



December Quarterly Activities Report – ASX Release 27 January 2016

Corporate Details

Ordinary Shares:

742,695,372

Market Capitalisation:

~A\$31 million

Cash at 31 December 2015:

\$A11.4 million

Debt

\$A3.7 million

ASX Code: **MOY**

Board of Directors

Richard Procter

Non-Executive Chairman

Greg Bittar

Executive Director

Michael Chye

Non-Executive Director

Ross Gillon

Non-Executive Director

Management

Gienn Dovaston

Chief Executive Officer

Richard Hill

Chief Financial Officer

Pierre Malherbe

Company Secretary

Peter Cash

GM Corporate Development

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Outstanding December Quarter marked by strong production, lower costs, robust cash flow, significant debt reduction and successful exploration campaign

HIGHLIGHTS

- **Strong December Quarter at Nullagine Gold Project with production of 22,503 oz at C1 cash cost of A\$890/oz¹ and (AISC) of A\$1191/oz²**
- **Production for 2015³ of 91,462 oz (upper end of revised guidance) at C1 cash cost of A\$916/oz and an AISC of A\$1175/oz (below guidance)**
- **Free cash flow for December Quarter totalled A\$5.2 M (before financing costs) and A\$28.0 M for the year ending December 31, 2015**
- **\$21 M capital raising completed with proceeds used to retire subordinated debt and fund aggressive exploration program to grow mine life**
- **Senior debt cut by A\$2.4 M to A\$3.7 M; on track to be completely debt-free by the end of March 2016**
- **Aggressive exploration campaign to grow Mineral Resource inventory and mine life delivers early success from drilling at several priority near-mine targets including:**
 - Anne De Vidia**
 - **4 m @ 11.67 g/t Au including 1 m @ 38.50 g/t Au (FMX017)**
 - **5 m @ 10.84 g/t Au including 3 m @ 15.99 g/t Au (FMX021)**
 - **7 m @ 2.88 g/t Au including 2 m @ 7.96 g/t Au (FMX023)**
 - Shearers**
 - **11 m @ 4.16 g/t Au including 4 m @ 6.70 g/t Au (SHGC00230)**
 - **7 m @ 3.83 g/t Au including 1 m @ 20.0 g/t Au (SHGC00230)**
 - All Nations**
 - **22 m @ 1.61 g/t Au including 1 m @ 5.90 g/t Au (ANGC00288)**
 - **22 m @ 1.47 g/t Au (ANGC00283)**
 - Bartons:**
 - **24 m @ 1.25 g/t Au (BAGC00504)**
 - **6 m @ 3.91 g/t Au (BAGC00516)**
- **A\$11.4 M cash at hand as at December 31, 2015**

¹ C1 cash cost represents the costs for mining, processing, administration, by-product credits and accounting adjustments for movements in stockpiles, gold in circuit and waste stripping. It does not include capital expenditure, exploration, royalties and corporate administration costs.

² All-in Sustaining Cost represents C1 cash costs plus sustaining and development capital expenditure, royalties, exploration overheads, corporate administration costs and reclamation & remediation accretion & amortisation.

³ Company's financial year is January to December



Millennium Minerals Limited (Millennium or Company - ASX: MOY) is pleased to report on what has been an outstanding December Quarter (**Quarter**) for the Company on all fronts, enabling it to enter the new year in a strong financial and operational position.

The strong performance at Millennium's flagship Nullagine Gold Project (**Project**) in WA resulted in the Company generating A\$5.2 million in free cash flow (before financing costs) during the Quarter.

This stemmed from the production of **22,503** ounces in the Quarter at an all-in sustaining cost (**AISC**) of A\$1191/oz.

This took total production for the financial year⁴ to **91,462 oz** (being at the upper end of guidance of 88,000 oz – 93,000 oz) at an AISC of A\$1175/oz (below AISC guidance of A\$1190/oz – A\$1240/oz).

Millennium increased production guidance and reduced cost guidance in October last year as it succeeded in improving mined ore tonnages, milled head grades and processing plant throughput - while also delivering annualised savings of more than A\$12 million.

The strong Quarter result enabled Millennium to reduce its senior bank debt by a further A\$2.4 million to A\$3.7 million, as well as delivering a A\$1.6 million reduction in lease obligations from A\$1.9 million to just A\$0.3 million.

Millennium expects to retire all senior bank debt by the end of the March quarter, 2016. With its sub-ordinated debt repaid in full following last month's A\$21 million capital raising, this will leave the Company completely debt-free.

The combination of the strong operational cash flow and the remaining proceeds of the recent capital raising left the Company with A\$11.4 million cash on hand as at December 31, 2015.

As indicated in the recent capital raising prospectus, Millennium has earmarked a significant portion of this cash to fund an aggressive exploration campaign in the Project area to grow mineral inventory and mine life.

This program has already delivered success, with excellent drilling results returned from four prospects at the Project in the final weeks of last year (ASX release December 22, 2015).

Millennium is on track to commence work on updated Mineral Resources estimates during the March Quarter.

Millennium Chief Executive Glenn Dovaston said the outstanding Quarter results highlighted both the financial and operational strengths of Nullagine.

"Millennium generated free cash flow of A\$28 million in the year to December 31," Mr Dovaston said. "This reflects the strong production performance and the robust margins resulting from lower costs.

"It also compares with the Company's current market capitalisation of around \$33 million.

"Given that we are on track to be completely debt-free by the end of March 2016 and we are also set to update Mineral Resource estimates based on drilling completed late last year and during the March Quarter, I believe the Company is in a strong position on all fronts."

⁴ Company's Financial Year ends December - based on unaudited data



Mine Safety, Environment and Community

Safety

There were no lost time injuries (LTI) recorded for the Quarter with zero medical treatments and one restricted duty injury reported. The Company has operated 353 days LTI free.

The company implemented a new Hazard Reporting and Actioning process during 2015 which has seen a substantial increase in reported hazards (when compared to the corresponding period).

This proactive hazard reporting culture has seen considerable gains in identifying and responding to 92% of hazards within 36 hours of being reported. This shared culture and vision continues to deliver into the exceptional safety, production and cost results.

This strong culture of hazard identification in conjunction with strengthened reporting and actioning processes has been the catalyst for significant reductions in incident frequency rates.

Lost Time Frequency Rate (LTIFR) dropped from 5.70 to 1.93, Total Reportable Injury Frequency Rate (TRIFR) has dropped from 11.39 to 5.78, Damage Frequency Rate (DAMFR) dropped from 196 to 150 which places Millennium within current industry averages for Western Australia (as reported by the Department of Mines & Petroleum (DMP)).

The Company has reviewed and implemented a revised detailed cyclone management procedure during the Quarter with a clear focus on processes for the three stages of cyclone alert with respect to each area of operations. The Company has also implemented a cyclone committee to review cyclone preparedness on a monthly basis.

During the Quarter, the Company focused on Hydration and Heat Stress Awareness of all its workers and contractors. Heat stress and hydration training packages were delivered to all workers at safety meetings along with hydration testing.

Environment

There was one reportable incident during the Quarter where a minor spill of waste hydrocarbon to soil was contained immediately and contamination proven to be fully removed to the satisfaction of both the Department of Environment & Regulation (DER) & DMP.

The DER issued an amended site operating license to include the tailing storage facility (TSF) lift 4 and set revised water quality parameter limits assist ongoing monitoring of groundwater.

Compliance activities during the Quarter included annual environmental reports lodged with the DER and DMP.

The Department of Parks and Wildlife (DPW) was supported by Millennium during the Quarter to continue monitoring of the endangered Greater Bilby population on Millennium's Nullagine tenements through a research contribution and provision of accommodation and fuel for DPW staff during field monitoring activities in the area.

Community

Millennium values its role as a proactive member of the Nullagine community and continues to foster and maintain strong relationships within the broader Nullagine community.

During the Quarter, the Company continued to work closely with the several local services including schools, Police Force, Nursing Station and DFES as well as maintenance of the Nullagine



air strip for community operational readiness (RFDS) and maintenance of dual purpose public roads around the "5 mile" indigenous community.

Millennium provided financial assistance to local students for their annual trip to Canberra and continued our work with local indigenous groups to assist in heritage surveys as well as rehabilitation (seed collection) activities.

Operational Activities Summary

Millennium exceeded production guidance for the quarter with quarterly fine gold output of **22,503 ounces**.

During the Quarter, mining and haulage activities concentrated on Bartons, Little Wonder, Roscoes Reward and All Nations deposits with preliminary mining activities commencing at Roscoes Reward Pit 1. Clearing and development of Roscoes Reward Pit 2, 3 and 4 were also completed during the quarter.

The processing plant continued to perform well above design capacity during the Quarter with throughput of 458,294 tonnes. Throughput was slightly reduced from the September Quarter as a result of reduced water supply. Low rainfall and lower tailings dam return supply during a scheduled lift of the embankment wall were contributing factors, however, a water augmentation project was completed during the Quarter and increased water supply by 15% which will alleviate water constraints during future tailings dam wall lifts.

Throughput rates averaged 216 tonnes per hour against nameplate capacity of 189 tonnes per hour. Mill run time was 96.2% which includes a planned 14 hour shutdown.

A comparison of the operating results for the December 2015 Quarter to the previous 4 quarters is provided in **Table 1**.

Table 1 - Quarterly Comparative Results

Quarter ended	Dec-14	Mar-15	Jun-15	Sept-15	Dec-15
Total volume mined (bcm)	895,178	799,102	999,587	976,923	812,483
Ore milled (tonnes)	373,328	409,818	472,914	483,280	458,294
Head grade (g/t Au)	1.92	1.80	1.60	1.94	1.77
Metallurgical recovery (%)	86	87	91	93	93
Fine gold production (ounces)	19,699	20,057	21,664	27,238	22,503
Gold sold (ounces)	21,048	20,037	21,538	28,012	22,495
Gold sales revenue (\$M)	32.9	30.2	33.5	42.1	33.5
C1 cash cost ⁵ (\$/ounce poured)	1,294	1,024	987	801	890
All-in sustaining cost ⁶ (\$/ounce poured)	1,463	1,281	1,254	1,020	1,191
Cash flow before financing activities (\$M)	2.9	8.4	5.0	9.4	5.2

⁵ C1 cash cost represents the costs for mining, processing, administration, by-product credits and accounting adjustments for movements in stockpiles, gold in circuit and waste stripping. It does not include capital expenditure, exploration, royalties and corporate administration costs.

⁶ All-in Sustaining Cost represents C1 cash costs plus sustaining and development capital expenditure, royalties, exploration overheads, corporate administration costs and reclamation & remediation accretion & amortisation.



Operating Costs

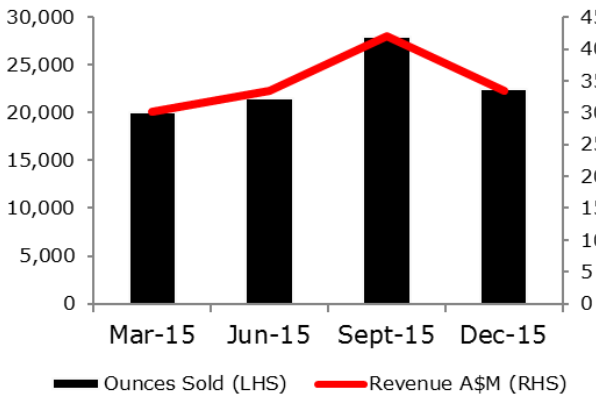
The Company produced **22,503** ounces in the Quarter at C1 cash cost of A\$890/oz and an all-in sustaining cost (AISC) of A\$1191/oz which resulted in the Company generating **A\$5.2 million** in free cash flow (before financing costs).

This took total production for the financial year⁷ to **91,462 oz** (being at the upper end of guidance of 88,000 oz – 93,000oz), and achieved at an AISC of A\$1175/oz (below AISC guidance of A\$1190/oz – A\$1240/oz).

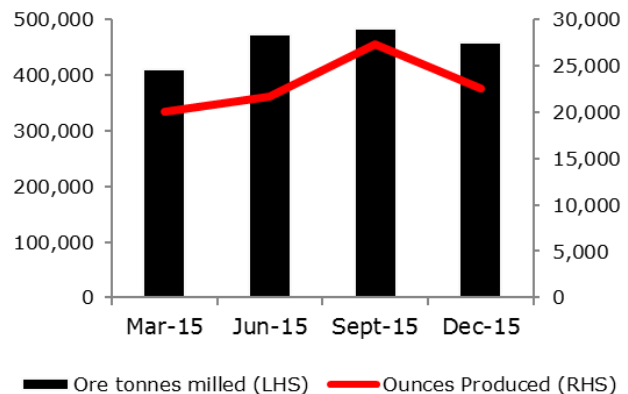
Millennium increased production guidance and reduced cost guidance in October last year as it succeeded in improving mined ore tonnages, milled head grades and processing plant throughput - while also delivering annualised savings of more than A\$12 million.

Comparative Operational Results

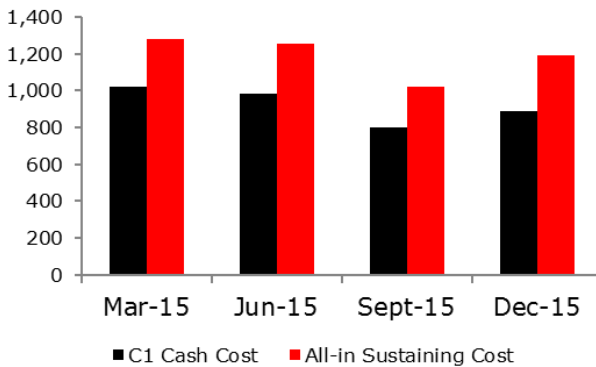
Gold Sales and Revenue



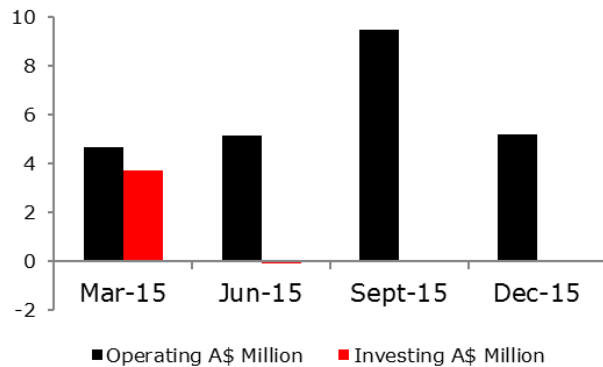
Production - Processing



Unit Costs Per Ounce



Cashflows



⁷ Company's Financial Year ends December - based on unaudited data

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Exploration Activities

Millennium holds 264 km² of highly prospective tenements at Nullagine, 185 km north of Newman (**Figure 1**). These tenements have seen limited exploration drilling over the past five years.

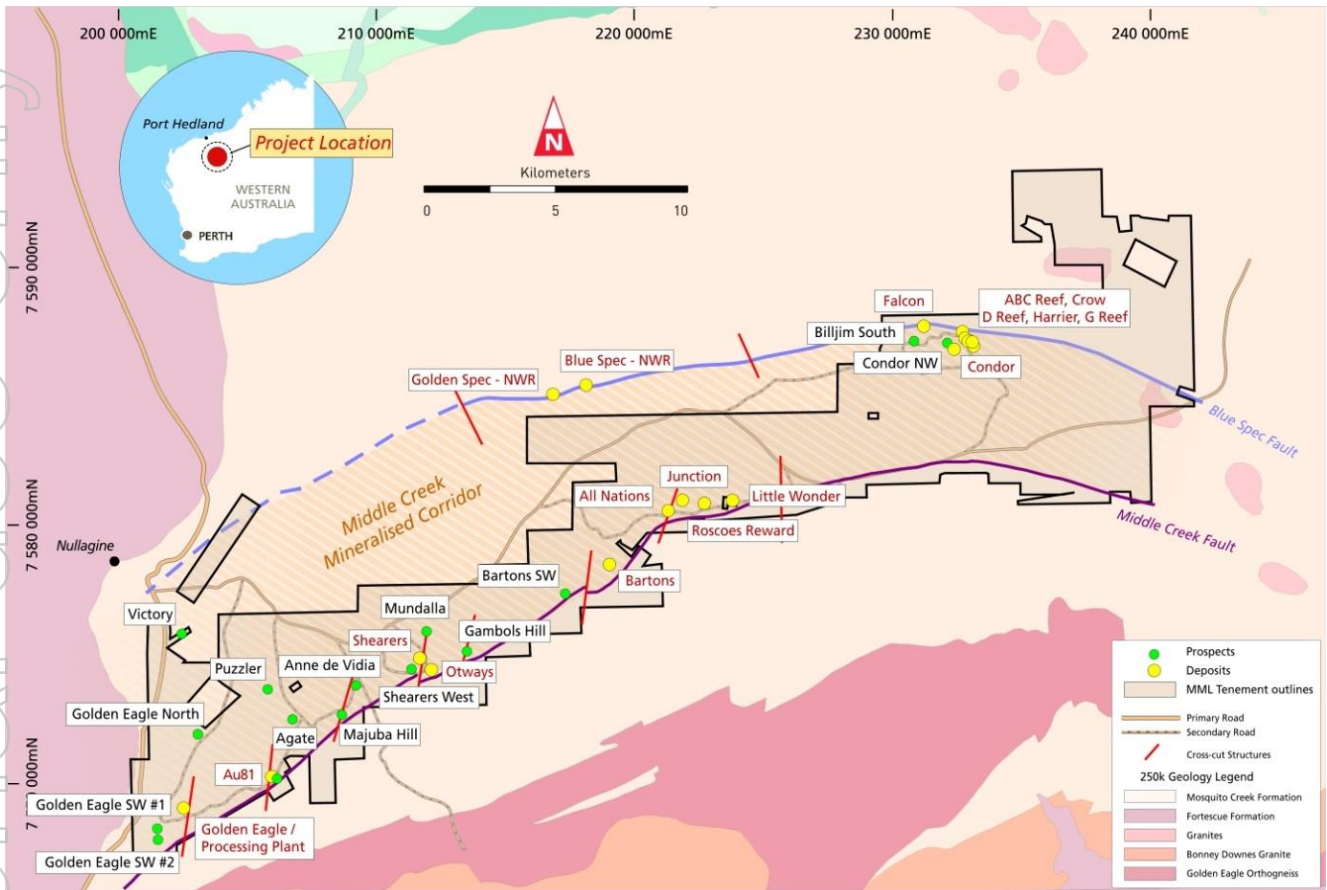


Figure 1: Nullagine Deposit Location Plan over regional geology

During the second half of 2015, the Company identified a pipeline of drill-ready, near-mine exploration targets defined within close proximity to the processing plant. Drilling of these targets will initially focus on extensions to existing mineralisation and pits as well as numerous new targets with a priority focus on the endowed Middle Creek line.

These targets range from advanced Mineral Resource drill-out opportunities through to brownfield targets which can be rapidly brought into the current mine production schedule upon exploration success.

During the Quarter, Millennium commenced an aggressive exploration program across several of these near-mine target areas as well as highly prospective exploration prospects across its land holding.

This comprehensive exploration strategy is at the core of the Company's plan to grow its gold inventory and mine life and will in turn enable the Company to further leverage its extensive infrastructure, including the Project's ore processing facility, which is currently operating at well above nameplate capacity at just under 2 Mtpa.



Anne de Vidia

Anne de Vidia is located approximately 9 km from the Project's processing plant (**Figure 1**). Mineralisation at Anne de Vidia has been identified over a strike length of over 240 m from a combination of historic RAB and RC drilling (**Figure 2**).

Current interpretation of historic drilling and trenching results indicate that two north-east striking and steeply north-west dipping mineralised zones are evident either side of a prominent quartz outcrop.

Historic RAB and RC drilling intersections at Anne de Vidia include:

- 8 m @ 32.2 g/t Au (MIRB0042 – drilled sub-parallel to dip of mineralisation)
- 16 m @ 5.5 g/t Au (S9502)
- 4 m @ 1.3 g/t Au (S9502)
- 6 m @ 4.8 g/t Au (FMX001)
- 7 m @ 1.1 g/t Au (FMX001)
- 2 m @ 4.7 g/t Au (FMX002)

A multi-phase 40 m x 20 m pattern RC drill program totaling 16 holes for 560 m was completed during the Quarter across the full 240 m strike length to establish the extent and potential economics of the mineralisation. In addition, a 20 m x 20 m drill pattern was completed across the previously identified high grade zone to confirm historic high grade intercepts.

Significant high grade intercepts from this program included (ASX Release 22 December 2015):

- **4 m @ 11.67 g/t Au** from 20 m including **1 m @ 38.50 g/t Au** (FMX017)
- **5 m @ 10.84 g/t Au** from surface including **3 m @ 15.99 g/t Au** (FMX021)
- **7 m @ 2.88 g/t Au** from 5 m including **2 m @ 7.96 g/t Au** (FMX023)
- **7 m @ 1.96 g/t Au** from 25 m including **1 m @ 8.02 g/t Au** (FMX022)

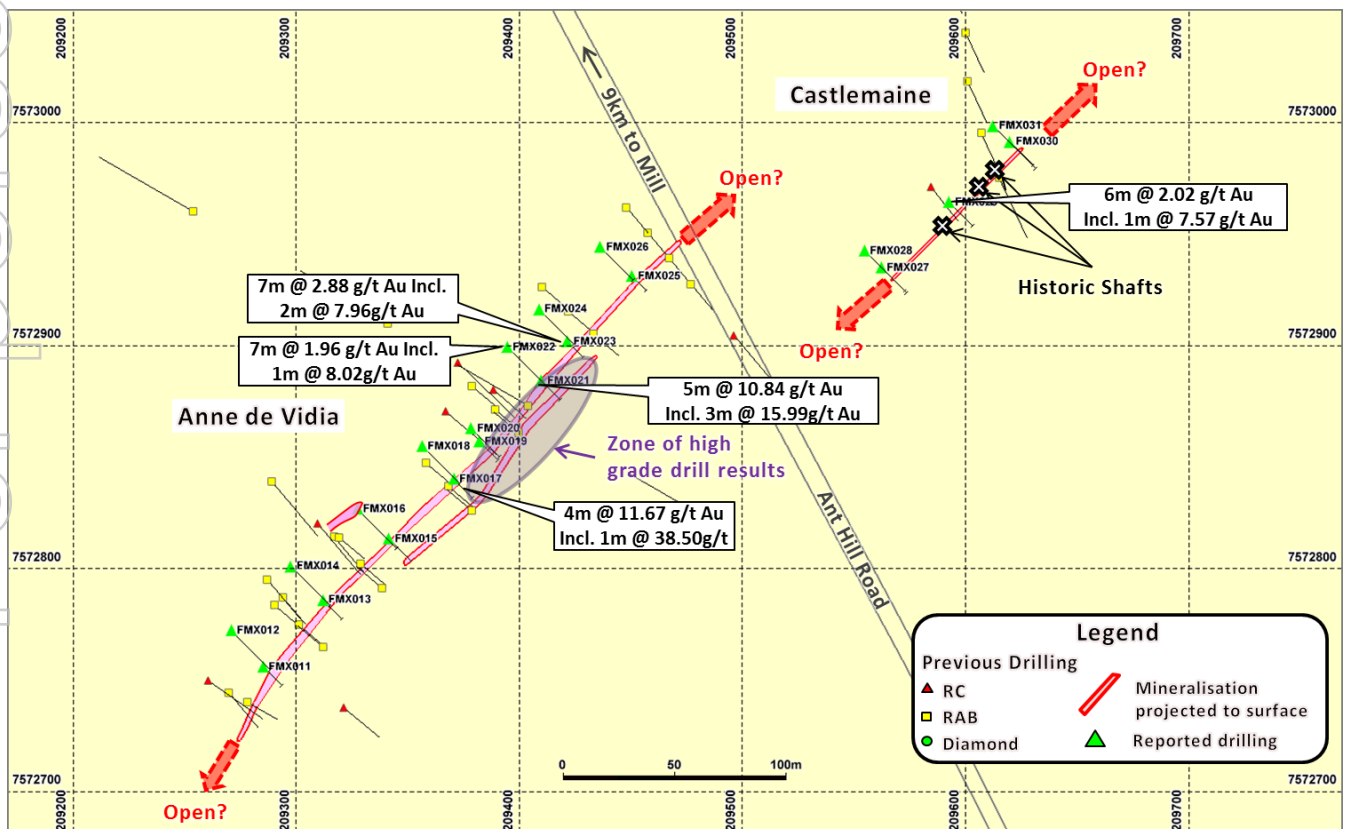


Figure 2 – Anne de Vidia and Castlemaine Projects showing historic and recent drilling

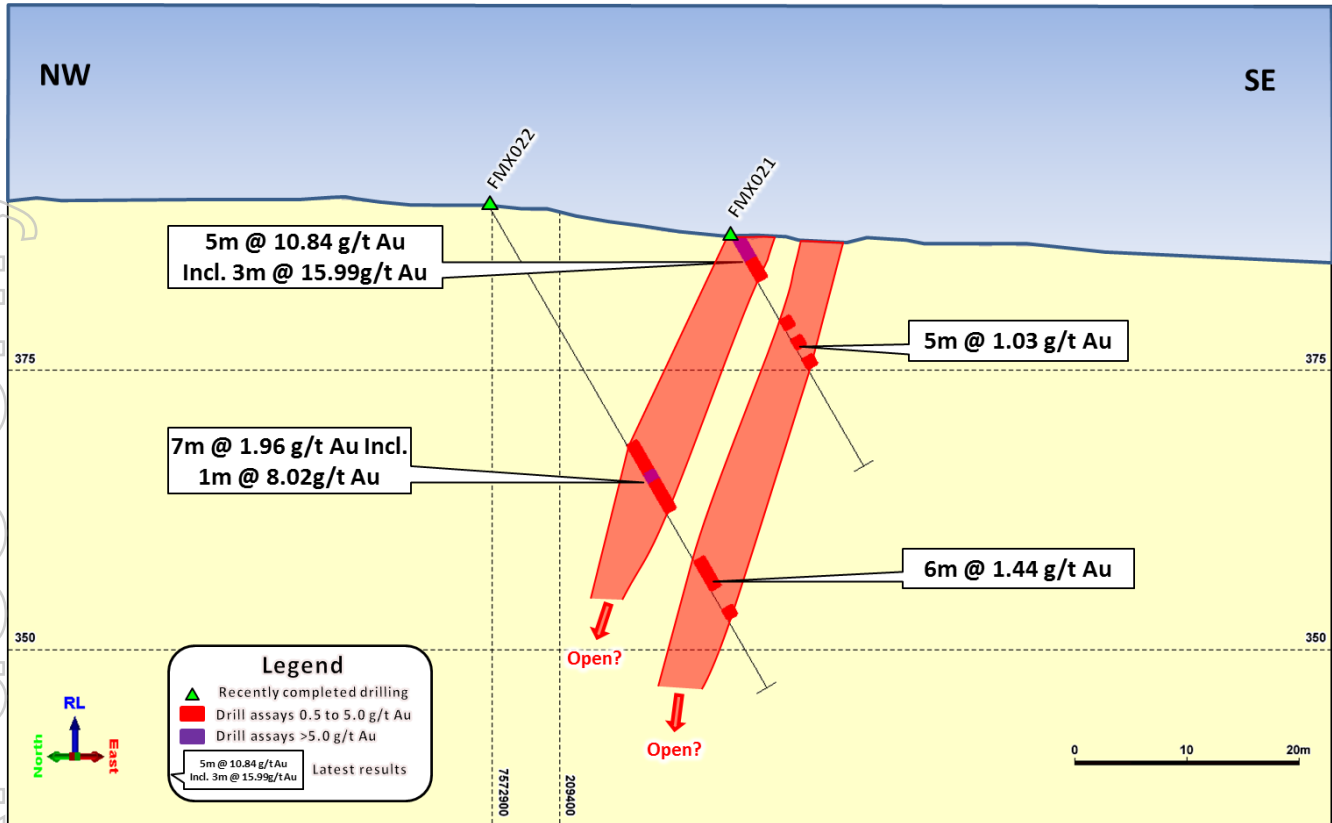


Figure 3 – Anne de Vidia and Castlemaine Projects showing historic drilling and planned drill holes.

The early success from this first phase of drilling at Anne de Vidia clearly demonstrates that the main Anne De Vidia high-grade mineralised structure is continuous over at least 240 m and more importantly, has not been closed off along strike.

A parallel mineralised zone (**Figures 2 and 3**) has also been identified over a strike length of approximately 130 m, immediately to the south-east of the main zone. Field mapping indicates at least two additional sub-parallel mineralised zones to the north-west and south-east of the main zone.

A drill program to infill the entire known mineralised strike with RC drilling on a 20 m x 20 m for the purpose of establishing a maiden Mineral Resource as well as to test for strike extensions to the south-west and north-east is set to commence in January 2016.

Castlemaine

The Castlemaine prospect is interpreted as either the offset of the Anne de Vidia mineralisation or potentially a parallel trend (**Figure 2**). Reported historic production from three shafts at Castlemaine totaled ~1326 oz with only broad spaced sporadic drilling completed to date.

The first phase of drilling at Castlemaine was completed during the Quarter with 5 RC holes drilled for 198 m across three lines on 40 m centres to gain better controls on the orientation of mineralisation. Assays from the Castlemaine drilling have confirmed that the mineralisation has a sub-vertical to very steep south-east dip (**Figure 2**). Results include **6 m @ 2.02 g/t Au** from 10m including **1 m @ 7.57g/t Au** (FMX029)

Follow-up infill drilling to test for further high grade shoots and parallel lodes will be completed commencing in January in conjunction with the Anne de Vidia drilling program.



Shearers and Otways

The Shearers gold deposit forms part of the Nullagine Gold Project and is located approximately 9 km north-east of the Project's gold processing facility (**Figure 1**).

A recent review of historical drilling at the Shearers and Otways deposits highlighted the potential for significant extensions to known mineralisation (**Figure 4**), as well as the narrowing gap between the known Shearers and Otways mineralisation, indicating that the Otways and Shearers deposits could be part of a combined or linked system.

A first phase RC drilling program was completed in October with 15 holes drilled for 909 m on broadly 20 m x 10 m spacing over a strike length of 90 m. This drill program was designed to test the continuity of the Shearers south main lode outside of the current pit design (**Figure 4**).

Results received in November (ASX release 23 November 2015) indicated that the Shearers mineralisation extends approximately 80 m to the south of the existing Ore Reserve pit. In addition, further high grade mineralisation was intersected to the east of the main zone (**Figure 5**) which may represent a structural offset or potentially new zone of mineralisation.

Significant intercepts include (ASX release 23 November 2015):

- **11 m @ 4.16 g/t Au** from 40 m including **4 m @ 6.70 g/t Au** (SHGC00230)
- **7 m @ 3.83 g/t Au** from 15 m including **1 m @ 20.00 g/t Au** (SHGC00230)
- **13 m @ 1.55 g/t Au** from 54 m including **1 m @ 9.88 g/t Au** (SHGC00234)
- **13 m @ 1.33 g/t Au** from surface (SHGC00241)

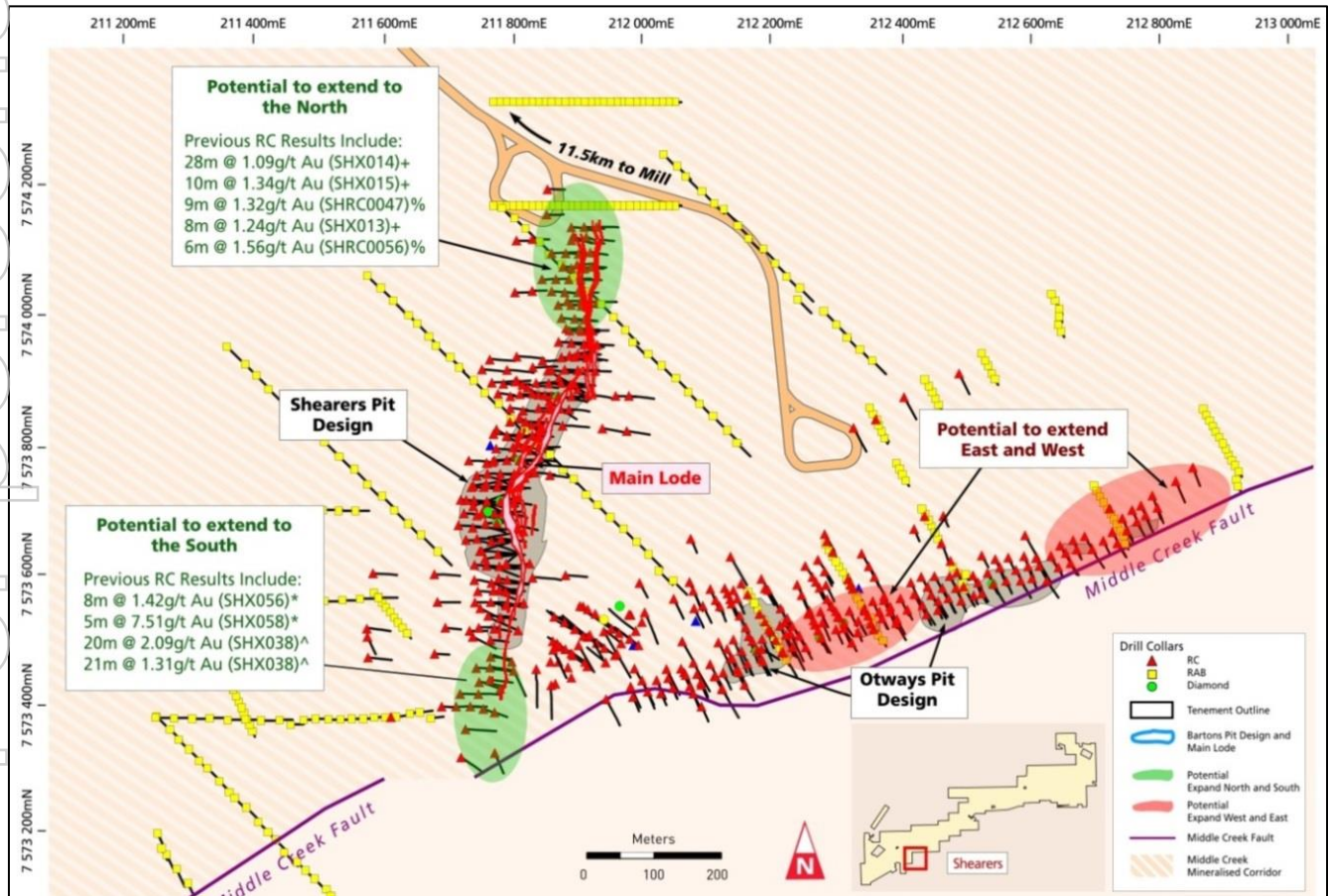


Figure 4: Shearers and Otways deposits showing historical intercepts and high priority targets

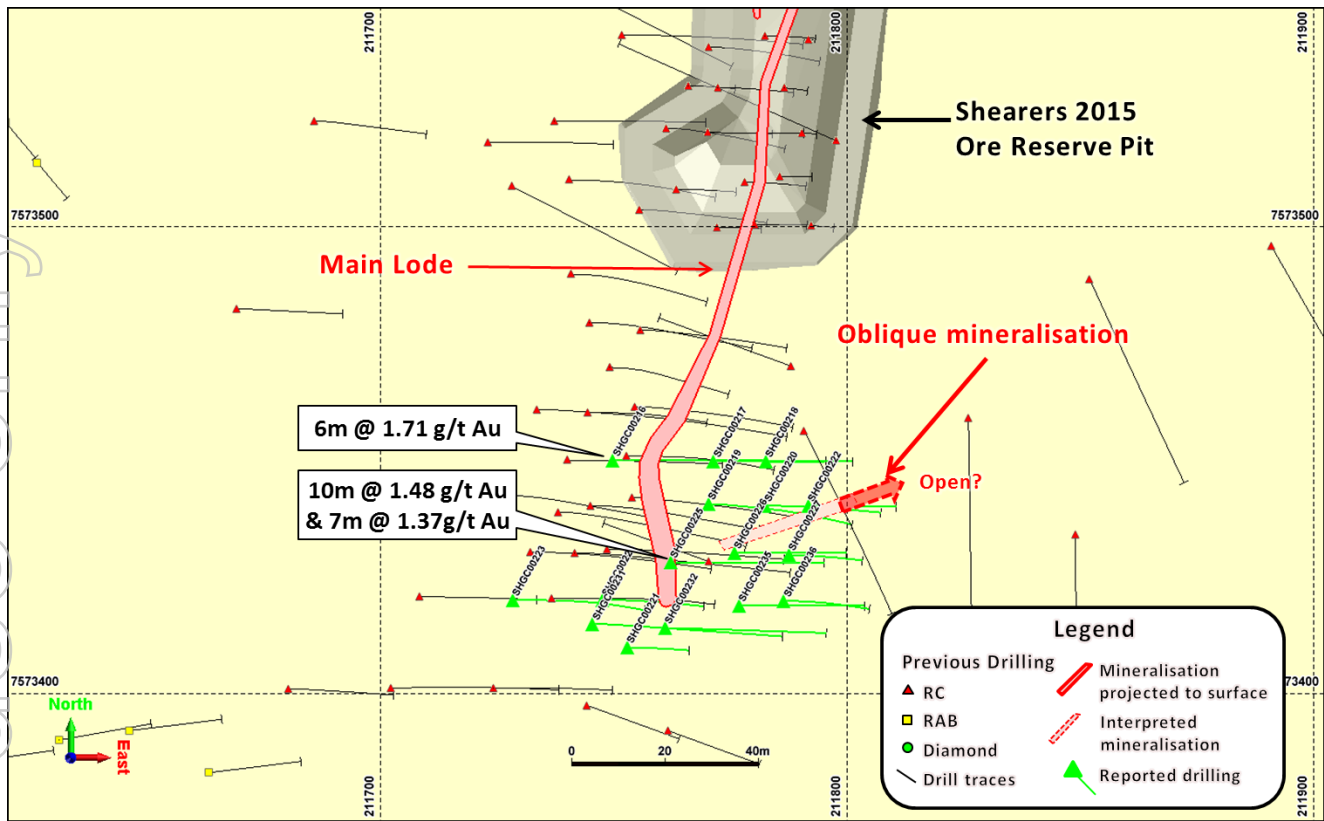


Figure 5 – Shearers prospect showing southern extent of current pit design, extension of mineralisation with historic and recent drill hole locations/intercepts

This early round of drilling did not constrain the extents and orientation of these newly identified mineralised zones and follow-up drilling of 13 RC holes for 674 m was completed to follow-up these highly encouraging results. Significant results from this latest phase of drilling include (ASX release 22 December 2015):

- **10 m @ 1.48 g/t Au** from 21m (SHGC00225)
- **6 m @ 1.71 g/t Au** from 8m (SHGC00216)
- **7 m @ 1.37 g/t Au** from 2m (SHGC00225)

Drilling has now also been completed to test for extensions of mineralisation in the gaps between the optimised pit designs at the Otways deposit. Assay results from this first phase of drilling at Otways are expected to be received during January 2016.

All Nations

The All Nations deposit is located approximately 24 km north-east of the Project's processing plant (**Figure 1**). A recent review of the All Nations historical geological data including historical workings, mapping and previous drilling demonstrates the potential for additional mineralisation to be delineated to the south and north of the current pit design.

It is interpreted that the main lode continues along strike and suggests the presence of a zone of discordant mineralisation through an area of historic workings (**Figure 6**).

A total of 48 holes for 1,716 metres were drilled during November 2015, to test for extensions to the main lode and to drill underneath historic workings interpreted to represent a potential splay off the main All Nations mineralised lode to the south (**Figure 6**).

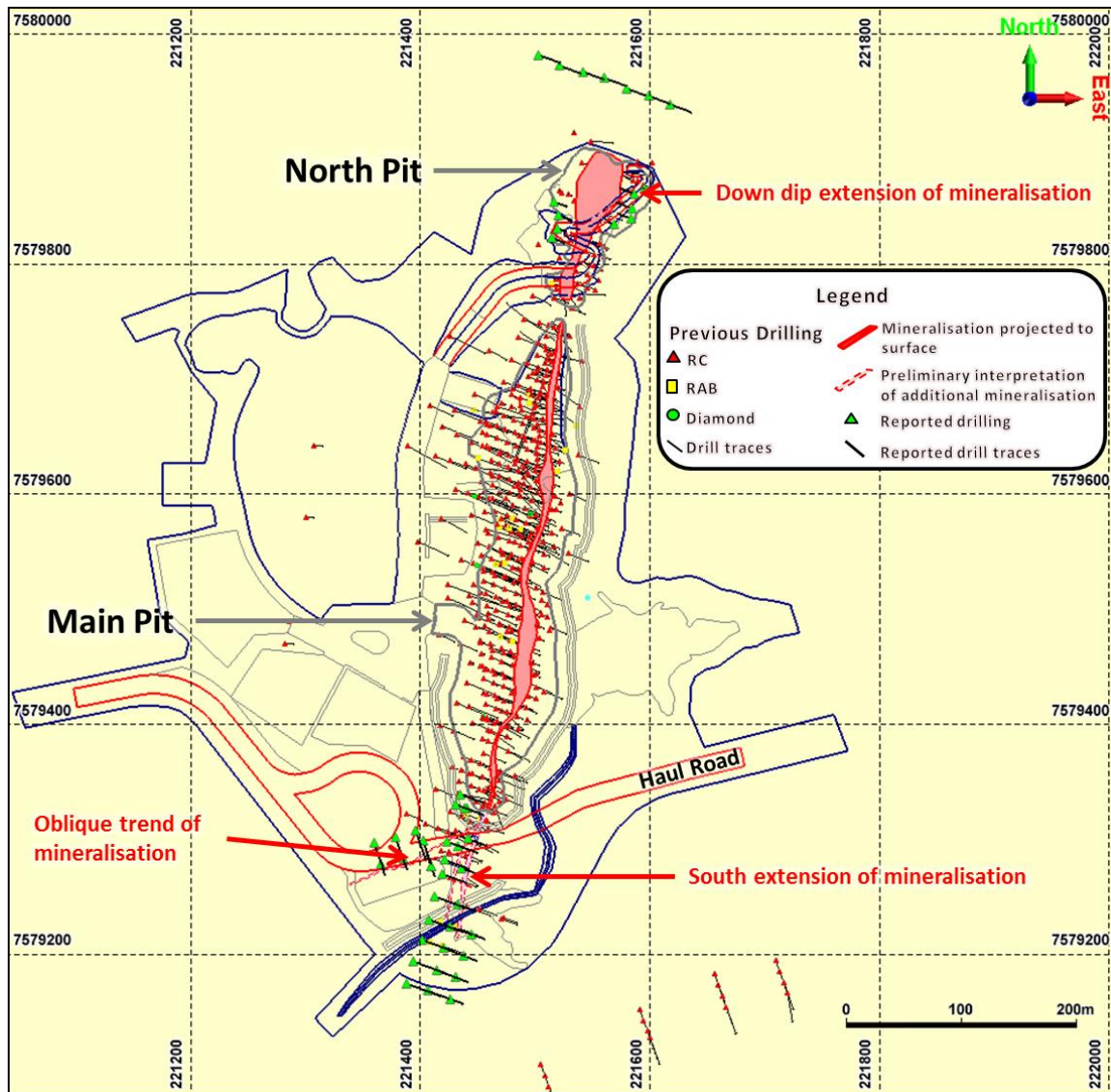


Figure 6 - All Nations deposit showing current pit design and high priority target areas

Assay results returned broad mineralised intercepts **including ANGC00283 (22 m @ 1.47 g/t Au) finishing in mineralisation** which clearly demonstrates that the strike length of the All Nations mineralised main lode continues for at least 100 m to the south of the current pit design. Significant results included (ASX release 9 December 2015):

- **22 m @ 1.61 g/t Au** from 9 m including **1 m @ 5.90 g/t Au** (ANGC00288)
- **19 m @ 1.35 g/t Au** from surface (ANGC00283)
- **22 m @ 1.47 g/t Au** from 24 m (ANGC00283)
- **19 m @ 1.37 g/t Au** from 25 m including **1 m @ 8.30 g/t Au** (ANGC00281)
- **9 m @ 2.66 g/t Au** from 28 m including **2 m @ 6.89 g/t Au** (ANGC00289)

Importantly, a second mineralised trend has now been identified, coincident with historic workings, and interpreted as an oblique splay off the main All Nations lode to the south (**Figure 6**), as well as a down-dip extension to known mineralisation at the north end of the All Nations pit.

Detailed mapping will be conducted early in 2016 to ground truth several additional drill targets along the newly identified splay. A detailed follow-up RC drilling program will commence during the first quarter of 2016, to test for further extensions to the main lode and to test the highly promising targets along the interpreted splay to the south west.

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Bartons

The Bartons gold deposit is located approximately 17 km north-east of the Project's processing plant (**Figure 1**). A desktop review aimed at identifying additional extensions to known mineralisation, understanding the regional controls and potential targets in areas poorly tested by historical drilling at Bartons identified priority targets for immediate follow-up drilling (**Figure 7**).

An RC drill program was completed in November 2015 consisting of 40 holes for 2449 m with a focus on extending the North Eastern high grade lode and testing for additional stacked hangingwall lodes external to current Ore Reserve pit design (**Figure 8**).

Significant results included (ASX release 9 December 2015):

- **24 m @ 1.25 g/t Au** from 8 m (BAGC00504)
- **6 m @ 3.91 g/t Au** from 22 m (BAGC00516)
- **7 m @ 2.44 g/t Au** from 46 m including 1 m @ 7.07 g/t Au (BAGC00507)
- **3 m @ 4.95 g/t Au** from 55 m including 1 m @ 13.2 g/t Au (BAGC00508)

While these results are considered encouraging, existing commercial arrangements (including a royalty and a profit share agreement) and pit optimisations based on existing data indicates that a cutback at Bartons provides marginal returns to Millennium when ranked against other promising prospects currently under evaluation by the Company. These include Anne De Vidia, All Nations and Shearers South.

Therefore the Bartons target has now been displaced by higher priority projects and until such time as commercial agreements can be improved, no further drilling will be undertaken on the Bartons leases.

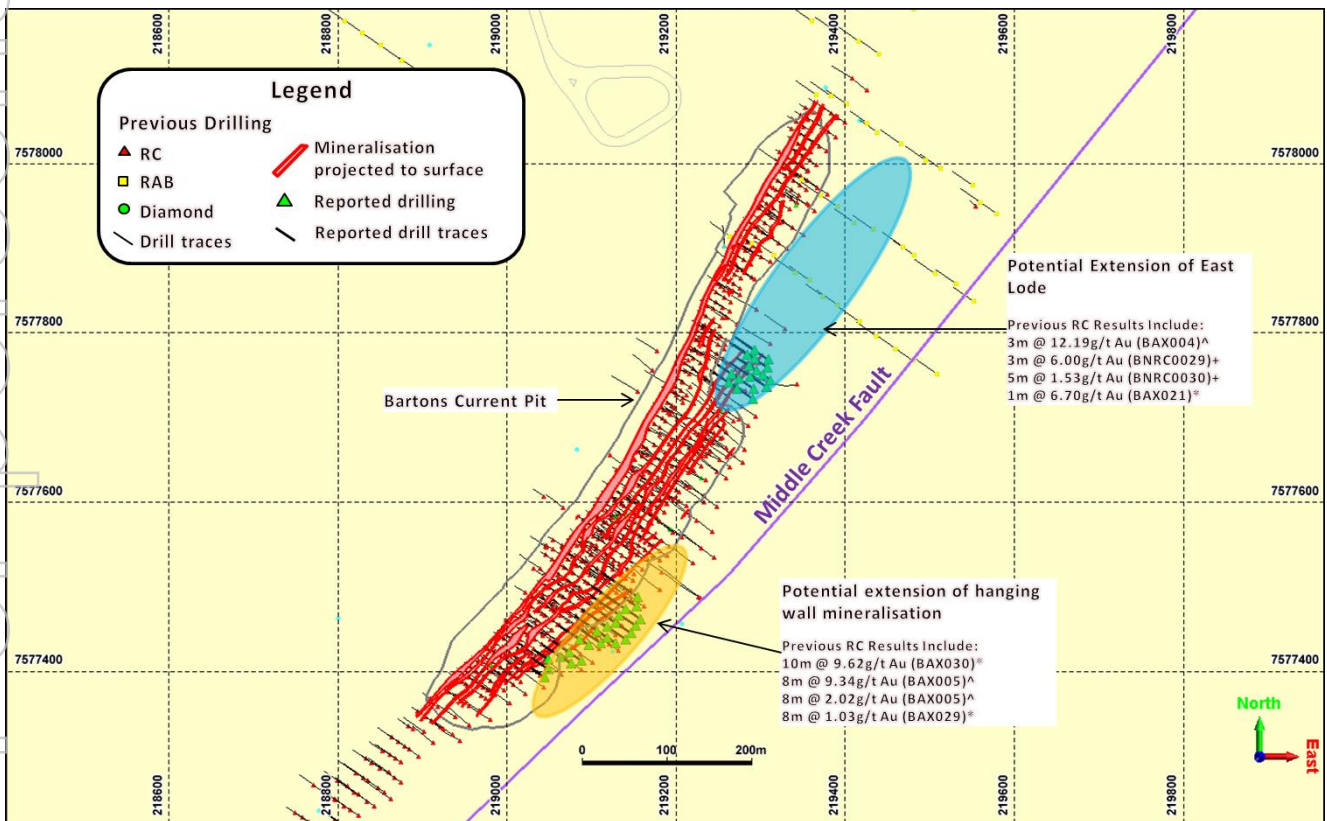


Figure 7: Bartons deposit showing current pit design and high priority target areas

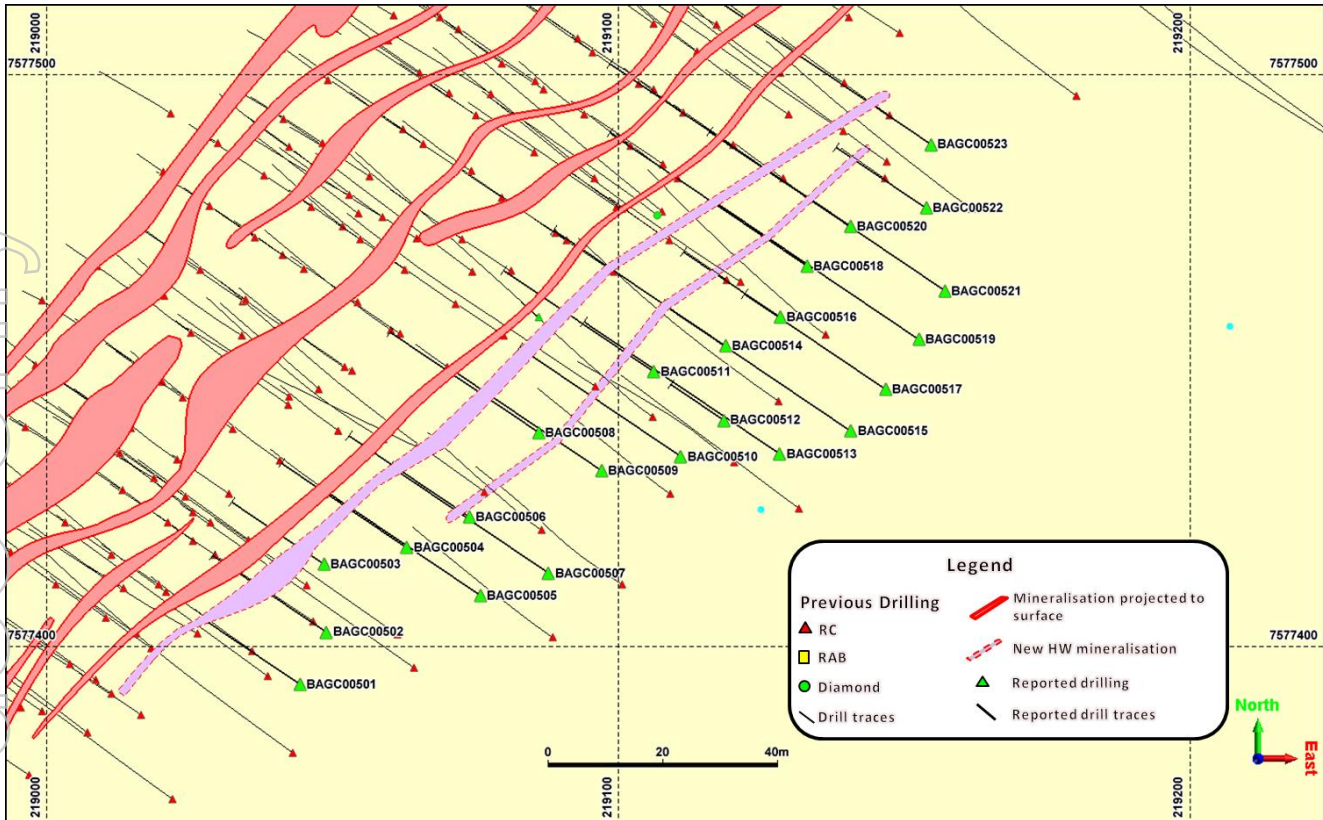


Figure 8: Bartons drilling showing the recent drilling immediately east of the current pit outline and the two newly identified mineralized zones.

Corporate

Gold sales revenue for the Quarter totaled \$33.5 million, which was achieved at an average realised gold price of \$1489/oz, consisting of 6284 ounces sold at an average spot price of \$1544/oz and 16,211 ounces delivered into the Company's hedge at an average price of \$1467/oz.

At 31 December 2015, the Company's hedge book requires 26,838 ounces to be delivered by June 30 2016 at an average forward gold price of \$1465/oz.

Millennium's senior debt was reduced by \$2.4 million during the quarter and as at 31 December 2015, the Company held senior debt of only \$3.7 million. This debt will be retired in full by the end of the March 2016 leaving it completely debt free.

During the Quarter, the Company successfully completed a \$21 million capital raising (**Raising**) to retire the bulk of its debt and fund an aggressive exploration drive at the Nullagine Gold Project.

The Raising was conducted via a Shareholder Participation Offer (SPO) under which existing Millennium shareholders could subscribe for up to \$20 million of shares at \$0.04 each. Millennium could choose to accept an additional \$1 million in oversubscriptions, taking the maximum total which could be raised to \$21 million.

Millennium's contractors, directors and management agreed to a conditional priority sub-underwriting of the Raising to a maximum total of \$2.4 million. Millennium's largest shareholder, IMC Group, agreed to a conditional general sub-underwriting of the Raising to a further \$17.6 million.

The Raising, the IMC sub-underwriting and the issue of shares to Millennium directors under the Raising was approved by shareholders at a meeting held on 17 November 2015.



The Company received valid acceptances for 525,000,000 fully-paid ordinary shares in total from eligible shareholders and sub-underwriters. This strong demand from investors resulted in the sub-underwriters, comprising contractors, directors, management and major shareholder IMC Resources Gold Holdings Pte Ltd, taking up just \$3.3 million worth of shares under its sub-underwriting commitments.

The funds raised through the Raising were used to retire Millennium's sub-ordinated debt leaving the Company on track to eliminate the remainder of its senior bank debt using internally generated cash-flow by the end of March 2016 - leaving it completely debt-free at that stage.

The proceeds from the Raising are now being used to fund the major exploration program already underway at the Nullagine Gold Project aimed at extending mine life by targeting near-mine Mineral Resources.

As at 31 December 2015, the Company held cash totaling \$11.4 million with 742,695,372 shares on issue.

ENDS

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 Table 2: Nullagine Gold Project – Mineral Resource Statement¹ (December 2015)

Deposit	Measured		Indicated		Inferred		Total Remaining		
	Million Tonnes	Grade g/t Au	Million Tonnes	Grade g/t Au	Million Tonnes	Grade g/t Au	Million Tonnes	Grade g/t Au	Au Ounces
Golden Eagle ²	8.30	1.1	3.67	1.0	3.85	1.0	15.82	1.1	546,300
Bartons ³	0.89	1.1	1.24	1.2	0.55	1.1	2.68	1.1	97,700
Shearers ³	0.59	1.3	1.48	1.0	0.26	1.0	2.33	1.1	81,000
Otways ³	1.15	0.8	0.9	0.9	0.69	0.9	2.74	0.9	75,000
All Nations ³	0.86	1.2	0.49	1.1	0.42	1.0	1.76	1.1	63,900
Little Wonder ⁵	0.57	1.3	0.37	1.3	0.30	1.5	1.24	1.3	52,900
Golden Gate ABC Reef ⁴	0.18	2.8	0.10	2.4	0.07	1.6	0.35	2.5	28,000
Golden Gate D Reef ⁴	0.01	4.2	0.04	4.4	0.07	3.2	0.11	3.7	13,300
Falcon ⁴			0.07	3.9	0.04	4.4	0.12	4.1	15,000
Condor ⁴	0.10	2.6	0.03	2.7	0.02	3.6	0.15	2.8	12,900
Harrier ⁴			0.07	1.6	0.04	1.8	0.11	1.7	6,100
Crow ⁴	0.03	3.2	0.03	2.6	0.05	2.3	0.11	2.6	9,500
G Reef ⁴			0.02	4.0	0.02	3.9	0.04	4.0	4,700
Au81 ³	0.15	1.6	0.28	1.2	0.89	0.9	1.32	1.0	43,000
Roscoes Reward ⁵	0.62	1.2	0.52	1.1	0.52	0.9	1.65	1.1	57,500
Junction ⁵	0.20	1.7	0.06	1.2	0.05	1.2	0.31	1.5	15,000
Total	13.65	1.2	9.37	1.1	7.84	1.1	30.84	1.2	1,121,800

Notes:

1. Figures in Table may not sum due to rounding.

2. The Golden Eagle deposit was estimated using Multiple Indicator Kriging methodology for grade estimation by CSA Global.

3. The Bartons, Shearers, Otways, All Nations, Little Wonder and Au81 were estimated using Ordinary Kriging methodology for grade estimation by CSA Global.

4. The Golden Gate (ABCD reef), and Golden Gate satellite deposits, namely Falcon, Condor, Harrier, Crow and G Reef were estimated using Ordinary Kriging.

5. Roscoes Reward, Junction and a portion of Little Wonder previously reported as part of the Camel Creek JV (CCJV) are now 100% owned by Millennium Minerals and were estimated using Ordinary Kriging methodology by CSA Global.

 Table 3: Nullagine Gold Project – Ore Reserve Statement¹ (December 2015)

Prospect	Proven Ore (t)	Grade g/t Au	Probable Ore (t)	Grade g/t Au	Total Ore (t)	Grade g/t Au	Ounces
Golden Eagle	1,009,100	1.6	20,300	1.4	1,029,400	1.6	51,600
Bartons	174,000	1.3	79,900	1.4	246,900	1.3	10,700
All Nations	5,800	1.1	800	1.6	6,600	1.2	300
Shearers	218,400	1.4	123,700	1.2	342,000	1.3	14,300
Otways	206,400	1.1	68,500	1.0	274,900	1.0	9,200
Little Wonder	81,200	1.6	9,100	4.6	90,300	1.9	5,400
Roscoes Reward	201,200	1.3	27,400	1.2	228,600	1.3	9,400
Junction	48,400	2.4	6,800	2.5	55,200	2.4	4,200
Total	1,944,500	1.5	329,500	1.3	2,273,900	1.4	105,100
Stockpiles ROM:					632,900	1.0	20,300
Total					2,906,800	1.3	125,400

¹ Figures in Table may not sum due to rounding.



Competent Persons Statements – Exploration Results

Mr Andrew Dunn (MAIG), a geologist employed full-time by Millennium Minerals Limited, compiled the technical aspects of this Report. Mr Dunn 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 Dunn 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, Golden Gate ABC and D Reef, Falcon, Condor, Harrier, Crow, G Reef, Au81, Roscoes Reward, Junction 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 ABC and D reef, Condor & Crow, Junction and Roscoes Reward 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 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 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 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.

Competent Persons Statements – Ore Reserves

The information in this Release 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 Nullagine Gold Project is based on information resulting from technical works carried out by Mr Angus Phelps of Millennium Minerals Limited and Mr Steve Lampron of Auralia Mining Consulting. Mr Daniel Tuffin (Auralia Mining Consulting) completed the Ore Reserve estimate. Mr Daniel Tuffin is a Member and Chartered Professional (Mining) of the Australasian Institute of Mining and Metallurgy and has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity that he is undertaking to qualify him as a Competent Person as defined in accordance with the 2012 Edition of the Australasian Joint Ore Reserves Committee (JORC). Mr Tuffin consents to the inclusion in the document of the information in the form and context in which it appears



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.

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