Quarterly Activities Report
For the period ending 31 March 2013

HIGHLIGHTS:

Widowmaker Ni-Cu Project

- Ground EM survey complete
- Eight moderate to highly conductive targets identified that could represent bedrock massive or disseminated sulphide bodies
  - WVA-08b: Moderately to highly conductive, well-defined, discrete late time anomaly over approximately 600m strike length
  - WVA-013: Moderately to highly conductive late time anomaly with strike length indicated to be approximately 1,000m
  - WVA-06: Highly conductive, well-defined late time anomaly modeled over 500m length and open in both directions along strike
  - WVA-08a: Highly conductive, well-defined late time anomaly with strike length indicated to be approximately 500m - further ground EM is required to fully delineate this target
  - WVA-03-04-05: Cluster of three moderate to weak conductors along and adjacent to the Nova structure
- Heritage clearance and access received
- Drilling contractor secured for ~3,000m RC program planned to begin first week of May

Zanthus Project

- Gravity survey has commenced over area of interpreted composite mafic-intrusive bodies at Zanthus
- A total of 3,516 ground gravity stations, spaced on a 200m x 200m grid will cover an area of ~140km²

Yalbra Graphite Project

- HelivTEM survey has determined the extent of potential graphite mineralization
- New, large conductors identified – over 6km strike
- Positive results from rock chip samples
- Tenement granted, heritage clearance

Corporate

- Raised $2.3m by way of a placement of 5,000,000 shares at $0.46 per share
- Cash balance as at 31 March 2013 of $4.6 million sees Buxton well funded into 2014
Widowmaker Nickel-Copper Project E28/2201 (100% Buxton)

On 22nd April 2013, the Company reported that the ground electromagnetic (EM) survey at the Widowmaker Ni-Cu project had delineated a further two moderate to strong conductors, taking to eight the total number of significant targets. Two of these (WVA-06 & WVA08a) fall well within the conductivity range for massive or semi-massive sulphide mineralization and graphite. Six other moderate to weak conductors may be caused by disseminated sulphide or other more conductive stratigraphy.

The Company plans to test the majority of these conductors for Ni-Cu sulphide mineralisation with an initial ~3,000m RC drilling program now planned to begin in the first week of May.

Figure 1. Ground EM conductors over magnetic image – Widowmaker Ni-Cu Project
New Ground EM Conductors

The two new ground EM conductors identified are described below.

WVA-08b

This target occurs immediately along strike to the north-east of conductor WV-08a and gives a combined strike length of 1.25km. WVA-08b is a moderately to highly conductive, well defined, discrete late time anomaly modeled as steeply dipping to the north-west with a strike length of ~600m. This target is coincident with a long strike length magnetic unit.

WVA-013

WVA-013 is a moderately to highly conductive late time anomaly apparently with a strike length of around 1km and a modeled north-westerly dip. It appears to be related to a non-magnetic linear unit just adjacent to the magnetic unit associated with WVA-08b/08a and also has a weak calcrete soil anomaly of 38ppm Ni.

Previously Identified Ground EM Conductors

WVA-06

This target is a highly conductive, well defined, discrete late time anomaly identified in the moving loop EM survey. It was modeled with 500m of surveyed strike length and is open at both ends. There is 100m depth to the top of the modeled conductor which is moderately to steeply dipping to the northwest. This conductor occurs just along strike from a discrete magnetic anomaly and a Cu calcrete anomaly identified in historical sampling and confirmed by Buxton’s recent calcrete orientation sampling program (peak 93ppm Cu). The target also occurs within a major regional geochemical trend with a metal association of Ni-Cu-Co-Mo-Zn-As.

WVA-08a

WVA-08a is a highly conductive, well defined, discrete late time anomaly identified in the moving loop EM survey. The strike length is interpreted to be approximately 650m with the target occurring 70-100m below surface and dipping moderately to the northwest. The conductor is coincident with a long strike length magnetic unit. Weak geochemical anomalism over this target was identified in Buxton’s recent orientation calcrete sampling, with a peak result of 41ppm Ni.

WVA-03-04-05 Cluster

A cluster of three moderate to weak conductors has been confirmed in an area associated with the “Nova Structure” - a fault interpreted to have been important for the emplacement of the intrusion hosting the Nova and Bollinger discoveries of Sirius Resources. The cluster of three conductors is located around a weak magnetic anomaly that appears to occur within the core of a regional fold hinge and may indicate the presence of an intrusive rock body. In addition, recent orientation calcrete geochemistry by Buxton returned peaks of 119ppm Cu and 41ppm Ni over these conductors.
WVA-01b

WVA-01b is a moderately conductive late time anomaly. Modeling of the data is somewhat ambiguous. However, most of the possibilities modeled indicate a conductor that is relatively deep, suggesting a bedrock source. No geochemical anomalism is associated with this conductor, suggesting that if mineralisation is present it exists under cover or is “blind”.

Other Results

All other VTEM conductors showed ground EM responses that indicate they are likely surface regolith derived, and are therefore not considered high priority targets.

Conclusions

The Company continues to be excited by the confirmation of eight significant, highly and moderately conductive targets in the ground EM program in a region now proven to host emerging world class Ni-Cu deposits.

Ranger Drilling has been contracted to begin a ~3,000m initial RC program to the majority of the high priority targets identified in the ground EM survey. It is expected that the drilling program will begin in the first week of May.
Zanthus Project E28/1959 (100% Buxton) E28/2201 (100% Buxton)

On 23rd April 2013, the Company announced that following a technical review of its 100%-owned Zanthus Project a gravity survey had been commissioned in order to define potential mafic intrusive bodies that may be prospective for nickel-copper mineralisation.

Importantly, the apparent intrusive bodies and associated rocks have both positive magnetic response (induced magnetism) and negative magnetic signatures (remanent magnetism), suggesting potential for multiple magma pulses over long periods of time. These types of magnetic signatures are characteristic of the Ni-Cu-hosting intrusive rocks at the Voisey’s Bay and Noril’sk complexes.

Two zones of surface nickel anomalism (peak 95ppm Ni) and one area of surface copper anomalism (112ppm Cu) occur over the potential composite mafic bodies. Additionally, a single historical rock-chip sample returned values of 706ppm Ni and 103ppm Cu. This sample was highly weathered and very ferruginous, but was nonetheless interpreted by the field geologist as possibly being of mafic origin.

The Company has begun a substantial gravity survey, of 3,516 ground stations, spaced on a 200m x 200m grid to cover an area of ~140km². The survey has been designed to identify areas of dense rock types that could represent composite mafic intrusives favourable for Ni-Cu mineralisation of the Voisey’s Bay and Nova-Bollinger type. Any zones identified as having potential will be followed up with either airborne or ground electromagnetic (EM) surveys to identify conductors associated with gravity anomalies that could represent sulphide bodies containing nickel and copper.
**Dempster - Dundas Project**

During the quarter the Company acquired two additional tenements adjacent to Dempster, E63/1634 and E63/1596. The E63/1634 application is 314 km² and sits to the North of the existing Dempster tenements.

The Dundas tenement application E63/1596 is 202km² and is located 95km southwest of Sirius' Nova discovery bordering the Albany - Fraser Orogen. This takes the company's landholding in and around the Fraser Range Complex up to 1,841km² (Figure 3).

**Figure 3: Location of new application Dundas E63/1596 over regional magnetic image.**
Yalbra Graphite Project E09/1986 (85% Buxton), Coordewandy (90% Buxton), Gum Creek Well (100% Buxton)

During the quarter the Wadjari People completed a heritage survey over the entire Yalbra tenement. No sites or items of archaeological or Aboriginal interest were located, thus clearing future exploration work programs to go ahead.

The Yalbra Graphite Project is located 250km North West of Meekatharra and 280km East of Carnarvon, Western Australia, and covers an area of 37km². Buxton has recently expanded its strategic ground holdings via agreements to acquire the Coordewandy and Gum Creek Graphite Projects along strike from Yalbra “main zone” target. Upon granting of these licences, Buxton’s total tenement package will cover an area of 437km².

The Yalbra Graphite Project has a significant preliminary global Exploration Target of 8-12 Million Tonnes @ 7 - 11% TGC (total graphitic carbon)

Buxton Resources recently confirmed substantial, widespread, high grade graphite at surface through a rock-chip sampling program, building on the encouraging results from an Airborne VTEM survey that identified strong conductors over a 6km strike length.

With the recently strengthened strategic land position and positive exploration results, the project continues to represent an exciting opportunity for the company to delineate a substantial potential resource and gain exposure to the buoyant graphite market with current prices and future demand outlook for the market remaining positive.
The Northampton Base Metals Project is located 50km north of Geraldton, Western Australia (Figure 4). The area hosts numerous small Pb-Zn-Ag and Cu deposits which have been intermittently mined since the 1850’s. The tenement applications E66/85 and E66/86 have a combined area of 744km².

Figure 4: Northampton Base Metal Project located 50km north of Geraldton, Western Australia
**Capital Raising**

On 12th March 2013, Buxton announced that it has raised $2,300,000 before costs, by way of a placement of 5,000,000 shares at $0.46 per share.

The shares have been placed to (1) Buxton’s major shareholder, NBH Group; (2) a Hong Kong based resources fund; (3) a private equity fund; and (4) institutional and sophisticated clients of Mac Equity Partners Pty Ltd.

Funds raised from the placement will be used to facilitate exploration programs at Widowmaker Nickel Copper Project, Zanthus Nickel Copper Project and Yalbra Graphite Project and provide working capital.

**Competent Persons Statement**

The information in this report that relates to Exploration Results is based on information compiled and/or reviewed by Dr Julian Stephens, Member of the Australian Institute of Geoscientists and Non-Executive Director for Buxton Resources Limited. Dr Stephens has sufficient experience which is relevant to the activity being undertaken to qualify as a “Competent Person”, as defined in the 2004 edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves and consents to the inclusion in this report of the matters reviewed by him in the form and context in which they appear.

For further information regarding Buxton Resources Limited please contact:

**Anthony Maslin**

Managing Director

amaslin@buxtonresources.com.au