decrease) in cash held	76	(1,931)
1.20	Cash at beginning of quarter/year to date	114	2,121
1.21	Exchange rate adjustments to item 1.20	-	-
1.22	Cash at end of quarter	190	190

Payments to directors of the entity and associates of the directors
Payments to related entities of the entity and associates of the related entities

		Current quarter \$A'ooo
1.23	Aggregate amount of payments to the parties included in item 1.2	86
1.24	Aggregate amount of loans to the parties included in item 1.10	-
1.25	Explanation necessary for an understanding of the transactions	
	Directors Fees and remuneration of Directors	

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
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

+ See chapter 19 for defined terms.

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	(70)
4.2	Development	(1,486)
4.3	Production ⁽ⁱ⁾	(1,603)
4.4	Administration	(594)
4.5	Capital contribution ⁽ⁱⁱ⁾	8,260
4.6	Debt reduction	(2,800)
	Total	1,707

(i) Note production represents forecast net proceeds from sales

(ii) Capital contribution is shown net of issue costs

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	190	114
5.2	Deposits at call	-	-
5.3	Bank overdraft	-	-
5.4	Other (provide details)	-	-
	Total: cash at end of quarter (item 1.22)	190	114

+ See chapter 19 for defined terms.

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		No changes		
6.2	Interests in mining tenements acquired or increased		No changes		

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 (description)	-	-		
7.2	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions	- -	- -		
7.3	+Ordinary securities	1,625,092,716	1,625,092,716		Fully paid
7.4	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs	48,591,370	48,591,370		

+ See chapter 19 for defined terms.

Appendix 5B
Mining exploration entity quarterly report

7.5	<p>+Convertible debt securities</p> <p>2 Convertible Securities each with a face value of \$1,312,500 and a maturity date of 24 February 2015</p> <p>The face value of Convertible Security is \$250,000 and its maturity date is 26 March 2015</p> <p>The face value of the Convertible Security is \$750,000 and its maturity date is 26 March 2016</p> <p>The face value of the Convertible securities are \$1,800,00 and their maturity date is 8 August 2013</p>	2	-	\$2,500,000	-
		1	-	\$250,000	-
		1	-	\$750,000	-
		1,800,000	-	\$1,800,000	-
7.6	<p>Changes during quarter</p> <p>(a) Increases through issues</p> <p>(b) Decreases through securities matured, converted</p>	1,800,000	-	\$1.00	-
7.7	Options (description and conversion factor)	60,839,105 1,000,000 1,000,000 26,000,000	60,839,105 - - -	Exercise price 6 cents each 11 cents each 15 cents each 4.96 cents each	Expiry date 14 May 2015 31 Mar 2015 31 Aug 2015 26 Feb 2016
7.8	Issued during quarter	-	-		
7.9	Exercised during quarter	-	-		
7.10	Expired during quarter				
7.11	Debentures (totals only)	-	-		
7.12	Unsecured notes (totals only)	-	-		
7.13	Performance Share Rights (description and vesting dates) - 30 Nov 2011	166,666	-	Vesting Date 29 Nov 2012	Expiry Date 29 Nov 2015

+ See chapter 19 for defined terms.

Appendix 5B

Mining exploration entity quarterly report

7.14	Issued during quarter	-	-		
7.15	Exercised during quarter	-	-		
7.16	Expired during quarter				

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 ~~/does not~~* (*delete one*) give a true and fair view of the matters disclosed.

Sign here:
(~~Director~~/Company secretary)

Date: 31 July 2013

Print name: Trevor Harris.....

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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+ See chapter 19 for defined terms.