

04 June 2014

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



MILLENNIUM
MINERALS LIMITED
ABN 85 003 257 556

Via Electronic Lodgement

Dear Sir/Madam

DRILL RESULTS CONFIRM CONTINUITY & HIGH GRADE CORE AT Au81 DEPOSIT

Millennium Minerals Limited ("Millennium" or the "Company") is pleased to report the exploration assay results from recent Reverse Circulation (RC) drilling at its Au81 deposit, located approximately 2 km from the Company's Nullagine Gold Project processing facility (Figure 1). These results are reported in accordance with JORC 2012¹.

Highlights:

- **Multiple intersections confirm Au81 deposit main zone mineralisation extends over 180 metres strike, and shows upside potential both down dip and along strike.**

Intersections are substantial, shallow and contain high grade cores. Significant gold intercepts include:

- **22 m @ 3.64 g/t Au** from 0 m, including **3 m @ 17.00 g/t Au** from 4 m in hole ARC0231;
 - **15 m @ 4.60 g/t Au** from 24 m, including **9 m @ 6.62 g/t Au** from 24 m in hole ARC0229;
 - **5 m @ 11.00 g/t Au** from 6 m, including **2 m @ 24.00 g/t Au** from 6 m in hole ARC0224;
 - **11 m @ 4.17 g/t Au** from 13 m, including **1 m @ 28.00 g/t Au** from 19 m in hole ARC0243;
 - **11 m @ 3.95 g/t Au** from 0 m, including **3 m @ 11.00 g/t Au** from 4 m in hole ARC0208;
 - **11 m @ 3.79 g/t Au** from 38 m, including **3 m @ 8.69 g/t Au** from 43 m in hole ARC0206;
 - **14 m @ 2.82 g/t Au** from 38 m in hole ARC0209; and
 - **8 m @ 4.78 g/t Au** from 38 m, including **4 m @ 8.09 g/t Au** from 39 m in hole ARC0226.
- **Drilling was designed to upgrade the maiden 2013 Inferred Mineral Resource estimate for Au81 to the Measured and Indicated categories.**
 - **Based on these results, a restated Mineral Resource will be estimated commencing June 2014.**
 - **A maiden Ore Reserve will be estimated from the restated Mineral Resource outputs.**

CEO's quote:

"These promising drill results confirm our confidence in the Au81 deposit with follow up drilling to commence shortly. Importantly, upgrading the maiden Inferred Mineral Resource to the Measured and Indicated categories enables us to bring the resource into the mine plan more rapidly."

¹ All references to JORC in this announcement are in accordance with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (the 'JORC Code') 2012 edition unless otherwise stated.

Introduction

The Au81 deposit is located 2 km to the east from the Company's gold processing facility, and 850 metres away from the operational haulage road from the Golden Gate deposits to the processing facility.

The Company planned a campaign of relatively close-spaced drilling over the more strongly mineralised portion of the maiden Mineral Resource, to provide greater confidence and understanding of the mineralisation geometry, and to upgrade the Mineral Resource categories sufficient for the evaluation of an Ore Reserve.

A total of 46 Reverse Circulation (RC) holes were completed for 2,162 metres. Results have now been received for all holes (Table 1). The data have been collated in conjunction with appropriate QAQC processes (Certified Reference Material standards & blanks, field and laboratory duplicates), which demonstrated acceptable performance.

Significant results include:

- **4 m @ 5.14 g/t Au** from 42 m in hole ARC0201;
- **11 m @ 3.79 g/t Au** from 38 m, including **3 m @ 8.69 g/t Au** from 43 m in hole ARC0206;
- **11 m @ 3.95g/t Au** from 0m, including **3 m @ 11 g/t Au** from 4 m in hole ARC0208, and **6 m @ 4.29 g/t Au** from 28 m;
- **18 m @ 1.33 g/t Au** from surface in hole ARC0211;
- **9 m @ 2.67 g/t Au** from 36 m, including **2 m @ 6.6 g/t Au** from 42 m in hole ARC0217;
- **5 m @ 11 g/t Au** from 6 m, including **2 m @ 24 g/t Au** from 6 m in hole ARC0224;
- **13 m @ 1.9 g/t Au** from 49 m in hole ARC0225;
- **8 m @ 4.78 g/t Au** from 38 m, including **4 m @ 8.09 g/t Au** from 39 m in hole ARC0226;
- **15 m @ 4.6 g/t Au** from 24 m, including **9 m @ 6.62 g/t Au** from 24 m in hole AR00229;
- **22 m @ 3.64g/t Au** from 0 m, including **3 m @ 17 g/t Au** from 4 m in hole ARC0231;
- **15 m @ 1.6 g/t Au** from 43 m, including **1 m @ 9.8 g/t Au** from 43 m in hole ARC0232;
- **6 m @ 3.45 g/t Au** from 20 m in hole ARC0239; and
- **11 m @ 4.17 g/t Au** from 13 m, including **1 m @ 28 g/t Au** from 19 m in hole ARC0243.

The full table of results from the drilling is presented in Table 1. Figure 2 shows collar locations and all Millennium drill holes. The pre-Millennium holes are omitted on the figures for clarity; although generally at a wider spacing than Millennium holes, these largely mirror the distribution of Millennium holes.

The Au81 Deposit has a previously JORC-reported Inferred Mineral Resource of 1.5 Mt at 1.0 g/t Au for 47,900 gold ounces, using a 0.5 g/t Au cut off grade (Table 2). Due to the variability of mineralisation and relatively wide spacing of historical drilling, all the current Mineral Resource reports into the Inferred category.

The results confirm the core of the main (eastern) zone of mineralisation as thick, steep, west to sub-vertically dipping lens-shaped pods (Figures 2-4). The pods are predominantly north striking, contain moderate to high grades, and extend almost continuously over 180 metres of strike. They are hosted in a medium-grained, quartz sandstone.

The intersections and their geometry suggest that there is some north-plunging shoot control to the high grades, potentially at the intersections of the north-south structure with the south-west splays. It also appears that there may be multiple stacked arrays of lenses (Figures 3 & 4), although more drilling is being planned to evaluate these further. The results also indicate there is scope for modest strike extensions, and that there is some economic potential for the western zone of mineralisation, and elsewhere at the deposit (Figure 2). The mineralisation is open at depth.

Follow up drilling is currently being planned for all these targets.

The new drilling will infill around previous Millennium and historical holes; the combined dataset will be used to estimate an updated Mineral Resource. This work will commence in June 2014.

The block model resulting from the Mineral Resource estimate will be used to develop a maiden Ore Reserve; it is anticipated that this evaluation work will commence in the September quarter of 2014.

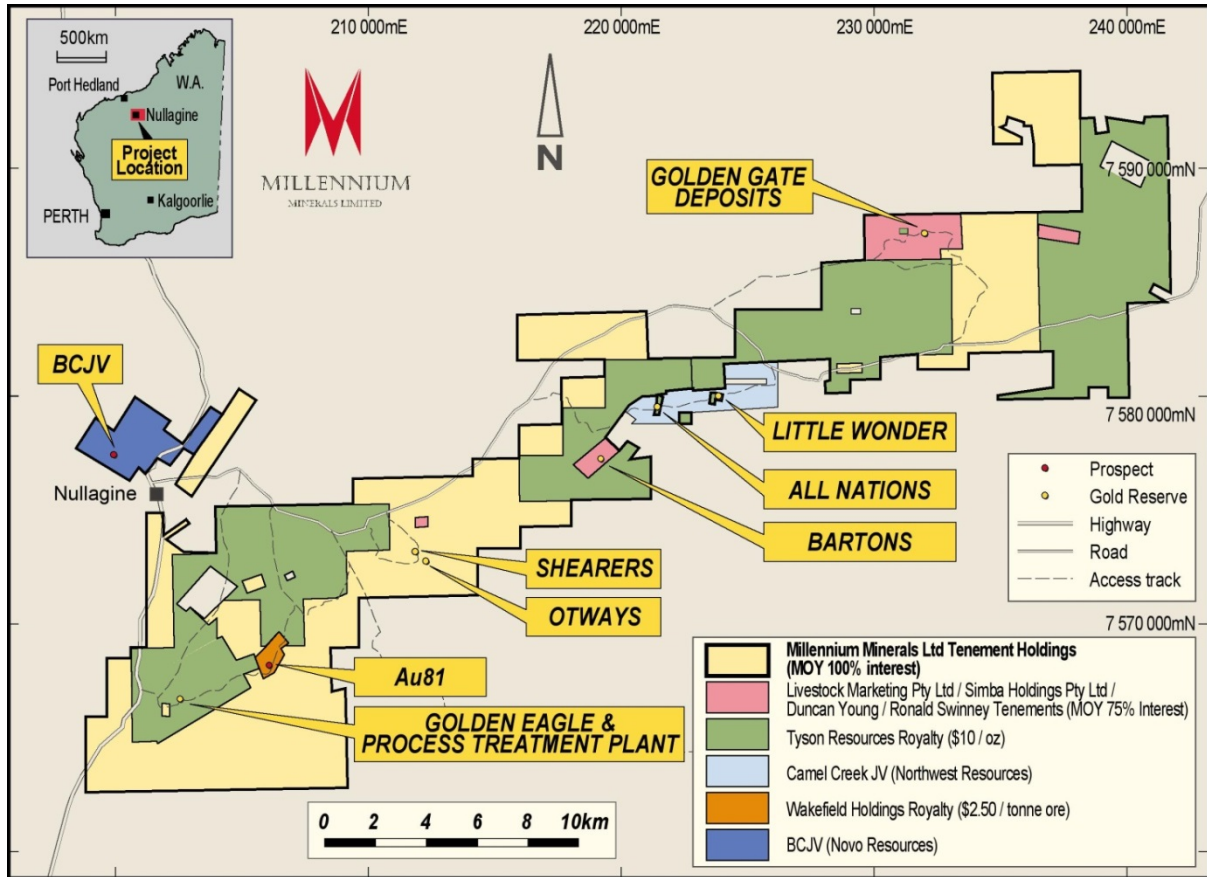


Figure 1. Nullagine Gold Deposits Location Plan

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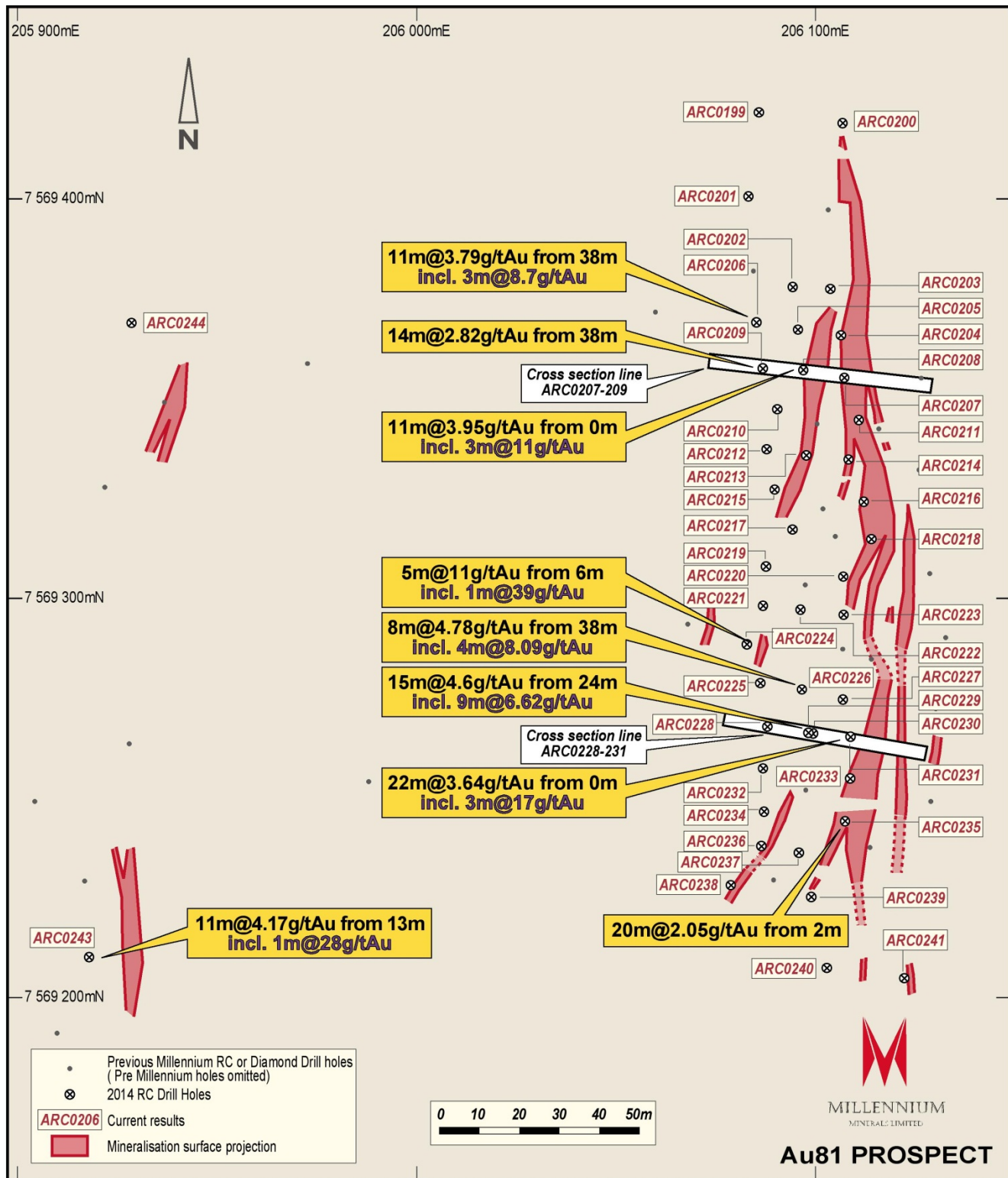


Figure 2. Au81 Deposit Drill Hole Layout (Plan)

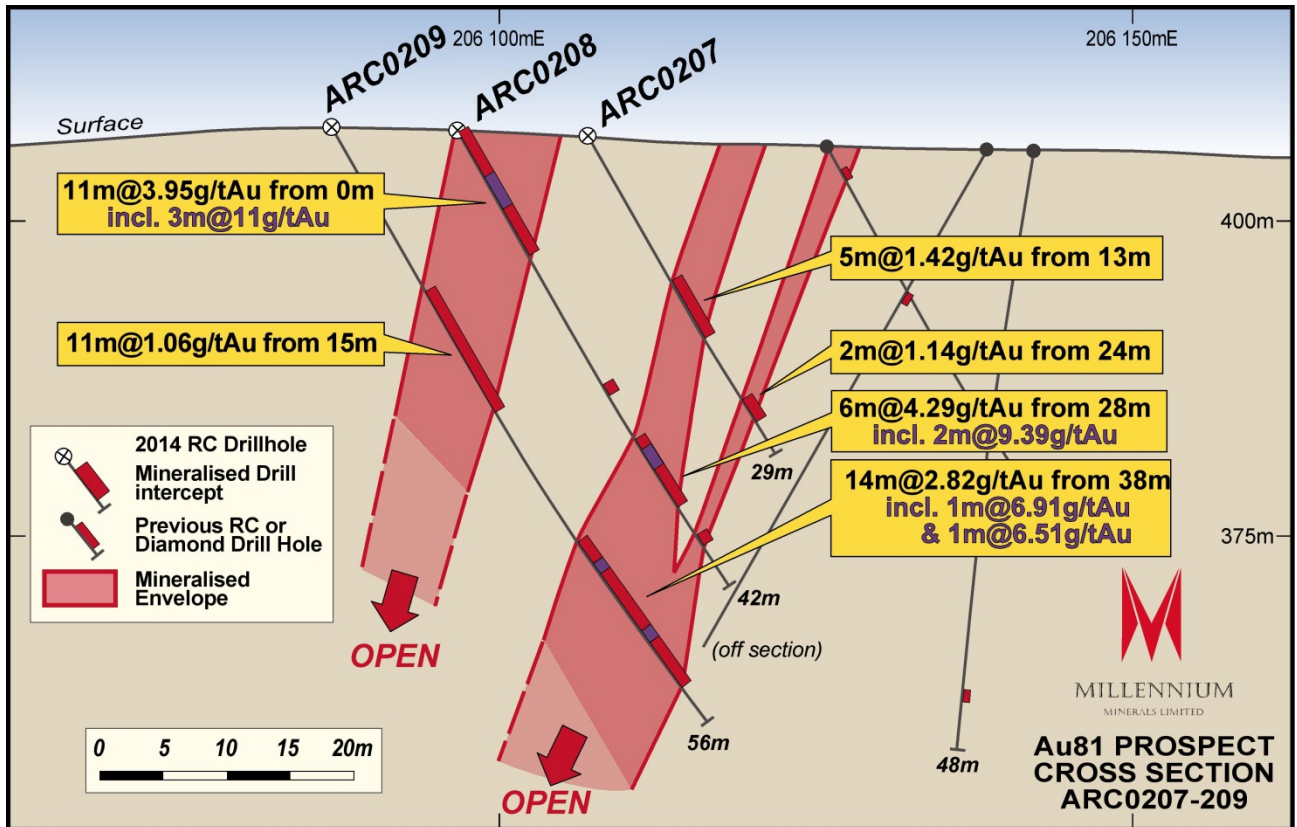


Figure 3. Cross Section ARC0207-209

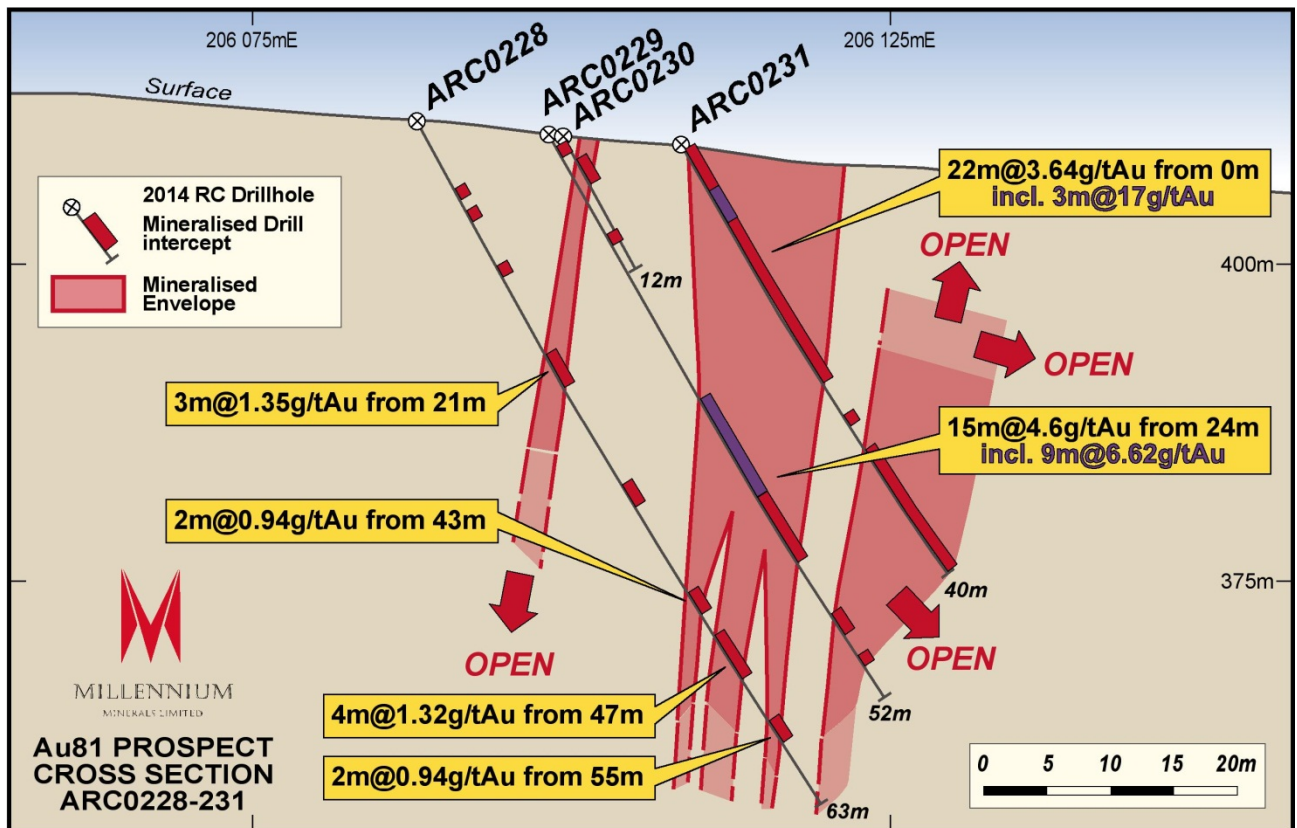


Figure 4. Cross Section ARC0228-231

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Background

The Project contains a 1.91 million ounce gold Mineral Resource situated within 9 deposits on granted mining leases (Table 2). The largest deposit is Golden Eagle, located approximately 10 kilometres south of the township of Nullagine and contains 42%² of the total Mineral Resource inventory. Mine construction commenced in July 2011 with first gold poured 30 September 2012. Commercial production was declared from 1 January 2013.

Brian Rear
Managing Director

ENQUIRIES:

Brian Rear

Ground Floor 10 Kings Park Road West Perth WA 6005

Postal: PO Box 117 West Perth WA 6872

T: +61 8 9216 9011

F: +61 8 9481 0288

W: www.millenniumminerals.com.au

Media : Geoff Fowlstone 0413 746 949

² Calculation includes 100% of Beatons Creek.

Table 1. Au81 Significant RC Assay Results

Nullagine Gold Project Au81 2014 RC Drilling Programme Significant Intercepts											
Hole ID	GDA East (mE)	GDA North (mN)	RL (m)	Azm (deg)	Dip (deg)	Depth (m)		From (m)	To (m)	Length (m)	Au g/t
ARC0199	206086	7569422	405	098	-60	60		20	21	1	1.74
								30	32	2	0.60
ARC0200	206107	7569419	405	098	-60	30		0	6	6	1.01
ARC0201	206083	7569401	405	098	-60	60		31	36	5	1.37
								42	46	4	5.14
								50	51	1	1.84
ARC0202	206094	7569378	406	098	-60	40	inc.	12	13	1	2.52
								29	35	6	2.76
								31	32	1	7.85
ARC0203	206104	7569377	406	098	-60	30	inc.	2	3	1	2.18
								12	21	9	2.03
								14	15	1	6.99
								18	19	1	5.16
ARC0204	206106	7569366	406	098	-60	30	inc.	16	19	3	3.83
								17	18	1	8.47
								29	30	1	1.19
ARC0205	206096	7569367	406	098	-60	42		0	1	1	2.95
								9	18	9	1.30
								26	32	6	2.13
ARC0206	206085	7569369	406	098	-60	56	inc.	0	2	2	1.07
								6	8	2	0.92
								24	30	6	1.40
								38	49	11	3.79
								43	46	3	8.69
								52	54	2	1.85
ARC0207	206107	7569355	406	098	-60	29		13	18	5	1.42
								24	26	2	1.15
ARC0208	206097	7569357	407	098	-60	42	inc.	0	11	11	3.95
								4	7	3	10.96
								23	24	1	1.27
								28	34	6	4.29
								29	31	2	9.39
								37	38	1	1.71

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**Nullagine Gold Project
Au81 2014 RC Drilling Programme
Significant Intercepts (Cont)**

ARC0209	206087	7569358	407	098	-60	56		5	7	2	0.83
								15	26	11	1.06
								38	52	14	2.82
							inc.	40	41	1	6.91
							inc.	46	47	1	6.51
ARC0210	206091	7569347	408	098	-60	54		12	18	6	1.42
								30	40	10	2.94
							inc.	37	39	2	7.04
								44	46	2	2.78
								53	54	1	5.83
ARC0211	206111	7569345	407	098	-60	23		0	18	18	1.33
							inc.	13	14	1	5.84
ARC0212	206088	7569337	408	098	-60	57		15	21	6	1.01
								38	41	3	0.89
								45	54	9	2.17
							inc.	51	52	1	8.43
ARC0213	206098	7569336	408	098	-60	42		2	4	2	0.88
								23	24	1	1.97
								30	39	9	3.75
							inc.	32	34	2	6.72
ARC0214	206108	7569335	407	098	-60	28		1	2	1	1.55
								4	12	8	1.63
ARC0215	206090	7569327	409	098	-60	56		4	11	7	1.92
								26	30	4	3.99
							inc.	26	27	1	8.64
								40	41	1	1.77
								43	50	7	2.86
							inc.	46	47	1	6.09
								53	56	3	1.40
ARC0216	206112	7569324	408	098	-60	30		0	12	12	1.17
								20	22	2	0.62
ARC0217	206094	7569317	410	098	-60	62		8	14	6	1.70
								19	20	1	1.09
								27	30	3	1.19
								32	34	2	1.01
								36	45	9	2.67
							inc.	42	44	2	6.60
								48	50	2	1.00
								53	55	2	1.44

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**Nullagine Gold Project
Au81 2014 RC Drilling Programme
Significant Intercepts (Cont)**

ARC0218	206114	7569315	408	098	-60	32		4	6	2	0.70
								24	27	3	0.88
ARC0219	206088	7569308	410	098	-60	70	inc.	7	9	2	1.06
								28	29	1	1.29
								36	38	2	0.80
								42	46	4	1.45
								51	57	6	2.85
								52	53	1	8.52
								60	63	3	0.82
ARC0220	206107	7569305	409	098	-60	48		2	5	3	1.59
								8	10	2	0.75
								13	16	3	0.97
								31	36	5	0.85
								42	44	2	0.84
ARC0221	206087	7569298	411	098	-60	72		6	8	2	0.96
								13	14	1	1.57
								18	22	4	1.79
								38	42	4	1.12
								52	66	14	1.39
ARC0222	206096	7569297	411	098	-60	58		1	2	1	2.39
								26	29	3	1.40
								34	41	7	0.80
								43	44	1	1.24
								49	55	6	1.25
ARC0223	206107	7569296	410	098	-60	48		3	7	4	1.44
								12	16	4	1.24
								23	24	1	2.48
								26	35	9	0.96
								40	41	1	1.56
								46	47	1	1.13
ARC0224	206083	7569288	412	098	-60	72	inc.	6	11	5	11.09
								6	8	2	24.40
								37	39	2	0.96
								44	45	1	1.09
								47	49	2	0.54
								57	59	2	2.11
								70	72	2	0.74

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Nullagine Gold Project
Au81 2014 RC Drilling Programme
Significant Intercepts (Cont)

ARC0225	206086	7569279	412	098	-60	68		44	46	2	2.62
								49	62	13	1.90
							inc.	49	50	1	5.53
ARC0226	206097	7569277	411	098	-60	54		5	6	1	2.13
								25	27	2	0.58
								33	36	3	1.07
								38	46	8	4.78
							inc.	39	43	4	8.09
								48	49	1	1.01
	50	52	2	0.86							
ARC0227	206107	7569275	410	098	-60	36		0	1	1	1.28
								4	7	3	1.13
								9	11	2	0.87
								15	18	3	1.36
								21	36	15	1.48
ARC0228	206088	7569268	411	098	-60	63		6	9	3	1.02
								13	14	1	1.84
								21	24	3	1.35
								33	36	3	1.27
								43	51	8	0.97
	55	57	2	0.94							
ARC0229	206098	7569266	410	098	-60	52		1	4	3	2.03
							inc.	1	2	1	5.03
								9	10	1	1.24
								24	39	15	4.60
							inc.	24	33	9	6.62
	44	50	6	1.18							
ARC0230	206099	7569266	410	098	-60	12		2	4	2	1.20
ARC0231	206109	7569265	410	098	-60	40		0	22	22	3.64
							inc.	4	7	3	16.99
								25	26	1	1.78
	30	40	10	1.31							
ARC0232	206087	7569257	411	098	-60	60		0	1	1	3.47
								6	9	3	1.50
								28	30	2	2.10
								43	58	15	1.60
							inc.	43	44	1	9.80

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**Nullagine Gold Project
Au81 2014 RC Drilling Programme
Significant Intercepts (Cont)**

ARC0233	206109	7569255	410	098	-60	42		0	4	4	1.51
								11	17	6	1.24
								24	27	3	0.79
								32	36	4	1.64
								40	42	2	1.46
ARC0234	206087	7569247	410	098	-60	60		3	4	1	1.13
								7	12	5	1.09
								26	28	2	0.91
								31	32	1	1.15
								36	48	12	1.48
							inc.	38	39	1	5.66
								55	58	3	3.40
							inc.	56	57	1	7.71
ARC0235	206107	7569244	409	098	-60	36		2	13	11	2.70
							inc.	5	6	1	5.18
								15	22	7	1.53
								27	29	2	1.63
ARC0236	206087	7569238	410	098	-60	54		2	5	3	1.39
								15	16	1	1.02
								27	33	6	1.39
								38	44	6	1.74
								49	50	1	1.49
ARC0237	206096	7569236	410	098	-60	40		1	4	3	1.27
								24	25	1	1.61
								31	34	3	1.65
ARC0238	206079	7569228	410	098	-60	52		2	6	4	1.92
								46	52	6	1.01
ARC0239	206099	7569225	409	098	-60	30		5	6	1	3.85
								20	26	6	3.45
ARC0240	206103	7569207	408	098	-60	60		4	7	3	0.68
								18	20	2	1.24
								25	27	2	0.86
								31	34	3	0.73
								37	40	3	1.44
ARC0241	206122	7569205	407	098	-60	24		5	6	1	2.29
								17	19	2	0.87
								23	24	1	1.11
ARC0242	206087	7569163	408	098	-60	78		30	32	2	0.94
ARC0243	205918	7569210	405	098	-60	38		13	24	11	4.17
							inc.	19	20	1	28.30
ARC0244	205929	7569369	406	098	-60	36		22	23	1	2.76

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Table 2. Nullagine Gold Project Mineral Resource Estimate (0.5 g/t Au Cut off) Released November 2013¹

Deposit	Measured		Indicated		Inferred		Total		Ounces
	Mt	Grade g/t Au	Mt	Grade g/t Au	Mt	Grade g/t Au	Mt	Grade g/t Au	
Golden Eagle ³	13.24	1.21	4.4	1.03	4.17	1.06	21.82	1.15	805,000
Bartons ⁴	1.72	1.21	1.44	1.17	0.55	1.12	3.71	1.20	141,000
Shearers ⁴	0.59	1.27	1.48	1.01	0.26	1.00	2.33	1.10	81,000
Otways ⁴	1.15	0.81	0.9	0.87	0.692	0.92	2.74	0.86	75,000
All Nations ⁴	1.26	1.36	0.55	1.08	0.42	1.04	2.23	1.23	88,000
Little Wonder ⁴	0.47	1.35	0.25	1.43	0.22	1.68	0.94	1.45	43,700
Golden Gate (ABCD) ⁵	0.66	3.30	0.16	2.99	0.14	2.29	0.95	3.10	95,000
Falcon ⁵	-	-	0.09	3.90	0.04	4.40	0.14	4.00	18,000
Condor ⁵	0.15	2.61	0.05	2.83	0.03	3.71	0.22	2.80	20,000
Harrier ⁵	-	-	0.1	1.80	0.04	1.80	0.14	1.80	8,000
Crow ⁵	0.04	3.14	0.04	2.62	0.05	2.34	0.12	2.65	10,500
G_Reef ⁵	-	-	0.03	3.71	0.02	3.69	0.05	3.70	6,200
Au81 ⁴	-	-	-	-	1.5	1.00	1.5	1.00	47,900
Camel Creek JV ⁷	0.62	1.32	0.36	1.17	0.35	1.11	1.34	1.23	52,500
Beatons Creek Earn In ⁸					8.9	1.47	8.9	1.47	421,000
Total	19.9	1.29	9.84	1.14	17.35	1.30	47.09	1.26	1,912,800

Notes:

- Released in accordance with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (the 'JORC Code') 2004 edition.
- Figures in Table may not sum due to rounding.
- The Golden Eagle deposit was estimated using Multiple Indicator Kriging methodology for grade estimation by CSA Global.
- The Bartons, Shearers, Otways, All Nations, Little Wonder and Au81 were estimated using Ordinary Kriging methodology for grade estimation by CSA Global.
- The Golden Gate (ABCD reef), and Golden Gate satellite deposits, namely Falcon, Condor, Harrier, Crow and G Reef were estimated using Ordinary Kriging.
- 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.
- The Mineral Resources at the Camel Creek JV (CCJV) were estimated using Ordinary Kriging methodology by CSA Global. Only Millennium's 50% interest is stated in the above table.
- The Mineral Resources at Beatons Creek deposit estimated using Ordinary Kriging methodology for grade estimation by Tetra Tech Inc. Beatons Creek is subject to a farm in- Joint Venture with Novo Resources Corp (Novo) (CNSX:NVO). Under the Farm-In agreement Novo may earn a 70% interest in the Beatons Creek tenements by delivering a bankable Feasibility Study on the property within 5 years of commencement of the Agreement which was executed in August 2011. "As Novo has yet to earn an interest in the Beatons Creek tenements, the Company accounts for 100% of the mineral resource on the Beatons Creek tenements.

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Table 3. Nullagine Gold Project Ore Reserve Estimate¹ –delivered to mill basis (includes MML 50% of CC JV) Released 10 March 2014

Prospect	Proven		Probable		Total		Ounces
	Ore (t)	Grade g/t Au	Ore (t)	Grade g/t Au	Ore (t)	Grade g/t Au	
Golden Eagle	4,305,200	1.5	522,100	1.6	4,827,400	1.5	237,500
Bartons	802,000	1.5	230,000	1.6	1,032,100	1.6	51,800
All Nations	354,100	1.8	13,000	1.5	367,100	1.8	21,300
Shearers	411,300	1.5	200,400	1.4	611,700	1.4	28,100
Otways	169,700	1.3	54,600	1.2	224,400	1.3	9,000
Little Wonder (MML)	105,500	1.9	11,700	4.9	117,300	2.2	8,500
Golden Gate ABCD	434,300	3.4	38,600	4.1	473,000	3.5	53,100
Condor	66,900	2.5	18,900	3.2	85,800	2.7	7,300
Crow	18,600	2.6	13,700	2.5	32,400	2.5	2,600
Falcon	-	-	75,600	3.9	75,600	3.9	9,400
Harrier	-	-	39,300	2.0	39,300	2.0	2,500
G Reef	-	-	31,900	3.5	31,900	3.5	3,600
Little Wonder (CCJV)	92,100	1.5	2,400	1.6	94,500	1.5	5,600
Roscoes Reward	153,200	1.4	23,200	1.3	176,400	1.4	7,600
Junction	43,000	2.3	4,300	2.4	47,400	2.3	3,500
Total	6,955,900	1.7	1,279,700	1.9	8,236,300	1.7	453,000
Stockpiles ROM ² :							
LG					420,700	0.7	9,400
HG					37,300	1.7	2,000
Total					8,694,300	1.7	464,400

Notes:

1 Numbers may not sum due to rounding.

2 As at 31 December 2013.

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Competent Persons Statements – Exploration Results

Mr Irvine 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 2012 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, Bartons, Shearers, Otways, All Nations, Little Wonder, CC JV, Golden Gate ABCD reef, and satellites Condor & Crow 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 Golden Eagle, Bartons, Shearers, Otways, All Nations, Little Wonder, Golden Gate ABCD reef, and Condor & Crow Golden Gate satellite deposits Mineral Resource estimates have 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) 2012 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 **Au81 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 Au81 deposit Mineral Resource estimate has been compiled and prepared by Grant Louw, (MAIG, MGSSA) 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) 2012 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 **Golden Gate G reef 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 Gate G reef deposit Mineral Resource estimate has been compiled and prepared by Dmitry Pertel, (MAIG, MGSSA) 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) 2012 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 **Golden Gate Falcon and Harrier 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 Golden Gate Falcon & Harrier satellite deposits Mineral Resource estimates have been compiled and prepared by Steven Hodgson, (MAIG) formerly 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) 2012 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.

Patrick Huxtable of Tetra Tech, Perth, Australia, has prepared the Mineral Resource Estimate for the **Beatons Creek Gold Project**, and is independent of Novo Resources Corporation for purposes of National Instrument 43-101 - Standards of Disclosure for Mineral Projects ("NI 43-101"). Mr Huxtable (RPGEO MAIG) is a Qualified Person as defined by NI 43-101. Mineral resources that are not mineral reserves do not have demonstrated economic viability. The estimate of mineral resources may be materially affected by environmental, permitting, legal, title, taxation, sociopolitical, marketing, or other relevant issues. The quantity and grade of reported inferred resources in this estimation are uncertain in nature and there has been insufficient exploration to define these inferred resources as an indicated or measured mineral resource and it is uncertain if further exploration will result in upgrading them to an indicated or measured mineral resource category. The mineral resources in this news release were estimated using current Canadian Institute of Mining, Metallurgy and Petroleum (CIM) standards, definitions and guidelines.

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 a Certified Professional. He 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) 2012.

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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.

JORC 2012 Edition - Table 1

Section 1 Sampling Techniques and Data

Criteria	JORC Code Explanation	Commentary
Sampling techniques	<ul style="list-style-type: none"> Nature and quality of sampling (e.g. cut channels, random chips, or specific specialised industry standard measurement tools appropriate to the minerals under investigation, such as down hole gamma sondes, or handheld XRF instruments, etc). These examples should not be taken as limiting the broad meaning of sampling. Include reference to measures taken to ensure sample representatively and the appropriate calibration of any measurement tools or systems used. Aspects of the determination of mineralisation that are Material to the Public Report. In cases where 'industry standard' work has been done this would be relatively simple (e.g. 'reverse circulation drilling was used to obtain 1 m samples from which 3 kg was pulverised to produce a 30 g charge for fire assay'). In other cases more explanation may be required, such as where there is coarse gold that has inherent sampling problems. Unusual commodities or mineralisation types (e.g. submarine nodules) may warrant disclosure of detailed information. 	<ul style="list-style-type: none"> No surface samples were used in the estimation of Mineral Resources or Ore Reserves. Reverse circulation drilling (and more rarely diamond core drilling) was used to obtain 1 m samples, from which approximately 3 kg was dried, crushed, pulverised and subsampled at the laboratory to produce a 50 g charge for fire assay, as per industry standard methods. Sampling was carried out under Millennium protocols and QAQC procedures, as per industry best practice (field & lab duplicates, blanks & certified reference standards). 1 m interval RC samples were sub-sampled to 3 kg by a rig-mounted cone or riffle splitter under Millennium's supervision. Where twinned core holes were drilled for metallurgical test work, the core was sampled in predominantly 1m intervals, except in the case of contacts (minimum interval 0.3m).
Drilling techniques	<ul style="list-style-type: none"> Drill type (e.g. core, reverse circulation, open-hole hammer, rotary air blast, auger, Bangka, sonic, etc) and details (e.g. core diameter, triple or standard tube, depth of diamond tails, face-sampling bit or other type, whether core is oriented and if so, by what method, etc). 	<ul style="list-style-type: none"> Reverse circulation (RC) drilling and Diamond (HQ3 and NQ3) triple tube drilling was used; Mineral Resources were estimated using predominantly RC drilling samples. All core was oriented, using Reflex electronic orientation device (Bottom of hole orientation).
Drill sample recovery	<ul style="list-style-type: none"> Method of recording and assessing core and chip sample recoveries and results assessed. Measures taken to maximise sample recovery and ensure representative nature of the samples. Whether a relationship exists between sample recovery and grade and whether sample bias may have occurred due to preferential loss/gain of fine/coarse material. 	<ul style="list-style-type: none"> A record of RC sample recovery and moisture content was recorded by field assistants under supervision of the rig geologist. Check weights were done periodically at the rig. Overall sample weight and quality were good to very good (2.0-3.5 kg). ALS (assay lab since mid-2011) also records sample weights on receipt of samples; 2013 average weight was 2.4kg. The rig geologist closely monitored the rig to ensure all sample was collected in each bulk plastic & calico bag prior to removal from the cyclone splitter, and action taken if sample weights showed marked variation. Core recoveries from diamond drilling were generally >98%. There is no observed correlation between sample recovery and gold grade.
Logging	<ul style="list-style-type: none"> Whether core and chip samples have been geologically and geotechnically logged to a level of detail to support appropriate Mineral Resource estimation, mining studies and metallurgical studies. Whether logging is qualitative or quantitative in nature. Core (or costean, channel, etc) photography. The total length and percentage of the relevant intersections logged. 	<ul style="list-style-type: none"> The logging has been validated and is regarded as being comprehensive and of a high quality. Geological logging is both qualitative and quantitative in nature. Whilst drilling the lithology, colour, grain size, regolith, alteration, weathering, veining and mineralisation were recorded. Sulphide and vein content were logged as a percentage of the interval. Photography has been taken of the diamond drill core. RC chip trays are retained at site.
Sub-sampling techniques and sample preparation	<ul style="list-style-type: none"> If core, whether cut or sawn and whether quarter, half or all core taken. If non-core, whether riffled, tube sampled, rotary split, etc and whether sampled wet or dry. For all sample types, the nature, quality and appropriateness of the sample preparation technique. Quality control procedures adopted for all sub-sampling stages to maximise representivity of samples. Measures taken to ensure that the sampling is representative of the in situ material collected, including for instance results for field duplicate/second-half sampling. Whether sample sizes are appropriate to the grain size of the material being sampled. 	<ul style="list-style-type: none"> For core samples, the core was split via core saw. ¼ core samples assayed; ¼ core was retained, and in the case of metallurgical holes, ½ core was used for metallurgical testing. The RC samples were split using a rig mounted, self-levelling cone splitter. The vast majority of the samples were dry with moist and wet samples recorded on the sampling sheet. At BC JV, all holes up to and including BCRC12-028 (excluding BCRC12-022) 4m composites were created by "spear" sampling for preliminary assay test work, after this hole; this method was replaced by assaying the 1m rig-split samples instead. The sample preparation followed industry best practice in sample preparation involving oven drying, crushing (core) and pulverisation of the entire subsample (total prep), and LM5 grinding to a grind size of 85% passing 75 micron. The sample sizes are industry-standard and considered to be appropriate to correctly represent mineralisation at the deposits based on: the style of mineralisation, the thickness and consistency of the intersections, the sampling methodology and assay ranges for gold.
Quality of assay data and laboratory tests	<ul style="list-style-type: none"> The nature, quality and appropriateness of the assaying and laboratory procedures used and whether the technique is considered partial or total. For geophysical tools, spectrometers, handheld XRF instruments, etc, the parameters used in determining the analysis including instrument make and model, reading times, calibrations factors applied and their derivation, etc. Nature of quality control procedures adopted (e.g. standards, blanks, duplicates, external laboratory checks) and whether acceptable levels of accuracy (i.e. lack of bias) and precision have been established. 	<ul style="list-style-type: none"> The industry best practice standard assay method of 50g charge Fire Assay for this style of mineralisation was employed except in the BC JV holes (1 kg charge Leachwell with AAS finish assays plus some 50g charge Fire Assays). Commercially prepared, predominantly matrix-matched blanks, low, medium & high value certified reference QAQC standard, blanks, assay laboratory and field duplicate samples were inserted at a rate of 1:20 into the sample stream The QAQC results from this protocol were considered to be acceptable. No geophysical tools were used to determine any element concentrations used for these results. Sample preparation checks for fineness were carried out by the laboratory as part of their internal procedures to ensure the grind size of 85% passing 75 micron was being attained. Laboratory QAQC involves the use of internal lab standards using certified reference material, blanks, splits and replicates as part of the in house procedures. Results highlight that sample assay values are accurate and that contamination has been contained.

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Criteria	JORC Code Explanation	Commentary
Verification of sampling and assaying	<ul style="list-style-type: none"> The verification of significant intersections by either independent or alternative company personnel. The use of twinned holes. Documentation of primary data, data entry procedures, data verification, data storage (physical and electronic) protocols. Discuss any adjustment to assay data. 	<ul style="list-style-type: none"> Metallurgical holes were drilled and assayed at all deposits; these were twinned to RC holes to provide confirmation of the grade within sampled intervals and geological relationships. A Senior Exploration Geologist from Millennium has visually verified the significant intersections using material collected in the RC chip trays. All significant intersection calculations were cross checked by the exploration manager. Assay results were not adjusted.
Location of data points	<ul style="list-style-type: none"> Accuracy and quality of surveys used to locate drill holes (collar and down-hole surveys), trenches, mine workings and other locations used in Mineral Resource estimation. Specification of the grid system used. Quality and adequacy of topographic control. 	<ul style="list-style-type: none"> Immediately post hole completion, a handheld GPS coordinate was taken, then subsequently the collars were surveyed with a Real Time Kinematic (RTK) DGPS device to a $\pm 10\text{mm}$ positional precision. All collars are then validated against planned positions as a cross check. Surveyed collar co-ordinates are uploaded into the Company SQL database. Grid datum is GDA94 51K (East Pilbara). Downhole surveys were completed on all holes except BC JV holes by the drilling contractor at 30m maximum downhole intervals (initial survey at 10m downhole). Surveys were magnetic via electronic multishot survey tool (Camprodal or Cameq), as lithologies have negligible magnetic susceptibility (greywacke). Re-surveying was carried out to check the quality of measurements. BC JV holes were not surveyed down hole (drilled vertical). Aerial Photogrammetry \pm LIDAR was produced by Fugro Surveys ($\pm 0.2\text{m}$ vertical & $\pm 0.1\text{m}$ horizontal). Survey control points were marked out by licensed surveyor for the Fugro Survey. An error was noted in early RC drilling collar RL co-ordinates (ellipsoid not geoid model); these holes were adjusted to the Fugro DTM surface RL and recorded as DTM RL in the SQL database; the original survey RL was retained. The DTM RL was used for Mineral Resource Estimates (MRE). Otherwise there was good agreement of surveyed collars and Fugro DTM.
Data spacing and distribution	<ul style="list-style-type: none"> Data spacing for reporting of Exploration Results. Whether the data spacing and distribution is sufficient to establish the degree of geological and grade continuity appropriate for the Mineral Resource and Ore Reserve estimation procedure(s) and classifications applied. Whether sample compositing has been applied. 	<ul style="list-style-type: none"> RC drilling is predominantly on 20m X 20m spacing in all the deposits except BC JV. The Mineral Resource consultants consider this sufficient to meet the expected minimum requirements for resource classification (Measured typically 20-30m). Thus far the 20m by 20m spacing has been sufficient to establish geological and grade continuity. At BC JV drilling was at 50 x 50m spacing in the gently dipping mineralisation. At Au81, the most recent drilling is as close as 10m X 10m to a vertical depth of 30 - 40m for the main mineralisation. 1m RC assay composites were used. A small number of core composites were retained with a length of less than 1m (minimum 0.3m).
Orientation of data in relation to geological structure	<ul style="list-style-type: none"> Whether the orientation of sampling achieves unbiased sampling of possible structures and the extent to which this is known, considering the deposit type. If the relationship between the drilling orientation and the orientation of key mineralised structures is considered to have introduced a sampling bias, this should be assessed and reported if material. 	<ul style="list-style-type: none"> Geological mapping and structural measurements have been taken at the deposit and they confirm the orientation of mineralisation defined by the drilling. Based upon the above information the drilling was largely perpendicular to the mineralisation with some exceptions. This was due to steep and inaccessible terrain that meant holes needed to be drilled slightly oblique to the mineralisation to intersect the desired target. Drilling at Au81 was carried out at on a 10X10m pattern, approximately perpendicular to the mineralisation. No significant orientation bias has been identified in the data at this point.
Sample security	<ul style="list-style-type: none"> The measures taken to ensure sample security. 	<ul style="list-style-type: none"> Sample were given an ID, cross checked by field personnel that the interval assigned was matched, packed and then the geologist on the rig will check sample ID. The laboratory assigned the same sample ID to the pulps and checking against geology, alteration and further use of QAQC to confirm data ID. Samples were collected on completion of each hole and stored in a secure shed prior to dispatch to the assay laboratory. Monitoring of sample dispatch is undertaken for samples sent from site and to confirm that samples have arrived in their entirety and intact at their destination. Sample security is managed with dispatch dates noted for each samples by the core technician, this is checked and confirmed at the laboratory on receipt of samples and discrepancies are corrected via telephone link up with laboratory and project geologist
Audits or reviews	<ul style="list-style-type: none"> The results of any audits or reviews of sampling techniques and data. 	<ul style="list-style-type: none"> Internal lab audits conducted by Millennium have shown no material issues. Sampling and data protocols have been externally audited by CSA Global (or Tetra Tec for BC JV) with no matters that were serious or were likely to impair the validity of the Mineral Resource estimate.

Section 2 Reporting of Exploration Results

(Criteria listed in the preceding section also apply to this section.)

Criteria	JORC Code Explanation	Commentary
Mineral tenement and land tenure status	<ul style="list-style-type: none"> Type, reference name/number, location and ownership including agreements or material issues with third parties such as joint ventures, partnerships, overriding royalties, native title interests, historical sites, wilderness or national park and environmental settings. The security of the tenure held at the time of reporting along with any known impediments to obtaining a licence to operate in the area. 	<ul style="list-style-type: none"> All the deposits and prospects lie within fully granted Mining Leases within the Pilbara Gold Field (46), as detailed below. All the tenements are in good standing with no known impediments. Golden Eagle[^] - M46/186 & M46/300 (100% Millennium); Bartons*[#] -M46/3, & M46/441; Shearers* -M46/261 & M46/262 (100% Millennium); Otways* - M46/262 (100% Millennium) All Nations* -M46/98, M46/199 & M46/225 (100% Millennium); Little Wonder* -M46/146 & M46/198 (100% Millennium); Golden Gate ABCD*[#] -M46/47 & M46/129; Condor*[#] -M46/129 & M46/200; Crow*[#] -M46/129; Falcon*[#] -M46/200; Harrier*[#] -M46/47; G Reef*[#] -M46/47; Au81[^] -M46/138 (100% Millennium); Camel Creek JC (CC JV) -MM46/166 & M46/442 (100% Northwest Resources Ltd) -JV attributable ounces 50% Millennium, 50% Northwest Resources; Beatons Creek[^] -M46/11 (100% Millennium; Novo Resources Corporation has the option to earn 70% in the gold rights at Beatons Creek by completing a Bankable Feasibility Study for the Beatons Creek deposit. As Novo has yet to earn an interest in the Beatons Creek tenements, the Company accounts for 100% of the mineral resource on the Beatons Creek tenements) <p>[^] These tenements are located within the Palyku title claim (WC99/16). [#]These tenements are located within the Njamal title claim (WC99/8).</p> <p>#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.</p>
Exploration done by other parties	<ul style="list-style-type: none"> Acknowledgment and appraisal of exploration by other parties. 	<ul style="list-style-type: none"> Exploration by other parties has been reviewed and taken into account when exploring. Previous parties conducted rock chip sampling, RAB & RC drilling and mapping. Millennium has redrilled in areas that other parties had drilled to gain a greater confidence in those results. In areas where Millennium has not re-drilled the previous holes they were designated as Inferred or excluded from MRE. At BC JV, historic bulk mining for heap leach operations was also carried out.
Geology	<ul style="list-style-type: none"> Deposit type, geological setting and style of mineralisation. 	<ul style="list-style-type: none"> The Nullagine Project and CC JV deposits are structurally controlled, sediment hosted, lode Au style of deposit. They are all situated in the Mosquito Creek Basin that consists predominantly of Archean aged, turbidite sequences of sandstones, siltstones and shales. The BC JV deposit is interpreted as a paleoplacer deposit. It is located in the Nullagine sub basin polymictic lithic conglomerates of the Late Archean Fortescue Group.
Drill hole Information	<ul style="list-style-type: none"> A summary of all information material to the understanding of the exploration results including a tabulation of the following information for all Material drill holes: <ul style="list-style-type: none"> easting and northing of the drill hole collar elevation or RL (Reduced Level – elevation above sea level in metres) of the drill hole collar dip and azimuth of the hole down hole length and interception depth hole length. If the exclusion of this information is justified on the basis that the information is not Material and this exclusion does not detract from the understanding of the report, the Competent Person should clearly explain why this is the case. 	<ul style="list-style-type: none"> Where this table relates to exploration results, drill hole information is provided in the full table of exploration assay results, including hole co-ordinates, RL, dip, azimuth, downhole length and interception depths. Where this table relates to Mineral Resource, Ore Reserve of other disclosures, this section is not material. Notes relating to the drill hole information relevant to the MRE are noted in Section 1 - Sampling Techniques and Data. Notes relating to the geology and interpretation are noted in Section 3 - Estimating and Reporting of Mineral Resources.

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Criteria	JORC Code Explanation	Commentary
Data aggregation methods	<ul style="list-style-type: none"> In reporting Exploration Results, weighting averaging techniques, maximum and/or minimum grade truncations (e.g. cutting of high grades) and cut-off grades are usually Material and should be stated. Where aggregate intercepts incorporate short lengths of high grade results and longer lengths of low grade results, the procedure used for such aggregation should be stated and some typical examples of such aggregations should be shown in detail. The assumptions used for any reporting of metal equivalent values should be clearly stated. 	<ul style="list-style-type: none"> All of the reported intersections and/or Mineral Resource have a lower cut-off of 0.5g/t, with a maximum internal dilution of two consecutive samples (intersections only). The following top cuts were applied to Mineral Resource estimates: Golden Eagle –Domain 1 (10 g/t Au), Domain 2 (20 g/t Au), Domains 3 & 5 (no cuts), Domain 4 (20 g/t Au), Domain 6 (3). Bartons – Domains 1 & 3 (15 g/t Au), Domain 2 (20 g/t Au), Domains 4 & 5 (no top cut); Shearers –Domains1 & 2 (20 g/t Au), Domains 3-7 (999 g/t Au); Otways - Domains1 & 3 (20 g/t Au), Domain 2 (8 g/t Au), Domains 4 & 5 (999 g/t Au); All Nations –Domain 1 (25 g/t Au), Domain 2 (8 g/t Au), Domain 3 (30 g/t Au), Domain 4 (3 g/t Au); Little Wonder –all domains (14 g/t Au); Golden Gare (ABCD) – Falcon –all domains (20 g/t Au); Condor –Domain1 (15 g/t Au), Domains 2 & 3 (8 g/t Au), Domain 4 (no top cut); Harrier – all domains (15 g/t Au); Crow – Domain1 (15 g/t Au), Domain 2 (5 g/t Au), Domain 3 (no top cut), Domain 4 (10); G Reef –all domains (14.5 g/t Au); Au81 – Minzone33 (20 g/t Au), Minzone36 (10 g/t Au), all others (5 g/t Au); CC JV –Junction (15 g/t Au), Roscoes Reward (10 g/t Au), Little Wonder CC JV (15 g/t Au). BC JV –Domain D1 (20 g/t Au), Domain D2 (10 g/t Au), Domain D3 (no top cut); Higher grade (>5g/t) results were reported alongside the overall intersection. In these instances a 5g/t lower cut-off was used with a maximum internal dilution of two consecutive samples. No top cuts were applied to those these intersections. No metal equivalents were used.
Relationship between mineralisation widths and intercept lengths	<ul style="list-style-type: none"> These relationships are particularly important in the reporting of Exploration Results. If the geometry of the mineralisation with respect to the drill hole angle is known, its nature should be reported. If it is not known and only the down hole lengths are reported, there should be a clear statement to this effect (e.g. 'down hole length, true width not known'). 	<ul style="list-style-type: none"> Only the exploration data for Au81 is reported in this release. Drill holes were mainly drilled at a spacing of 10 meters at a dip of 60 degrees towards the mineralisation that dips 80 degrees to the west. This provides pierce points approximating the true orientation and true thickness of the mineralisation. The drill hole orientations to the ore zones have ensured accurate interpretations and 3D modelling.
Diagrams	<ul style="list-style-type: none"> Appropriate maps and sections (with scales) and tabulations of intercepts should be included for any significant discovery being reported These should include, but not be limited to a plan view of drill hole collar locations and appropriate sectional views. 	<ul style="list-style-type: none"> Significant exploration results are tabulated in the report with drill hole plans and sections included to show them in context. Numerous representative maps and sections have been included in the report along with documentation.
Balanced reporting	<ul style="list-style-type: none"> Where comprehensive reporting of all Exploration Results is not practicable, representative reporting of both low and high grades and/or widths should be practiced to avoid misleading reporting of Exploration Results. 	<ul style="list-style-type: none"> Where this table relates to exploration results, all the results of the reported programme are presented in the detailed intersections table.
Other substantive exploration data	<ul style="list-style-type: none"> Other exploration data, if meaningful and material, should be reported including (but not limited to): geological observations; geophysical survey results; geochemical survey results; bulk samples – size and method of treatment; metallurgical test results; bulk density, groundwater, geotechnical and rock characteristics; potential deleterious or contaminating substances. 	<ul style="list-style-type: none"> The outcrops of quartz veins have been previously mapped and costeamed at Au81 and this shows mineralisation is continuous from surface. Mineralisation is primarily associated with a combination of quartz veining, moderate foliation, strong sericite alteration and strong limonite staining. Fast drill rates along with lithological logging shows that Au81 host rock is predominately a moderately to strongly weathered sandstone with a lower density than the other host rocks in Mosquito Creek Basin.
Further work	<ul style="list-style-type: none"> The nature and scale of planned further work (e.g. tests for lateral extensions or depth extensions or large-scale step-out drilling). Diagrams clearly highlighting the areas of possible extensions, including the main geological interpretations and future drilling areas, provided this information is not commercially sensitive. 	<ul style="list-style-type: none"> Based on the recent drilling at Au81 an updated MRE will be carried out. Depending on the outcome of this an Ore Reserve may be calculated for the deposit. Diagrams within the report show the interpretation of mineralisation including areas open for future exploration.

Section 3 Estimation and Reporting of Mineral Resources

(Criteria listed in section 1, and where relevant in section 2, also apply to this section.)

Criteria	JORC Code Explanation	Commentary
Database integrity	<ul style="list-style-type: none"> Measures taken to ensure that data has not been corrupted by, for example, transcription or keying errors, between its initial collection and its use for Mineral Resource estimation purposes. Data validation procedures used. 	<ul style="list-style-type: none"> The SQL database is maintained by site personnel via Maxwell Geoservices (Novo maintains a SQL-based DDHTool database). The exploration database used for the resource estimation has been validated and considered accurate by the respective Mineral Resource estimator's. Different user profiles and security exists to minimise the possibility of data modification. Logging is completed on portable computers. Validation checks are written into the SQL database and these are activated via database and user triggers to ensure the data is correct with respect to fundamental quality issues.
Site visits	<ul style="list-style-type: none"> Comment on any site visits undertaken by the Competent Person and the outcome of those visits. If no site visits have been undertaken indicate why this is the case. 	<ul style="list-style-type: none"> For all deposits, a Competent Person comprehensive site visit has been made by a full time employee of CSA Global (TetraTech for BC JV) ensuring industry standards of the Mineral Resource estimation process, from sampling through to final block model.
Geological interpretation	<ul style="list-style-type: none"> Confidence in (or conversely, the uncertainty of) the geological interpretation of the mineral deposit. Nature of the data used and of any assumptions made. The effect, if any, of alternative interpretations on Mineral Resource estimation. The use of geology in guiding and controlling Mineral Resource estimation. The factors affecting continuity both of grade and geology. 	<ul style="list-style-type: none"> Detailed outcrop and structural mapping has been completed for most of the deposits. Outcrop within the Project Area ranges from excellent (100% outcrop) to very good. Geological interpretations are based on the mapping, structural measurements, RC and Diamond core drilling. At Au81 there is poor to moderate outcrop. For all deposits, a geological interpretation was provided to CSA/Tetra Teck for Mineral Resources estimates, in the form of a mapping report with geological sections or plans. The final interpretations of the mineralisation zones and weathering zones were made by the estimation company. Confidence in the geological interpretation is high at a broad scale, whilst (as can be expected) confidence at a local scale (<10m) is lower owing to the inherent geological variability of the ore bodies at close spacing's. At deposit scale, the grade continuity is very high; along strike and at depth local variability is shown to be less than 10-20m from infill drilling. Confidence decreases at depth and along strike where drill spacing is greater than 30-40m. At BC JV mineralisation is classified as Inferred due to the drill hole spacing. The reported close spaced drilling was conducted to gain greater confidence in the interpretation of mineralisation. It shows multiple parallel mineralised lenses. The influence of structure on the geological interpretation is moderately well understood, with a structural model being incorporated within the interpretation process. Weathering surfaces were interpreted from drill logging and extended laterally beyond the limits of the Mineral Resource model. At BC JV, the paleo-depositional environment is reasonably well understood, with three main gold bearing facies.
Dimensions	<ul style="list-style-type: none"> The extent and variability of the Mineral Resource expressed as length (along strike or otherwise), plan width, and depth below surface to the upper and lower limits of the Mineral Resource. 	<ul style="list-style-type: none"> Golden Eagle -The main lode trends north-east, dips moderately to the north-west with a strike length of 1,900m and plan thickness 18m. The hanging wall lodes strike east-north-east, dip moderately to shallowly to the north with a plan width of five metres and vary in extent from 40m to 240m. Footwall lodes extend over similar strike lengths to the hanging wall lodes but trend slightly more northerly than the main lode. The mineralisation has been defined to a depth of 230m below the surface. Bartons –the deposit comprises two sub-parallel lodes trending north-north-east and dipping steeply to the north-east. The main lode is mineralised over a strike length of 820m and the hanging wall lode is defined over 550m; the mineralisation plan widths are 14m and 12m respectively. Mineralisation has been defined to 130m below the surface. All Nations -The main lode is north-south trending, steeply west dipping that has a plan width of nine metres and has been drilled over 520m of strike. A lower grade, open antiformal lode is present from the centre of the deposit to the northern limit. Drilling has tested the mineralisation to a maximum depth of 130 metres below the surface. Shearers -The deposit trends north-south, dips steeply to the west and extends over a strike length of 750m with an average plan width of 12m, to a depth of 110m below the surface. Otways -The main lode at Otways trends east-north-east and dips steeply to the north-west, over a strike length of 950m. Drilling has defined mineralisation down to a depth of 100m below the surface. The mineralisation has a nominal plan width of 20m and it remains open along strike to the east-north-east. Little Wonder -The main mineralised trend is arcuate ranging from east-west in the west, to east-south-east at the east. The mineralisation dips steeply to the south and varies in plan width from four to twelve metres. Mineralisation has been tested to a depth of 100m below the surface. ABC Reef -The north-west trending, moderately north-east dipping main lode at ABC Reef has been defined over 200m with a nominal plan width of 12 metres. Mineralisation has been tested to 130m below the surface. D Reef -Mineralisation at D Reef is comprised of two lodes with nominal plan widths for the main and smaller lode of five and two metres respectively. The main lode strikes for 220m in a north-east direction, dips steeply to the north-west; the sub-vertical smaller lode strikes broadly east-west for about 80m. The maximum depth of drill testing of these lodes is to 110m below the surface. Mineralisation remains open along strike to the east and west

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Criteria	JORC Code Explanation	Commentary
		<p>of the smaller lode.</p> <ul style="list-style-type: none"> • Condor -Mineralisation is made up of four lodes that strike for 250m. The deposit trends north-west and dips steeply to the north-east, with an average plan width of six metres. Drilling has defined the mineralisation to a depth of at least 85m below the surface; mineralisation remains open along strike both to the north-west and south-east. • Crow -Two parallel lodes have been defined at Crow; these both trend north-west, dip steeply to the north-east and are 60m apart. The main lode has been defined over 180m; the footwall lode is mineralised over 140m. Plan widths for the mineralisation are four and two metres respectively. The mineralisation has been tested to a maximum depth of 65m below the surface and main lode remains open along strike to the south-east. • Falcon -The deposit is comprised of four lodes trending north-east and are sub-vertical to very steeply south-east dipping. Mineralisation has a length of 260m and a nominal plan width of three metres. This deposit has been defined to 75 metres below the surface. The resource remains open along strike to the south-west. • Harrier -The deposit trends north-west, dips steeply to the north-east and has a strike length of 190m. Plan width of mineralisation is approximately eight metres and mineralisation has been drill tested to 80m below the surface. • G Reef -Two parallel, north-east trending and steeply north-west dipping lodes comprise the mineral resource at G Reef. The thicker lode has a plan width of three metres and a strike length of 70m, whilst the narrower one has a width of two metres and a strike length of about 40m. Mineralisation has been tested to 85m below the surface. • Au81 -The main mineralisation strikes approximately north-south, dips 70 to 80 degrees to the west and extends for ~200m with an average plan thickness of eight to ten metres. There are multiple low grade, north-north-east striking, steeply west dipping lenses that have been defined over 400m with an average thickness of three metres. With the current 10m X 10m drilling the main mineralisation has been well defined to 60m below surface and sparsely tested to 100m. • CC JV deposits: <ul style="list-style-type: none"> ○ Roscoes Reward -The deposit has a north-west trending, steeply south-west dipping geometry that is discontinuously mineralised over a strike length of 850m and trends to east-striking lodes at either end. Mineralisation has a nominal plan width of eight metres and has been tested to a depth of 95 metres below the surface. ○ Junction -Mineralisation is comprised two lodes that form continuous mineralisation over a strike length of 180m. The lodes trend east-south-east and dip steeply to the south, it has been drill tested to 80m below the surface. Mineralisation remains open to the west-north-west. ○ Little Wonder (see description previously; the CC JV portion is the east & west strike extensions of the deposit outside the Company's 100% owned tenements). ○ Round Hill -there are two main orientations to the lodes. The first is a north-west trending, steeply south-west dipping vein system that is defined over 120m of strike and the second is comprised of three east-west en echelon veins that are continuous for 40m of strike. The mineralisation has been tested to 75m below surface. • BC JV -Mineralisation is mostly contained within two shallow, sub-horizontal gold-bearing conglomerate horizons. The northern reef has been defined over an area of 500m x 500m and it is exposed at a number of locations due to the topographic relief. The southern reef, located approximately 500m south-west, has been broadly drilled over 750m x 350m area. The mineralisation remains open to the north, west and south into the interpreted basin.
<p>Estimation and modelling techniques</p>	<ul style="list-style-type: none"> • The nature and appropriateness of the estimation technique(s) applied and key assumptions, including treatment of extreme grade values, domaining, interpolation parameters and maximum distance of extrapolation from data points. If a computer assisted estimation method was chosen include a description of computer software and parameters used. • The availability of check estimates, previous estimates and/or mine production records and whether the Mineral Resource estimate takes appropriate account of such data. • The assumptions made regarding recovery of by-products. • Estimation of deleterious elements or other non-grade variables of economic significance (e.g. sulphur for acid mine drainage characterisation). • In the case of block model interpolation, the block size in relation to the average sample spacing and the search employed. • Any assumptions behind modelling of selective mining units. • Any assumptions about correlation between variables. 	<ul style="list-style-type: none"> • Ordinary Kriging (OK) was used to estimate 3D blocks. Quantitative Kriging Neighbourhood Analysis was used to optimise parameters for the Kriging search strategies. At BC JV, Inverse Distance Squared interpolations were also used to estimate Resources. • Micromine and Datamine software were employed for all bar BC JV (Vulcan for BC JV). • The interpretation and wireframes were generated based on a 20m x 20m exploration drilling patterns (50 x 50m at BC JV). The interpretation of the mineralisation as digitised strings on each lode has been summarised in the following sections. • Grade estimation was constrained to within the geological model domain wireframes: Lithological, structural and grade interpretation was used as a guide in building mineralised domains. • The majority of samples are 1m composites with only a small number of end of hole samples being larger than 1m long. Compositing to 1m had no effect due to the location of the less than 1m samples. • Except for at BC JV, a block model was created using 10.0mE x 10.0mN x 5.0mRL parent blocks. Sub-cells were generated down to 1.0mE x 1.0mN x 0.5mRL (0.5m x 0.5m x 0.1m for G Reef and 0.5m x 0.5m x 1.0m for Au81) as

Criteria	JORC Code Explanation	Commentary
	<ul style="list-style-type: none"> Description of how the geological interpretation was used to control the resource estimates. Discussion of basis for using or not using grade cutting or capping. The process of validation, the checking process used, the comparison of model data to drill hole data, and use of reconciliation data if available. 	<p>appropriate to honour wireframe lodes and regolith interpretations during model construction.</p> <ul style="list-style-type: none"> At BC JV, parent blocks of 25 x 25 x 25m were sub celled to 1 x 1 x 1m blocks. A minimum of 8 samples and a maximum of 24 samples were used to estimate the sample grades into each block for the first search pass. The minimum number of samples was reduced to 4 for the smaller zones in the third search pass to ensure all blocks found sufficient samples to be estimated. At BC JV, a minimum of 2 samples and a maximum of 56 samples were used in only one pass. Search ellipses were orientated based on the overall geometry of mineralisation of domains. There is availability of check estimates, previous estimates and/or mine production records and the Mineral Resource estimate takes appropriate account of such data. There is no by product. No estimation was made for deleterious elements or other non-grade variables. Top cuts were as listed above. The assumption behind modelling of selective mining units is 5m x 5m x 5mRL. Only signal variable gold was estimated. Statistical and visual assessment of the block model was undertaken to assess successful application of the various estimation passes, to ensure that as far as the data allowed all blocks within domains were estimated and the model estimates considered acceptable. Validation of the estimate was completed by visual inspection in 3D. Checks included that; all blocks were populated, block grades matched composite grades and there was no leakage of grade into adjacent areas.
Moisture	<ul style="list-style-type: none"> Whether the tonnages are estimated on a dry basis or with natural moisture, and the method of determination of the moisture content. 	<ul style="list-style-type: none"> The tonnages were estimated on a dry basis
Cut-off parameters	<ul style="list-style-type: none"> The basis of the adopted cut-off grade(s) or quality parameters applied. 	<ul style="list-style-type: none"> The resource is not constrained by economic cut off grades. The nominal 0.25g/t Au boundary applied to the mineralisation zone is based on analysis of the sample population and local geology (0.3 g/t Au for BC JV, minimum 2m vertical width). Estimates were quotes at 0.5 g/t Au as the base case cut off, based on experience at the Company operating gold deposits.
Mining factors or assumptions	<ul style="list-style-type: none"> Assumptions made regarding possible mining methods, minimum mining dimensions and internal (or, if applicable, external) mining dilution. It is always necessary as part of the process of determining reasonable prospects for eventual economic extraction to consider potential mining methods, but the assumptions made regarding mining methods and parameters when estimating Mineral Resources may not always be rigorous. Where this is the case, this should be reported with an explanation of the basis of the mining assumptions made. 	<ul style="list-style-type: none"> It was assumed that the deposits will be mined mechanically via open pit methods, using 10 m high benches, with the potential for 5 m flitches. No dilution or cost factors have been applied to the estimate. A BC JV, basic parameters of a 6:1 stripping ratio, operating cost of AUD 21.00/tonne at 10,000 tpd and a gold price of USD 1,390/oz were employed.
Metallurgical factors or assumptions	<ul style="list-style-type: none"> The basis for assumptions or predictions regarding metallurgical amenability. It is always necessary as part of the process of determining reasonable prospects for eventual economic extraction to consider potential metallurgical methods, but the assumptions regarding metallurgical treatment processes and parameters made when reporting Mineral Resources may not always be rigorous. Where this is the case, this should be reported with an explanation of the basis of the metallurgical assumptions made. 	<ul style="list-style-type: none"> The qualitative assessment of sandstone and clay content of the mineralised zones has been built into the model. Relative sandstone and clay content affects the processing of the ore. Metallurgical test work has been completed at all the deposits except BC JV; recoveries are considered acceptable. Assumptions are based on treatment at Millenniums' operational CIL gold processing facility. At BC JV, Novo Resources Corporation is currently completing metallurgical studies.
Environmental factors or assumptions	<ul style="list-style-type: none"> Assumptions made regarding possible waste and process residue disposal options. It is always necessary as part of the process of determining reasonable prospects for eventual economic extraction to consider the potential environmental impacts of the mining and processing operation. While at this stage the determination of potential environmental impacts, particularly for a greenfields project, may not always be well advanced, the status of early consideration of these potential environmental impacts should be reported. Where these aspects have not been considered this should be reported with an explanation of the environmental assumptions made. 	<ul style="list-style-type: none"> Apart from Au81, CC JV and BC JV deposits, baseline Flora, Fauna and environmental studies (including AMD estimates) have already been completed and were factored into the DFS prior to commencement of operations at the Company's Project. At the CC JV deposits, study outputs may also be able to be applied due to proximity to other Millennium deposits and similarities of lithologies, topography, vegetation etc.
Bulk density	<ul style="list-style-type: none"> Whether assumed or determined. If assumed, the basis for the assumptions. If determined, the method used, whether wet or dry, the frequency of the measurements, the nature, size and representativeness of the samples. The bulk density for bulk material must have been measured by methods that adequately account for void spaces (vugs, porosity, etc), moisture and differences between rock and alteration zones within the deposit. Discuss assumptions for bulk density estimates used in the evaluation process of the different materials. 	<ul style="list-style-type: none"> Specific gravity measurements were taken from drill core and were grouped into oxidation domains defined in the geological model; mean values were used as a dry bulk density factor on this basis, except for BC JV (data collection in progress). SG's determined using industry standard method of dried/sealed weight of core sample in water versus the dry weight in air. Full HQ (80%) and PQ core (20%) measured at a rate of 2-3/m of core; the current dataset consists of over 3,700 measurements; these are classified by both oxidation state and lithology. Blocks were assigned densities using weathering classification (oxide, transition or fresh).

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Classification	<ul style="list-style-type: none"> The basis for the classification of the Mineral Resources into varying confidence categories. Whether appropriate account has been taken of all relevant factors (i.e. relative confidence in tonnage/grade estimations, reliability of input data, confidence in continuity of geology and metal values, quality, quantity and distribution of the data). Whether the result appropriately reflects the Competent Person's view of the deposit. 	<ul style="list-style-type: none"> Mineral Resources have been classified on the basis of geological and grade continuity confidence, geological domaining, drill spacing and reflect the Competent Person's view on the deposit. Appropriate account has been taken of all relevant factors. i.e. relative confidence in tonnage/grade computations, confidence in continuity of geology and metal values, quantity, quality, and distribution of the data. The initial classification process was based on an interpolation distance and minimum samples within the search ellipse as defined by the Micromine macro. The main components of the macro are summarised as follows: Initial classification: <ul style="list-style-type: none"> The resource was classed as Inferred if the average weighted sample distance was greater than 50 m. The resource was classed as Indicated if the average weighted sample distance was between 25 m and 50 m. The resource was classed as Measured if the average weighted sample distance was less than 25 m. Numbers of drill holes < 2- Measured and indicated resources downgraded one class. The initial classification was reviewed visually. Based on the initial classification, three solids rescat_meas, rescat_ind and rescat_inf were created to define Measured, Indicated and Inferred resources. This defined resource categories based on a combination of data density and geological confidence. The resource classification codes in the model are as follows: Measured Resource (class = 1) Indicated Resource (class = 2) Inferred Resource (class = 3) Unclassified Resource (class = 4) For BC JV, several factors are considered in the definition of a resource classification: <ul style="list-style-type: none"> National Instrument 43-101 requirements Canadian Institute of Mining, Metallurgy and Petroleum guidelines. Authors experience with Archean and Proterozoic gold deposits. Spatial continuity based on variography of the assays within the drill-holes.
Audits or reviews	<ul style="list-style-type: none"> The results of any audits or reviews of Mineral Resource estimates. 	<ul style="list-style-type: none"> The estimates were completed by independent consultants CSA Global and Tetra Teck (BC JV deposit only); estimates were peer reviewed internally before release. The process for geological modelling, estimation and reporting of Mineral Resources is industry standard and has been subject to an independent external review. CSA Global undertook a review during 17th - 19th December 2012 and found the process to be industry standard with minor recommendations as part of continuous improvement. No other audits or reviews have been completed.
Discussion of relative accuracy/ confidence	<ul style="list-style-type: none"> Where appropriate a statement of the relative accuracy and confidence level in the Mineral Resource estimate using an approach or procedure deemed appropriate by the Competent Person. For example, the application of statistical or geostatistical procedures to quantify the relative accuracy of the resource within stated confidence limits, or, if such an approach is not deemed appropriate, a qualitative discussion of the factors that could affect the relative accuracy and confidence of the estimate. The statement should specify whether it relates to global or local estimates, and, if local, state the relevant tonnages, which should be relevant to technical and economic evaluation. Documentation should include assumptions made and the procedures used. These statements of relative accuracy and confidence of the estimate should be compared with production data, where available. 	<ul style="list-style-type: none"> The current resource models provide robust global estimates of the in situ Au mineralisation in the deposits. It is recommended to use optimised mining designs as a guide to create drilling programmes that maximise the conversion from lower category resources (Inferred to Indicated) and reduces mining risk attributed to data density and quality. Careful consideration of mining dilution is warranted, it seems difficult to exclude much of the internal waste between the lodes. Drilling, sampling, assay and QAQC methods were described in detail in Millennium's reports. With respect to Mineral Resources estimated at the deposits, CSA has concluded that the geological interpretation for geology, weathering and mineralisation domains are adequate for the estimation of Measured, Indicated and Inferred Mineral Resources. It was considered appropriate to classify the Resources on a global basis. A 2013 comparison of mining-depleted Ore Reserve at Golden Eagle with the Base-Case Financial Model Ore Reserve reconciled to within 500 ounces of gold; this is considered good agreement.

Section 4 Estimation and Reporting of Ore Reserves

(Criteria listed in section 1, and where relevant in sections 2 and 3, also apply to this section.)

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Mineral Resource estimate for conversion to Ore Reserves	<ul style="list-style-type: none"> Description of the Mineral Resource estimate used as a basis for the conversion to an Ore Reserve. Clear statement as to whether the Mineral Resources are reported additional to, or inclusive of, the Ore Reserves. 	<ul style="list-style-type: none"> The Mineral Resources of the Nullagine Gold Project were estimated by CSA Global during the second quarter of the 2013/2014 financial year. The following comprises the Mineral Resources: <table border="1"> <thead> <tr> <th rowspan="2">Deposit</th> <th colspan="2">Measured</th> <th colspan="2">Indicated</th> <th colspan="2">Inferred</th> <th colspan="2">Total</th> <th rowspan="2">Ounces</th> </tr> <tr> <th>Mt</th> <th>Grade g/t Au</th> <th>Mt</th> <th>Grade g/t Au</th> <th>Mt</th> <th>Grade g/t Au</th> <th>Mt</th> <th>Grade g/t Au</th> </tr> </thead> <tbody> <tr> <td>Golden Eagle</td> <td>13.24</td> <td>1.21</td> <td>4.40</td> <td>1.03</td> <td>4.17</td> <td>1.06</td> <td>21.82</td> <td>1.15</td> <td>805,000</td> </tr> <tr> <td>Bartons</td> <td>1.72</td> <td>1.21</td> <td>1.44</td> <td>1.17</td> <td>0.55</td> <td>1.12</td> <td>3.71</td> <td>1.20</td> <td>141,000</td> </tr> <tr> <td>Shearers</td> <td>0.59</td> <td>1.27</td> <td>1.48</td> <td>1.01</td> <td>0.26</td> <td>1.00</td> <td>2.33</td> <td>1.10</td> <td>81,000</td> </tr> <tr> <td>Otways</td> <td>1.15</td> <td>0.81</td> <td>0.90</td> <td>0.87</td> <td>0.69</td> <td>0.92</td> <td>2.74</td> <td>0.86</td> <td>75,000</td> </tr> <tr> <td>All Nations</td> <td>1.26</td> <td>1.36</td> <td>0.55</td> <td>1.08</td> <td>0.42</td> <td>1.04</td> <td>2.23</td> <td>1.23</td> <td>88,000</td> </tr> <tr> <td>Little Wonder</td> <td>0.47</td> <td>1.35</td> <td>0.25</td> <td>1.43</td> <td>0.22</td> <td>1.68</td> <td>0.94</td> <td>1.45</td> <td>43,700</td> </tr> <tr> <td>Golden Gate (ABCD)</td> <td>0.66</td> <td>3.30</td> <td>0.16</td> <td>2.99</td> <td>0.14</td> <td>2.29</td> <td>0.95</td> <td>3.10</td> <td>95,000</td> </tr> <tr> <td>Falcon</td> <td>-</td> <td>-</td> <td>0.09</td> <td>3.90</td> <td>0.04</td> <td>4.40</td> <td>0.14</td> <td>4.00</td> <td>18,000</td> </tr> <tr> <td>Condor</td> <td>0.15</td> <td>2.61</td> <td>0.05</td> <td>2.83</td> <td>0.03</td> <td>3.71</td> <td>0.22</td> <td>2.80</td> <td>20,000</td> </tr> <tr> <td>Harrier</td> <td>-</td> <td>-</td> <td>0.10</td> <td>1.80</td> <td>0.04</td> <td>1.80</td> <td>0.14</td> <td>1.80</td> <td>8,000</td> </tr> <tr> <td>Crow</td> <td>0.04</td> <td>3.14</td> <td>0.04</td> <td>2.62</td> <td>0.05</td> <td>2.34</td> <td>0.12</td> <td>2.65</td> <td>10,500</td> </tr> <tr> <td>G_Reef</td> <td>-</td> <td>-</td> <td>0.03</td> <td>3.71</td> <td>0.02</td> <td>3.69</td> <td>0.05</td> <td>3.70</td> <td>6,200</td> </tr> <tr> <td>Au81</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> <td>1.50</td> <td>1.00</td> <td>1.50</td> <td>1.00</td> <td>47,900</td> </tr> <tr> <td>Camel Creek JV</td> <td>0.62</td> <td>1.32</td> <td>0.36</td> <td>1.17</td> <td>0.35</td> <td>1.11</td> <td>1.34</td> <td>1.23</td> <td>52,500</td> </tr> <tr> <td>Beatons Creek</td> <td></td> <td></td> <td></td> <td></td> <td>8.90</td> <td>1.47</td> <td>8.90</td> <td>1.47</td> <td>421,000</td> </tr> <tr> <td>Total</td> <td>19.9</td> <td>1.29</td> <td>9.84</td> <td>1.14</td> <td>17.35</td> <td>1.30</td> <td>47.09</td> <td>1.26</td> <td>1,912,800</td> </tr> </tbody> </table>	Deposit	Measured		Indicated		Inferred		Total		Ounces	Mt	Grade g/t Au	Mt	Grade g/t Au	Mt	Grade g/t Au	Mt	Grade g/t Au	Golden Eagle	13.24	1.21	4.40	1.03	4.17	1.06	21.82	1.15	805,000	Bartons	1.72	1.21	1.44	1.17	0.55	1.12	3.71	1.20	141,000	Shearers	0.59	1.27	1.48	1.01	0.26	1.00	2.33	1.10	81,000	Otways	1.15	0.81	0.90	0.87	0.69	0.92	2.74	0.86	75,000	All Nations	1.26	1.36	0.55	1.08	0.42	1.04	2.23	1.23	88,000	Little Wonder	0.47	1.35	0.25	1.43	0.22	1.68	0.94	1.45	43,700	Golden Gate (ABCD)	0.66	3.30	0.16	2.99	0.14	2.29	0.95	3.10	95,000	Falcon	-	-	0.09	3.90	0.04	4.40	0.14	4.00	18,000	Condor	0.15	2.61	0.05	2.83	0.03	3.71	0.22	2.80	20,000	Harrier	-	-	0.10	1.80	0.04	1.80	0.14	1.80	8,000	Crow	0.04	3.14	0.04	2.62	0.05	2.34	0.12	2.65	10,500	G_Reef	-	-	0.03	3.71	0.02	3.69	0.05	3.70	6,200	Au81	-	-	-	-	1.50	1.00	1.50	1.00	47,900	Camel Creek JV	0.62	1.32	0.36	1.17	0.35	1.11	1.34	1.23	52,500	Beatons Creek					8.90	1.47	8.90	1.47	421,000	Total	19.9	1.29	9.84	1.14	17.35	1.30	47.09	1.26	1,912,800
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Shearers	0.59	1.27	1.48	1.01	0.26	1.00	2.33	1.10	81,000																																																																																																																																																																											
Otways	1.15	0.81	0.90	0.87	0.69	0.92	2.74	0.86	75,000																																																																																																																																																																											
All Nations	1.26	1.36	0.55	1.08	0.42	1.04	2.23	1.23	88,000																																																																																																																																																																											
Little Wonder	0.47	1.35	0.25	1.43	0.22	1.68	0.94	1.45	43,700																																																																																																																																																																											
Golden Gate (ABCD)	0.66	3.30	0.16	2.99	0.14	2.29	0.95	3.10	95,000																																																																																																																																																																											
Falcon	-	-	0.09	3.90	0.04	4.40	0.14	4.00	18,000																																																																																																																																																																											
Condor	0.15	2.61	0.05	2.83	0.03	3.71	0.22	2.80	20,000																																																																																																																																																																											
Harrier	-	-	0.10	1.80	0.04	1.80	0.14	1.80	8,000																																																																																																																																																																											
Crow	0.04	3.14	0.04	2.62	0.05	2.34	0.12	2.65	10,500																																																																																																																																																																											
G_Reef	-	-	0.03	3.71	0.02	3.69	0.05	3.70	6,200																																																																																																																																																																											
Au81	-	-	-	-	1.50	1.00	1.50	1.00	47,900																																																																																																																																																																											
Camel Creek JV	0.62	1.32	0.36	1.17	0.35	1.11	1.34	1.23	52,500																																																																																																																																																																											
Beatons Creek					8.90	1.47	8.90	1.47	421,000																																																																																																																																																																											
Total	19.9	1.29	9.84	1.14	17.35	1.30	47.09	1.26	1,912,800																																																																																																																																																																											
Site visits	<ul style="list-style-type: none"> No site visit was undertaken for this Reserve update. A site visit was carried out on one of the previous Reserve releases performed for Millennium Minerals. 	<ul style="list-style-type: none"> The mineral Resources are reported as wholly inclusive of the Ore Reserves. No site visit was undertaken for this Reserve update as the site is currently operating. 																																																																																																																																																																																		
Study status	<ul style="list-style-type: none"> The type and level of study undertaken to enable Mineral Resources to be converted to Ore Reserves. The Code requires that a study to at least Pre-Feasibility Study level has been undertaken to convert Mineral Resources to Ore Reserves. Such studies will have been carried out and will have determined a mine plan that is technically achievable and economically viable, and that material Modifying Factors have been considered. 	<ul style="list-style-type: none"> This is an updated Feasibility study, the Ore Reserve portion of which was carried out on current and updated Resource models. This updated Feasibility study also includes the mining depletion of the Golden Eagle and Golden Gate ABCD pits, currently in its active production phase, as of the end of December 2013. This updated Feasibility study has been completed with the estimation of Ore Reserves as part of this updated Feasibility study. The Nullagine Gold Project is currently in production, and such an operational mine plan exists. Thus, where available, actual operational costs, values and parameters (supplied by MOY) have been utilised for Modifying Factors as part of this updated Feasibility study, else existing Modifying Factors from the prior Feasibility study have been applied. Any material classified as an Inferred Mineral Resource was not included in any of the updated Feasibility study Ore Reserves calculations. 																																																																																																																																																																																		

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Criteria	JORC Code Explanation	Commentary																																																																
Cut-off parameters	<ul style="list-style-type: none"> The basis of the cut-off grade(s) or quality parameters applied. 	<ul style="list-style-type: none"> The cut-offs and parameters applied are as follows: <table border="1"> <thead> <tr> <th>Prospect</th> <th>Oxide (g/t)</th> <th>Transition (g/t)</th> <th>Fresh (g/t)</th> </tr> </thead> <tbody> <tr><td>Golden Eagle</td><td>0.60</td><td>0.60</td><td>0.74</td></tr> <tr><td>Bartons</td><td>0.78</td><td>0.81</td><td>0.94</td></tr> <tr><td>All Nations</td><td>0.85</td><td>1.07</td><td>1.15</td></tr> <tr><td>Shearers</td><td>0.69</td><td>0.77</td><td>0.85</td></tr> <tr><td>Otways</td><td>0.84</td><td>0.94</td><td>1.01</td></tr> <tr><td>Little Wonder</td><td>0.84</td><td>0.89</td><td>0.95</td></tr> <tr><td>Junction</td><td>0.83</td><td>0.94</td><td>1.01</td></tr> <tr><td>Roscoes Reward</td><td>0.83</td><td>0.94</td><td>1.01</td></tr> <tr><td>Golden Gate</td><td>0.87</td><td>0.92</td><td>1.03</td></tr> <tr><td>ABCD</td><td></td><td></td><td></td></tr> <tr><td>Condor²</td><td>0.87</td><td>0.92</td><td>1.03</td></tr> <tr><td>Crow²</td><td>0.87</td><td>0.92</td><td>1.03</td></tr> <tr><td>Falcon²</td><td>0.87</td><td>0.92</td><td>1.03</td></tr> <tr><td>Harrier²</td><td>0.87</td><td>0.92</td><td>1.03</td></tr> <tr><td>G reef²</td><td>0.87</td><td>0.92</td><td>1.03</td></tr> </tbody> </table>	Prospect	Oxide (g/t)	Transition (g/t)	Fresh (g/t)	Golden Eagle	0.60	0.60	0.74	Bartons	0.78	0.81	0.94	All Nations	0.85	1.07	1.15	Shearers	0.69	0.77	0.85	Otways	0.84	0.94	1.01	Little Wonder	0.84	0.89	0.95	Junction	0.83	0.94	1.01	Roscoes Reward	0.83	0.94	1.01	Golden Gate	0.87	0.92	1.03	ABCD				Condor ²	0.87	0.92	1.03	Crow ²	0.87	0.92	1.03	Falcon ²	0.87	0.92	1.03	Harrier ²	0.87	0.92	1.03	G reef ²	0.87	0.92	1.03
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Mining factors or assumptions	<ul style="list-style-type: none"> The method and assumptions used as reported in the Pre-Feasibility or Feasibility Study to convert the Mineral Resource to an Ore Reserve (i.e. either by application of appropriate factors by optimisation or by preliminary or detailed design). The choice, nature and appropriateness of the selected mining method(s) and other mining parameters including associated design issues such as pre-strip, access, etc. The assumptions made regarding geotechnical parameters (e.g. pit slopes, stope sizes, etc), grade control and pre-production drilling. The major assumptions made and Mineral Resource model used for pit and stope optimisation (if appropriate). The mining dilution factors used. The mining recovery factors used. Any minimum mining widths used. The manner in which Inferred Mineral Resources are utilised in mining studies and the sensitivity of the outcome to their inclusion. The infrastructure requirements of the selected mining methods. 	<ul style="list-style-type: none"> As the Nullagine Gold Project is currently in production, any mining factors applied as part of this updated feasibility study are based on actual data provided by the Company from the project. Industry standard mining methods using excavator and trucks are employed. The Golden Eagle project uses a 90 tonne rigid fleet whereas the remainder of the deposits all utilise, or are planned to utilise, the current operating 40 tonne articulated fleet. Optimisation and design constraints during this updated Feasibility study were based on prior existing geotechnical investigations and recommendations resulting from the original feasibility study. An overall slope angle of 45 degrees was utilised for optimisation works on the smaller projects whereas varying overall angles were used on the north and south walls of the Golden Eagle deposit. Appropriate ramp widths and grades were applied for design works. Berm widths and heights of the small mining projects were 5m and 20m respectively, with 65 degree batter angles. Batter angles for the Golden Eagle Resource were dependent on various areas. A 5% mining dilution and 97% mining recovery was applied during these works. Minimum mining widths of 20m and 10m were applied as constraints to the 90 tonne and 40 tonne fleets respectively. Only the Measured and Indicated Resource classified material types were used in the optimisations; while the final designs may contain Inferred material as part of the final material inventory, Inferred material was not utilised as an economic driver and thus not included for consideration for any of Ore Reserve calculations. Sensitivities were run which included the Inferred material to determine its impact upon the project. Any infrastructure required has already been established on the Nullagine Gold Project. 																																																																
Metallurgical factors or assumptions	<ul style="list-style-type: none"> The metallurgical process proposed and the appropriateness of that process to the style of mineralisation. Whether the metallurgical process is well-tested technology or novel in nature. The nature, amount and representativeness of metallurgical test work undertaken, the nature of the metallurgical domaining applied and the corresponding metallurgical recovery factors applied. Any assumptions or allowances made for deleterious elements. The existence of any bulk sample or pilot scale test work and the degree to which such samples are considered representative of the orebody as a whole. For minerals that are defined by a specification, has the ore reserve estimation been based on the appropriate mineralogy to meet the specifications? 	<ul style="list-style-type: none"> The Nullagine processing plant is currently in operation and has been since 2012. It is an industry standard 1.5 Mt pa primary crusher, SAG mill, gravity circuit and carbon-in-leach tankage facility. This is conventional, well tested technology, and is appropriate for the lode style of mineralisation in all the Project deposits, as demonstrated by successful plant operation since commercial production was declared in February 2013. Metallurgical core holes have been drilled in all deposits that have Ore Reserves, as a part of inputs for the various feasibility studies. This ranges from a minimum of one hole (smallest deposit Ore Reserve) up to 23 holes (largest). Comprehensive test work on the core produced included assessment of: composite grades, 'built up' assay grades, cyanidation (monitored bottle roll) and gravity separation recoverable gold, comprehensive mineralogical analysis, comminution (grindability & power requirements - bond abrasion index), grind size optimization, slurry viscosity/rheology, and deleterious elements. Additionally, over 4,300 mini BLEG and 33 composite Leachwell analyses were completed on RC samples to provide more comprehensive spatial leach data over the deposits. Accordingly, the metallurgical test work is considered representative of the deposits. The Ore Reserves are quoted 'delivered to mill' basis; this excludes metallurgical recovery factors. The BFS study predicted an overall plant gold recovery of 90.47%, at a P80 grind of 75 microns, at 45% solids in the leach, and soluble gold level of 0.01 g/t in the CIL tail. No allowance was made for deleterious elements as none of concern were noted in work to date. No bulk samples have been collected or tested. See previous note on met test work completed to date for pilot scale test work. No minerals are defined by a specification; the process output is gold doré. 																																																																

Criteria	JORC Code Explanation	Commentary
Environmental	<ul style="list-style-type: none"> The status of studies of potential environmental impacts of the mining and processing operation. Details of waste rock characterisation and the consideration of potential sites, status of design options considered and, where applicable, the status of approvals for process residue storage and waste dumps should be reported. 	<ul style="list-style-type: none"> As the Nullagine Gold Project is currently in operation and as such the appropriate Environmental Management Plans (EMP) have been submitted and approved by the Department of Mines. Waste Rock Dump designs take into consideration any Potential Acid Forming Material (PAF) and are designed to meet the license requirements. Designs take into consideration stability and erosion measures and will be rehabilitated as per the license requirements. Hydrology studies completed for both surface and ground water flows, with no significant considerations for the proposed mining operations.
Infrastructure	<ul style="list-style-type: none"> The existence of appropriate infrastructure: availability of land for plant development, power, water, transportation (particularly for bulk commodities), labour, accommodation; or the ease with which the infrastructure can be provided, or accessed. 	<ul style="list-style-type: none"> The appropriate infrastructure is currently in place as this is an operating mine.
Costs	<ul style="list-style-type: none"> The derivation of, or assumptions made, regarding projected capital costs in the study. The methodology used to estimate operating costs. Allowances made for the content of deleterious elements. The derivation of assumptions made of metal or commodity price(s), for the principal minerals and co-products. The source of exchange rates used in the study. Derivation of transportation charges. The basis for forecasting or source of treatment and refining charges, penalties for failure to meet specification, etc. The allowances made for royalties payable, both Government and private. 	<ul style="list-style-type: none"> No capital costs were considered in this study as these expenditures have already been made. The Nullagine Gold Project is currently in production. Thus actual operational costs (supplied by MOY) have been utilised for this updated Feasibility study. Allowances were made for government royalties, native titles and refining charges. All costs are in Australian Dollars. As these updated Resources (excluding Golden Eagle) are satellite projects, the additional cost of hauling the ore material from each mining site to the existing processing plant was included, and appropriately adjusted, to provide final tailored processing costs per satellite site.
Revenue factors	<ul style="list-style-type: none"> The derivation of, or assumptions made regarding revenue factors including head grade, metal or commodity price(s) exchange rates, transportation and treatment charges, penalties, net smelter returns, etc. The derivation of assumptions made of metal or commodity price(s), for the principal metals, minerals and co-products. 	<ul style="list-style-type: none"> The head grade is derived from the Mineral Resource and Modifying Factors as described above. The gold commodity price applied was A\$1,400/oz of gold for this update. No smelter costs are applicable to the gold-only product.
Market assessment	<ul style="list-style-type: none"> The demand, supply and stock situation for the particular commodity, consumption trends and factors likely to affect supply and demand into the future. A customer and competitor analysis along with the identification of likely market windows for the product. Price and volume forecasts and the basis for these forecasts. For industrial minerals the customer specification, testing and acceptance requirements prior to a supply contract. 	<ul style="list-style-type: none"> A lower than current gold spot price (at March 4, 2014) of A\$1,400/oz has been used for this updated Feasibility study. Production from the operating Project processing facility is sold as a mixture of spot and hedged gold sales. The Company currently has flat forward gold sales of 75,000 ounces at an average AUD\$1,631/ounce. The currently BFS life-of-mine plan indicates that the mine can produce between 65k Oz Au and 80k Oz Au per year, and an average of 72k Oz Au per year, over the 7 year mine life.
Economic	<ul style="list-style-type: none"> The inputs to the economic analysis to produce the net present value (NPV) in the study, the source and confidence of these economic inputs including estimated inflation, discount rate, etc. NPV ranges and sensitivity to variations in the significant assumptions and inputs. 	<ul style="list-style-type: none"> A discount rate of 8% was applied to the optimisation works for this updated Feasibility study. Inputs to the economic analysis include Modifying Factors as described above. Sensitivity studies were carried out. Standard linear deviations were observed.
Social	<ul style="list-style-type: none"> The status of agreements with key stakeholders and matters leading to social licence to operate. 	<ul style="list-style-type: none"> All key stakeholder agreements, including Native title and Pastoral Lease holder agreements are in place. The Company has close working relationships with communities surrounding the Project.
Other	<ul style="list-style-type: none"> To the extent relevant, the impact of the following on the project and/or on the estimation and classification of the Ore Reserves: Any identified material naturally occurring risks. The status of material legal agreements and marketing arrangements. The status of governmental agreements and approvals critical to the viability of the project, such as mineral tenement status, and government and statutory approvals. There must be reasonable grounds to expect that all necessary Government approvals will be received within the timeframes anticipated in the Pre-Feasibility or Feasibility study. Highlight and discuss the materiality of any unresolved matter that is dependent on a third party on which extraction of the reserve is contingent. 	<ul style="list-style-type: none"> The Nullagine Gold Project is currently in operation. Therefore, much of the standard pre-operational estimates and unknowns that can be associated with Pre-Feasibility or Feasibility studies have little or no application to this updated Feasibility study. There are no known significant naturally occurring risks to the project. Seasonal tropical cyclonic activity is closely monitored and reagents are stockpiled as appropriate during the season. Full government statutory approvals have been received for the Golden Eagle, Bartons, Shearers, Otways, Golden Gate (ABCD), Falcon, Crow, Harrier, and G reef deposits. Based on experience to date with successful statutory approvals, the outstanding deposits at All Nations, Little Wonder, and CC JV will be also approved in due course. The outstanding deposits are scheduled to be mined later in the current mining schedule, and are expected to be approved well in advance of this schedule. Permitting will proceed at the Au81 and BC JV deposits once the required infill drilling has been completed sufficient to classify their resources as Measured or Indicated, and Ore Reserve estimation to be completed. All current deposits are located on granted Mining Leases.
Classification	<ul style="list-style-type: none"> The basis for the classification of the Ore Reserves into varying confidence categories. Whether the result appropriately reflects the Competent Person's view of the deposit. The proportion of Probable Ore Reserves that have been derived from Measured Mineral Resources (if any). 	<ul style="list-style-type: none"> Measured Resources have been converted to Proven Reserves. Indicated Resources have been converted to Probable Reserves. No Measured Resources were downgraded to Probable Reserves. The estimated Ore Reserves are, in the opinion of the Competent Person, appropriate for this style of deposit.
Audits or reviews	<ul style="list-style-type: none"> The results of any audits or reviews of Ore Reserve estimates. 	<ul style="list-style-type: none"> Auralia Mining Consulting has completed an internal review of the Ore Reserve estimate resulting from this updated Feasibility study reducing the reported Reserves

Criteria	JORC Code Explanation	Commentary
<p>Discussion of relative accuracy/confidence</p>	<ul style="list-style-type: none"> Where appropriate a statement of the relative accuracy and confidence level in the Ore Reserve estimate using an approach or procedure deemed appropriate by the Competent Person. For example, the application of statistical or geostatistical procedures to quantify the relative accuracy of the reserve within stated confidence limits, or, if such an approach is not deemed appropriate, a qualitative discussion of the factors which could affect the relative accuracy and confidence of the estimate. The statement should specify whether it relates to global or local estimates, and, if local, state the relevant tonnages, which should be relevant to technical and economic evaluation. Documentation should include assumptions made and the procedures used. Accuracy and confidence discussions should extend to specific discussions of any applied Modifying Factors that may have a material impact on Ore Reserve viability, or for which there are remaining areas of uncertainty at the current study stage. It is recognised that this may not be possible or appropriate in all circumstances. These statements of relative accuracy and confidence of the estimate should be compared with production data, where available. 	<ul style="list-style-type: none"> Given the Nullagine Gold Project is currently in production, actual operational costs, values and parameters (supplied by the Company) have been utilised for Modifying Factors as part of this updated Feasibility study (else existing Modifying Factors from the prior Feasibility study have been applied). It appears that there are no factors, or areas of uncertainty to be disclosed which may impact on the confidence of the Ore Reserve Statement arising from these updated Feasibility works.

Section 5 Estimation and Reporting of Diamonds and Other Gemstones

This sections is not applicable