

30 April 2013

Pioneer Resources Limited (ASX: PIO)

QUARTERLY ACTIVITIES REPORT FOR THE PERIOD ENDED 31 MARCH 2013

ACRA Gold Project – Standout Gold Intersections at Kalpini South

- One traverse of five reverse circulation (RC) drill holes completed at the Kalpini South Prospect, subsequent to end of quarter. Standout high grade results included:
 - **10m at 6.38g/t from 61m in hole KSRC004 and**
 - **9m at 5.31g/t from 36m in hole KSRC005.**
- Assays of preliminary composite samples from the Jubilee East Prospect included:
 - **15m at 2.04g/t from 27m in hole JERC002**
 - **3m at 6.18g/t from 57m in hole JERC003**
 - **6m at 2.35g/t from 33m in hole JERC007 and**
 - **9m at 1.85g/t from 99m in hole JERC010**
- The current program of 100 RC holes drilled for 8,000 metres is approximately 50% complete. 25% of preliminary assays have been received. Drilling is continuing
- 2,820 soil samples analysed, generating drill targets at Brilliant and Sampson Dam Prospects.

GOLDEN RIDGE Nickel Project – Detailed EM Yields Five Nickel Targets

- 21 line kilometres of detailed fixed loop or moving loop SAMSON Electromagnetic (EM) surveys completed
- Five EM conductor targets (which might include nickel sulphides) identified in geologically compelling locations at Duplex Hill, Black Shadow, Anomaly 11, Norton and Norton South.
- Drilling of these targets is recommended by Pioneer's geophysicist.

FAIRWATER Nickel Project – VTEM max Survey Completed

- VTEM *max* time-domain EM survey flown to cover the FWN001 nickel target. Final data will be received in May 2013.
- Ground EM surveys to be conducted to help define drill targets

CORPORATE – Strong Cash Position, Active Exploration Programs

No capital raising initiatives were pursued during this quarter. At 30 March 2013 the Company had cash reserves of approximately \$3.4 million and cash receivables of \$2.3 million, totalling \$5.7 million.

* Abbreviations are explained in the Glossary

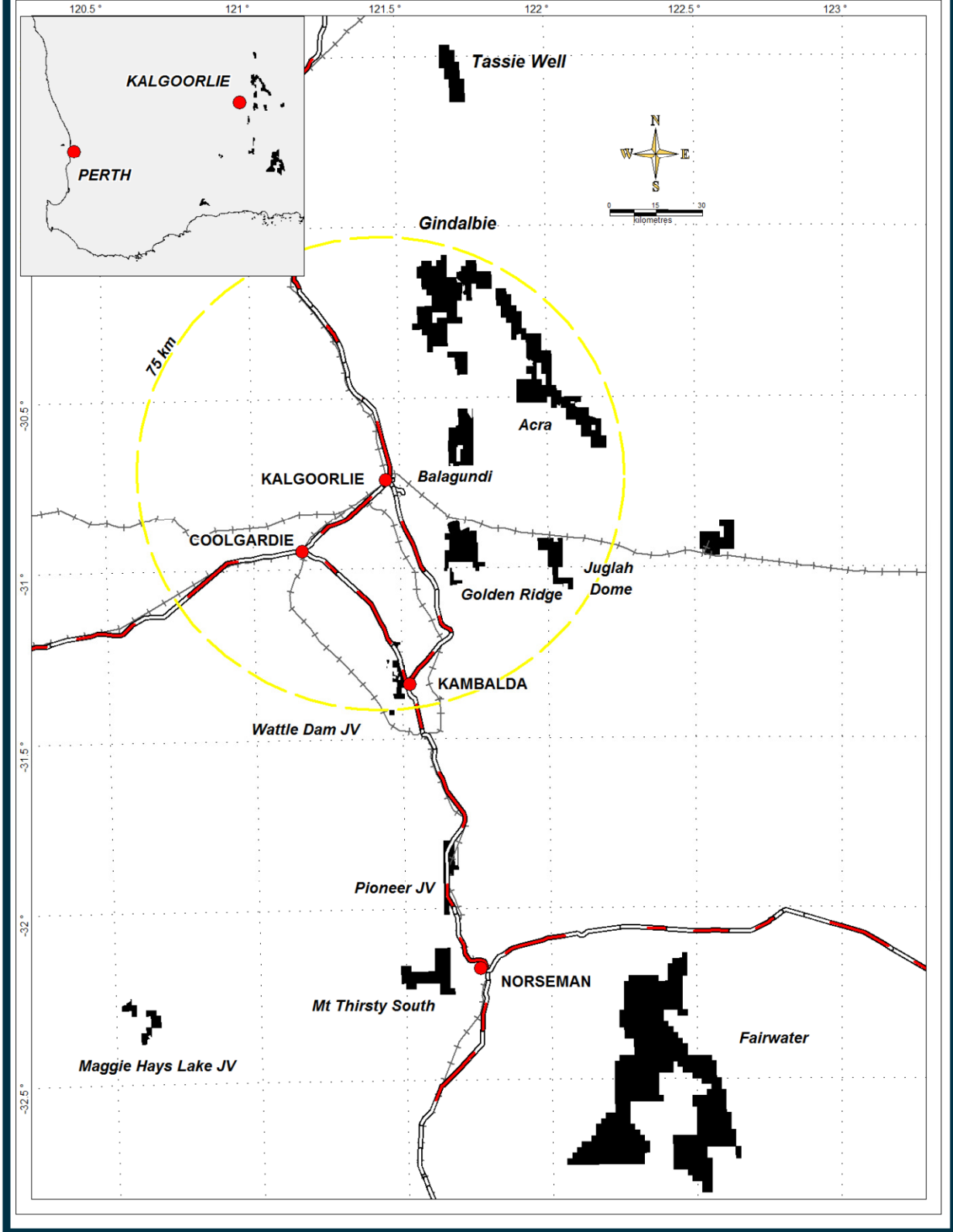


Figure 1: Pioneer Resources Tenement Location Plan

EXPLORATION REVIEW: March 2013.

Target generation exploration programs continued during the March quarter within the Company's project areas, with work to be completed at the Acra, Golden Ridge and Fairwater Projects.

ACRA GOLD PROJECT

Pioneer 100%. All commodities excluding nickel

The Acra Gold Project covers an area of 466km² and is located 60 kilometres north east of Kalgoorlie, WA.

TOP PRIORITY FOR 2013 IS DRILLING AT THE ACRA GOLD PROJECT

Drilling, totalling 100 RC holes for approximately 8,000 metres, is in progress, with four targets tested for gold mineralisation to date. Other targets have been identified, and are planned to be drilled progressively this year. Targets were established through a review of modern soil geochemistry and historic regolith drilling.

Prospects drill tested to date include: Kalpini South, Jubilee East, Evelyn Gladys and Carmelia South. Further drilling is planned at Kalpini South, Camelia and Acra South and new prospects as they are identified.

Kalpini South Prospect: Stand-out Results Received from RC Drilling

One traverse of five drill holes was completed at the Kalpini South Prospect and reported subsequent to the end of the quarter (see ASX announcement, 19 April 2013). Two adjacent drill holes returned very significant mineralisation associated with steeply dipping quartz veins within a package of shales and felsic-sedimentary rocks, including;

- **10m at 6.38g/t (KSRC004), and**
- **9m at 5.31g/t (KSRC005).**

Significant results are listed in Table 1 below.

Immediately north of Pioneer's Kalpini South Gold Prospect (and likely along strike), lies KalNorth Gold Mines Limited's (ASX: KGM) Kalpini Gold Project. KGM has reported a 255,000oz combined Mineral Resource for the Kalpini Gold Project (refer KGM September 2012 Quarterly Activities Report).

Further north, Pioneer has defined a 300 metre long gold anomaly in soil sampling, immediately north of the Kalpini Gold Project, at the Brilliant Prospect.

Jubilee East Prospect: Strongly Anomalous, Structurally Complex

Fourteen RC holes have been drilled to follow up three anomalous aircore holes (see ASX: PIO announcement 15 January 2013) with new drilling completed on a 20x20 metre or 20x40 metre grid.

Composited 3x1 metre sample assays demonstrate that the Jubilee East target is strongly anomalous in gold but is likely to be structurally complex. Final assays of individual 1 metre samples will be received during May 2013 and further drilling will then be planned.

Target Generation

Soil geochemistry programs continue to generate targets for future regolith drilling at the Acra Project. Geochemistry samples have been taken at the following prospects:

- Brilliant: 1,015 samples were taken, and have generated a 300 metre long anomaly immediately north along strike from the Atlas Gold Deposit at Kalpini (owned by KGM).
- Sampson Dam: 1,805 samples were taken, and have generated an additional drill target. Regolith drilling from the 1990s intersected gold at Sampson Dam.

Table 1 Acra Project: Significant Final Gold Results from Reverse Circulation Drilling (1m samples)									
Hole ID	East	North	Dip	Azimuth	From (m)	To (m)	Interval (m)	Au (g/t)	Prospect
KSRC004	399,228	6,635,005	-90	0	52	58	6	0.63	Kalpini South
KSRC004		and	-90	0	61	71	10	6.38	Kalpini South
		including			61	66	5	12.06	Kalpini South
KSRC004		and	-90	0	85	93	8	1.45	Kalpini South
KSRC004		and	-90	0	100	105	5	3.29	Kalpini South
KSRC005	399,244	6,634,996	-90	0	36	45	9	5.31	Kalpini South
KSRC005		and	-90	0	51	54	3	0.74	Kalpini South

- Drill hole coordinates GDA94: Zone 51, Collar positions determined by hand held GPS.
- Drilling (hole prefix KSRC) by reverse circulation face sampling hammer, then 1 metre samples split and bagged.
- 3-5kg sample preparation by pulp mill to nominal P80/75um.
- Au assays by 50g Fire Assay (Intertek analysis code FA50/SAA). 1ppb lower detection limit.
- Certified Reference Standards were inserted at regular intervals to provide assay quality checks. The standards reported within acceptable limits.
- Intersection grades reported are of 1m samples. Length weighted average grade reported.
- Intercepts are "down-hole" metres. No estimate regarding true thickness is made or implied.

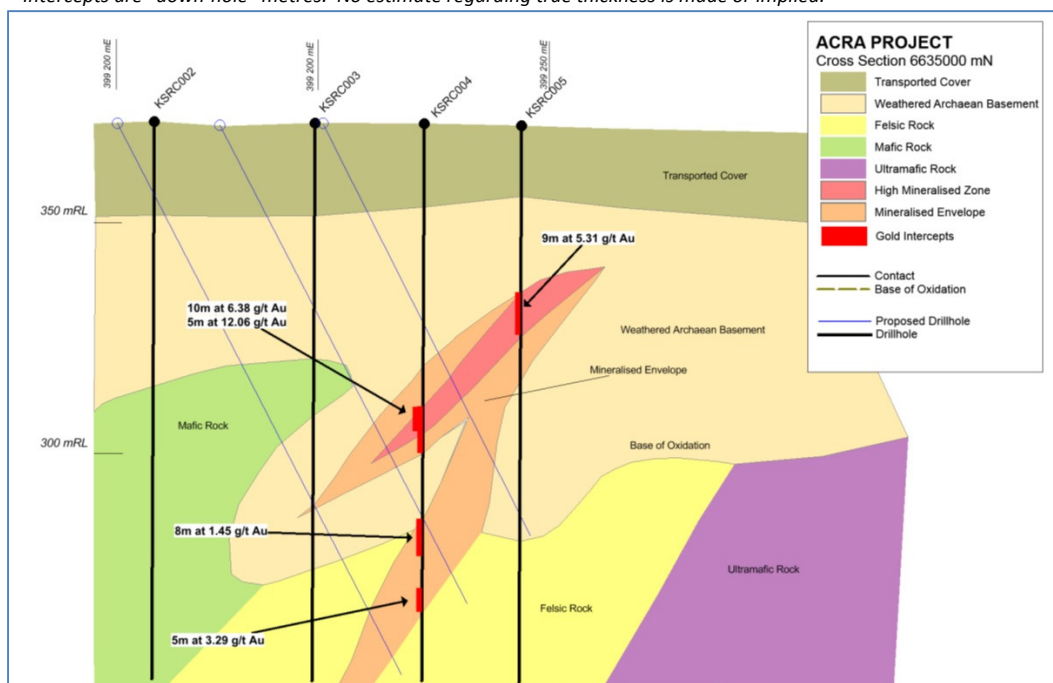


Figure 1: Cross section through mineralisation at the Kalpini South Prospect, showing additional proposed drill holes

Table 2									
Acra Project: Preliminary Gold Results from Reverse Circulation Drilling (3m composite samples)									
Hole ID	East	North	Dip	Azimuth	From (m)	To (m)	Interval (m)	Au (g/t)	Prospect
JERC002	411,278	6,621,880	-90	0	27	42	15	2.04	Jubilee East
		including			39	42	3	5.182	Jubilee East
JERC002		and	-90	0	72	75	3	1.58	Jubilee East
JERC002		and	-90	0	78	81	3	0.53	Jubilee East
JERC002		and	-90	0	87	90	3	0.82	Jubilee East
JERC003	411,250	6,621,846	-90	0	57	60	3	6.18	Jubilee East
JERC004	411,232	6,621,806	-90	0	39	42	3	0.98	Jubilee East
JERC005	411,289	6,621,865	-90	0	75	78	3	1.60	Jubilee East
JERC005	411,289	and	-90	0	108	111	3	0.71	Jubilee East
JERC006	411,267	6,621,832	-90	0	66	72	6	1.64	Jubilee East
JERC006		and	-90	0	105	108	3	0.81	Jubilee East
JERC007	411,248	6,621,801	-90	0	33	39	6	2.35	Jubilee East
		including			36	39	3	3.30	Jubilee East
JERC007		and	-90	0	60	63	3	0.93	Jubilee East
JERC008	411,219	6,621,821	-90	0	42	45	3	1.41	Jubilee East
JERC008		and	-90	0	57	60	3	1.76	Jubilee East
JERC009	411,235	6,621,853	-90	0	27	30	3	5.63	Jubilee East
JERC010	411,261	6,621,888	-90	0	78	84	6	1.11	Jubilee East
JERC010	411,261	6,621,888	-90	0	99	108	9	1.85	Jubilee East
		including			102	105	3	3.362	Jubilee East
JERC011	411,277	6,621,918	-90	0	78	81	3	0.62	Jubilee East
JERC011		and	-90	0	87	90	3	0.71	Jubilee East
JERC012	411,308	6,621,896	-90	0	63	66	3	2.10	Jubilee East
JERC013	411,267	6,621,858	-90	0	81	84	3	0.63	Jubilee East
JERC014	411,245	6,621,826	-90	0	69	72	3	0.98	Jubilee East

- Drill hole coordinates GDA94: Zone 51, Collar positions determined by hand held GPS.
- Drilling (hole prefix JERC) by reverse circulation face sampling hammer, then 1 metre samples are split and bagged. Assays in Table 2 are of subsequently composited samples (3x1m). Individual 1m sample assays from anomalous intervals will follow.
- 3-5kg sample preparation by pulp mill to nominal P80/75um.
- Au assays by 50g Fire Assay (Intertek analysis code FA50/SAA). 1ppb lower detection limit.
- Certified Reference Standards were inserted at regular intervals to provide assay quality checks. The standards reported within acceptable limits.
- Intercepts are "down-hole" metres. No estimate regarding true thickness is made or implied.

OUTLOOK

Drilling is planned to recommence at the Kalpini South Prospect in June 2013, when statutory approvals are received from the Department of Mines and Petroleum (DMP). The planned program will see approximately 35 holes drilled for 3,600 metres.

GOLDEN RIDGE GOLD AND NICKEL PROJECT

Pioneer 100%. Gold and Nickel Sulphides

The Golden Ridge Project covers an area of 163km² and is located 30 kilometres south east of Kalgoorlie, WA.

The Project provides a portfolio of advanced gold and nickel sulphide targets, many with mineralised drill holes that are ready to be expanded upon.

NICKEL TARGETS: HIGH DEFINITION EM SURVEYS COMPLETED

Twenty one line-kilometres of ground electromagnetic (EM) surveys were completed to cover in detail, targets generated in earlier reconnaissance EM surveys. The features of a priority target include anomalous, coincident Ni-Cu soil or regolith geochemistry, and a compelling geological setting in addition to the EM response. Survey transmitter-receiver set-ups included SAMSON fixed loop (at the Anomaly 11, Norton and Norton South prospects) and moving loop configurations (at the Duplex Hill and Black Shadow prospects).

Conductive targets (that may include nickel sulphides), represented as EM plates, were confirmed at all targets. Subsequently, the EM plates have been integrated into the geological model and drill holes nominated.

Prospect	Description	Next Exploration Event
Black Shadow	<ul style="list-style-type: none">• High priority target.• Very strong conductor (50,000 Siemens).• 300x150m central core.	Single 250m drill hole
Duplex Hill	<ul style="list-style-type: none">• Medium Priority target.• Moderate modelled conductance (5,000 Siemens).• 300x250m size, steeply plunging to the north.• Associated with known disseminated NiS.	Single 250m drill hole.
Norton	<ul style="list-style-type: none">• High priority target.• Moderately strong conductor (7,500 Siemens).• 200x100m.	Single 250m drill hole.
Norton South	<ul style="list-style-type: none">• High priority target.• Very strong conductor (45,000 Siemens).• 500x100m, open along strike.	Single 300m drill hole.
Anomaly 11	<ul style="list-style-type: none">• High priority target.• Strong conductor (40,000 Siemens).• 200x100m.	Single 400m drill hole.

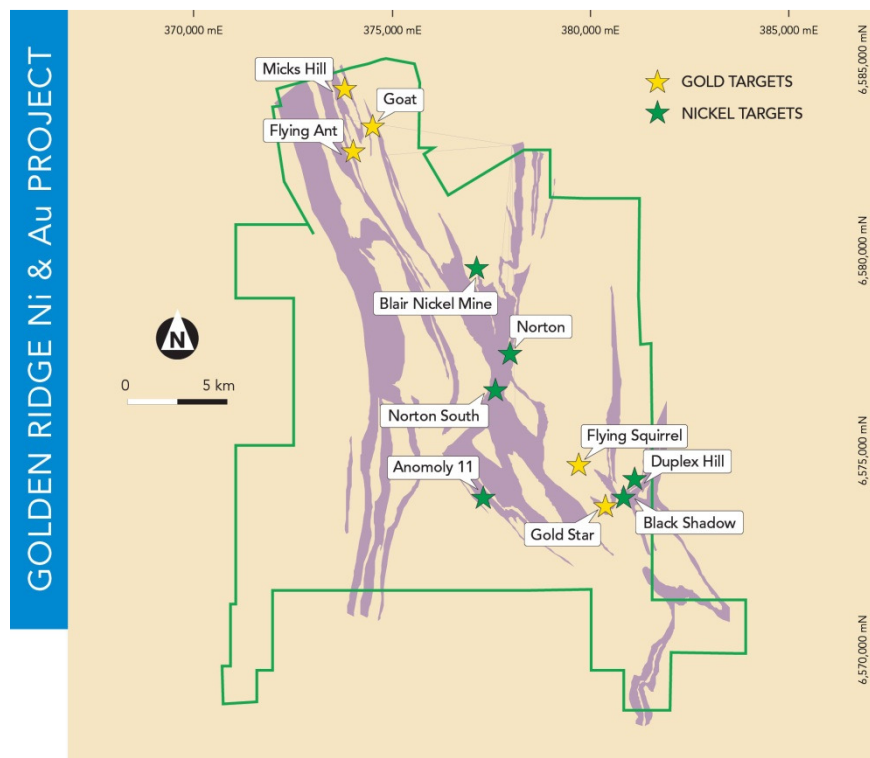
OUTLOOK: NICKEL

The next step is to drill test the identified targets. The program will see the five nominated holes drilled for approximately 1,500 metres of RC and diamond drilling, followed by down-hole EM surveys.

The Company is very aware of the great value that may be delivered through a nickel sulphide discovery, such as those recently made by Sirius Resources NL (ASX: SIR).

OUTLOOK: GOLD

Drilling programs for gold are being planned, with the view that these will be completed during the latter half of 2013.



FAIRWATER NICKEL AND GOLD PROJECT

Pioneer 75%. Nickel and gold

The Fairwater JV Project covers an area of 1,422km² and is located approximately 200 kilometres south of Kalgoorlie, WA.

VTEM *max* SURVEY COMPLETED

The Company completed a helicopter-borne VTEM *max* survey which covered the FWN001 target within the project area. Data is expected to be received in May 2013.

The area surveyed was selected based on results from soil geochemistry undertaken during the December 2012 quarter.

Of greatest significance, using principle component analysis of nine litho-geochemical elements, Pioneer's geochemist has interpreted an oval mafic or ultramafic assemblage (possibly a mafic intrusion) with dimensions of 2 x 1.4 kilometres, similar in size to the magnetic feature that hosts the Sirius's Nova nickel-copper deposit. This anomaly is likely associated with Proterozoic aged, Biranup Zone rocks.

Mafic or ultramafic rocks are the most common host for nickel deposits. Within the interpreted 'mafic intrusion', areas with coincident nickel and copper anomalism are further highlighted as important targets.

The Fairwater Project is located approximately 105km south west of Sirius' world class Nova Nickel Deposit and 50km south west of Enterprise Metals Limited's (ASX: ENT) Plato Prospect, both of which occur in Proterozoic units of the Albany-Fraser Province.

A VERY LARGE PROJECT, COMPLETE WITH GOLD AND NICKEL TARGETS

The Albany-Fraser Mineral Province is rapidly increasing in importance to Australian explorers following recent substantial upgrades announced for the Archaean-aged Tropicana Gold Deposit, now 8 million ounces, and at the emerging Proterozoic-aged Nova and Bollinger Nickel-Copper discoveries.

As the Fairwater Project covers geological sequences of both Archaean and Proterozoic age, areas are considered prospective through analogy for Archaean Tropicana-style gold deposits and Proterozoic Albany-Fraser nickel deposits.

OUTLOOK: PRIORITY NICKEL TARGET CONFIRMED. GROUND EM SURVEYS WILL FURTHER TEST VTEM *max* ANOMALIES

The VTEM *max* data is expected to be received during May 2013. Late-time conductors within the 'mafic intrusion' associated with nickel and copper soil anomalism will rank highly.

The next exploration step will be ground EM surveys to confirm in greater detail the presence of conductive rock-types (that might include nickel sulphides). Ground EM surveys are likely to be scheduled for the September 2013 quarter, and positive EM results will generate drill targets.

Gold exploration will be restricted to areas considered Archaean in age, where soil geochemistry programs will be progressively completed.

Joint Venture and Royalty Portfolio

A summary of Pioneer's joint venture and royalty portfolio is outlined below. In general, Pioneer has either retained a free carried interest ("FCI") until a feasibility study has been completed, or a net smelter return ("NSR") royalty.

Project	Core Commodity	JV Funding Partner	Pioneer Equity
Acra	Ni-Cu Sulphide	Xstrata Nickel Aust. Pty Ltd	0.5% NSR Royalty
Balagundi	VMS, Au	Alphabrax Pty Ltd	\$2.0 million farm-out
Larkinville	Au, Ni Sulphide	Ramelius Resources Limited	20% Ni 25% Au FCI
Wattle Dam	Ni Sulphide	Ramelius Resources Limited	20% Ni FCI
Maggie Hays Hill	Ni Sulphide	Norilsk	20% FCI
Pioneer Dome	Ni Sulphide	Panoramic	20% FCI
Mt Chester	Manganese, Iron	Mineral Resources Limited	royalty by formula
Mt Desmond	Cu, Au	Silver Lake Resources Limited	1.5% NSR royalty
Heazlewood-Whyte River (Tas)	Ni, Cu, PGE	Bass Metals Limited	2% NSR royalty
Heazlewood-Whyte River (Tas)	Tungsten, Iron, Tin	Venture Minerals Limited	2% NSR royalty
Fairwater Project	Ni-Cu Sulphide, Au	National Minerals Pty Ltd	75%. Pioneer funded

Yours faithfully



Managing Director

Mr David Crook
Pioneer Resources Limited
Telephone: (+61 8) 9322 6974

Glossary:

“Aircore” is a blade drilling technique which returns relatively uncontaminated samples through a central annulus inside the drill pipes. It is used to test the regolith (near surface unconsolidated and weathered rock) as an alternative to RAB drilling when conditions are wet, sandy or holes need to go deeper than that achievable by RAB.

“Diamond Drilling” or “Core Drilling” uses a diamond-set drill bit to produce a cylindrical core of rock.

“EM” means electromagnetic, a geophysical survey technique used to locate conductive rocks which may include nickel sulphide mineralisation. There are a number of configurations of transmitters, receivers and processing available depending on the application. SAMSON is a type of receiver with a very low signal to noise ratio.

“g/t” means grams per tonne (used for precious metals) and is equivalent to ppm.

“ppm” means 1 part per million by weight.

“POW” means program of work, an environmental approval process required by the Department of Mines and Petroleum.

“RAB” means rotary air blast, a cost-effective drilling technique used to test the regolith (near surface unconsolidated and weathered rock) for plumes of trace-level gold that may have dispersed from a nearby primary source of gold. In this type of work gold values above 0.2g/t are considered anomalous and above 1g/t, very anomalous.

“RC” means reverse circulation, a drilling technique that is used to return uncontaminated pulverised rock samples through a central annulus inside the drill pipes. RC samples can be used in industry-standard Mineral Resource estimates.

“Au” means gold.

“Cu” means copper.

“Ni” means nickel.

“N”, “S”, “E”, or “W” refer to the compass orientations north, south, east or west respectively.

“pXRF” means portable x-ray fluorescence. Pioneer owns an Olympus portable XRF analyser which is an analytical tool providing semi-quantitative analyses for a range of elements ‘in the field’.

Competent Person

The information in this report that relates to Exploration Results is based on information compiled by Mr David Crook. Mr Crook is a full time employee of Pioneer Resources Limited and a member of The Australasian Institute of Mining and Metallurgy (member 105893). Mr Crook has sufficient experience which is relevant to the styles of mineralisation and types of deposit under consideration and to the activities 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'. Information in respect of soil geochemical data and interpretations was provided by Dr Nigel Brand, and Information in respect of geophysical data and interpretations was provided by Mr Ben Jones. Mr Crook, Dr Brand and Mr Jones consent to the inclusion in the report of the matters based on their information in the form and context in which it appears.

Caution Regarding Forward Looking Information

This document may contain forward looking statements concerning the projects owned by the Company. Statements concerning mining reserves and resources may also be deemed to be forward looking statements in that they involve estimates based on specific assumptions.

Forward-looking statements are not statements of historical fact and actual events and results may differ materially from those described in the forward looking statements as a result of a variety of risks, uncertainties and other factors. Forward-looking statements are inherently subject to business, economic, competitive, political and social uncertainties and contingencies. Many factors could cause the Company's actual results to differ materially from those expressed or implied in any forward-looking information provided by the Company, or on behalf of, the Company. Such factors include, among other things, risks relating to additional funding requirements, metal prices, exploration, development and operating risks, competition, production risks, regulatory restrictions, including environmental regulation and liability and potential title disputes.

Forward looking statements in this document are based on the Company's beliefs, opinions and estimates of the Company as of the dates the forward looking statements are made, and no obligation is assumed to update forward looking statements if these beliefs, opinions and estimates should change or to reflect other future developments.

There can be no assurance that the Company's plans for development of its mineral properties will proceed as currently expected. There can also be no assurance that the Company will be able to confirm the presence of additional mineral deposits, that any mineralisation will prove to be economic or that a mine will successfully be developed on any of the Company's mineral properties. Circumstances or management's estimates or opinions could change. The reader is cautioned not to place undue reliance on forward-looking statements.

Appendix 5B

Mining exploration entity quarterly report

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

Name of entity

PIONEER RESOURCES LIMITED

ABN

44 103 423 981

Quarter ended ("current quarter")

30 March 2013

Consolidated statement of cash flows

	Current quarter \$A'000	Year to date (6 months) \$A'000
Cash flows related to operating activities		
1.1 Receipts from product sales and related debtors	-	-
1.2 Payments for (a) exploration & evaluation	(594)	(2,789)
(b) development	-	-
(c) production	-	-
(d) administration	(201)	(930)
1.3 Dividends received	-	-
1.4 Interest and other items of a similar nature received	32	167
1.5 Interest and other costs of finance paid	-	-
1.6 Income taxes paid	-	-
1.7 Other – Joint venture exploration funding	-	-
Other – GST paid on sale of Mt Jewell Gold Project	-	(800)
Other income	-	2
Net Operating Cash Flows	(763)	(4,350)
Cash flows related to investing activities		
1.8 Payment for purchases of: (a) prospects	(700)	(700)
(b) equity investments	-	-
(c) other fixed assets	(3)	(13)
1.9 Proceeds from sale of: (a) prospects – Western Mt Jewell Gold Project *	1,200	1,200
(b) equity investments	-	-
(c) other fixed assets	-	-
1.10 Loans to other entities	-	-
1.11 Loans repaid by other entities	-	-
1.12 Other	-	-
Net investing cash flows	497	487
1.13 Total operating and investing cash flows (carried forward)	(266)	(3,863)

1.13	Total operating and investing cash flows (brought forward)	(266)	(3,863)
	Cash flows related to financing activities		
1.14	Proceeds from capital raisings etc.	-	-
1.15	Share issue costs	-	-
1.16	Proceeds from borrowings	-	-
1.17	Repayment of borrowings	-	-
1.18	Dividends paid	-	-
1.19	Other – Share issue costs	-	-
	Net financing cash flows	-	-
	Net increase (decrease) in cash held	(266)	(3,863)
1.20	Cash at beginning of quarter/year to date	3,701	7,298
1.21	Exchange rate adjustments to item 1.20	-	-
1.22	Cash at end of quarter	3,435*	3,435*

- * As announced on 6 June 2012 the Company completed the sale of its Western Mt Jewell Gold Project to Carrick Gold Limited for A\$8 million, with the first instalment of A\$4.5 million received during the year ended 30 June 2012 with the balance of A\$3.5 million due as follows: A\$1.2 million on 6 March 2013, A\$1.2 million due 6 March 2014 and A\$1.1 million due on 6 March 2015.

Payments to directors of the entity and associates of the directors

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

		Current quarter \$A'000
1.23	Aggregate amount of payments to the parties included in item 1.2	\$119
1.24	Aggregate amount of loans to the parties included in item 1.10	-

1.25 Explanation necessary for an understanding of the transactions

Within item 1.2

- (i) Managing Director and Non-Executive Directors' remuneration - \$119k

Non-cash financing and investing activities

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

NIL

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

NIL

Financing facilities available

Add notes as necessary for an understanding of the position.

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

Estimated cash outflows for next quarter

	\$A'000
4.1 Exploration and evaluation	350
4.2 Development	-
4.3 Production	-
4.4 Administration	250
Total	600

Reconciliation of cash

Reconciliation of cash at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows.	Current quarter \$A'000	Previous quarter \$A'000
5.1 Cash on hand and at bank	67	44
5.2 Deposits at call	3,368	3,657
5.3 Bank overdraft	-	-
5.4 Other (provide details)	-	-
Total: cash at end of quarter (item 1.22)	3,435	3,701

Changes in interests in mining tenements

		Tenement reference	Nature of interest (note (2))	Interest at beginning of quarter	Interest at end of quarter
6.1	Interests in mining tenements relinquished, reduced or lapsed	E25/452	Registered Holder	100%	0%
6.2	Interests in mining tenements acquired or increased	E26/139	Change of Interest	56%+	100%#
		M26/219	Change of Interest	56%+	100%#
		M26/220	Change of Interest	56%+	100%#
		M26/221	Change of Interest	56%+	100%#
		M26/222	Change of Interest	56%+	100%#
		M26/223	Beneficial Interest	0%	100%#
		M26/225	Change of Interest	56%+	100%#
		M26/284	Beneficial Interest	0%	100%#
		M26/285	Change of Interest	56%+	100%#
		M26/286	Change of Interest	56%+	100%#
		M26/287	Beneficial Interest	0%	100%#
		M26/288	Beneficial Interest	0%	100%#
		M26/289	Beneficial Interest	0%	100%#
		M26/384	Change of Interest	56%+	100%#
		E27/486	Registered Holder	0%	100%
		E27/487	Registered Holder	0%	100%
		E27/491	Registered Holder	0%	100%
		E28/2253	Registered Holder	0%	100%
		E28/1746	Change of Interest	20%	100%*
		E27/278	Change of Interest	20%	100%*
		E28/2109	Change of Interest	20%	100%*
		P28/1120	Change of Interest	20%	100%*

Notes + excluded gold rights, # all minerals, * all minerals except Ni

Issued and quoted securities at end of current quarter

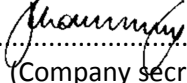
Description includes rate of interest and any redemption or conversion rights together with prices and dates.

	Total number	Number quoted	Issue price per security (see note 3) (cents)	Amount paid up per security (see note 3) (cents)
7.1 Preference *securities (description)	-	-		
7.2 Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions				

7.3	*Ordinary securities	521,974,885	521,974,885		Fully Paid
7.4	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs				
7.5	*Convertible debt securities <i>(description)</i>				
7.6	Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted				
7.7	Options <i>(description and conversion factor)</i>			<i>Exercise price</i>	<i>Expiry date</i>
	Unlisted Options	750,000	-	22 cents each	30 June 2013
	Unlisted Options	3,366,665	-	8.5 cents each	30 Nov 2013
	Unlisted Options	3,341,665	-	10 cents each	30 Nov 2013
	Unlisted Options	3,341,670	-	12 cents each	30 Nov 2013
	Unlisted Options	433,333	-	8.5 cents each	31 Dec 2013
	Unlisted Options	433,333	-	10 cents each	31 Dec 2013
	Unlisted Options	433,334	-	12 cents each	31 Dec 2013
	Unlisted Options	4,333,331	-	3.5 cents each	30 Nov 2014
	Unlisted Options	4,333,331	-	4.5 cents each	30 Nov 2014
	Unlisted Options	4,333,338	-	5 cents each	30 Nov 2014
	Unlisted Options	15,000,000	-	10 cents each	12 Oct 2015
	Unlisted Options	30,000,000	-	30 cents each	12 Oct 2017
7.8	Issued during quarter	-			
7.9	Exercised during quarter	-			
7.1 0	Expired during quarter Unlisted Options	-	-	-	-
7.1 1	Debentures <i>(totals only)</i>				
7.1 2	Unsecured notes <i>(totals only)</i>				

Compliance statement

- 1 This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Act or other standards acceptable to ASX (see note 4).
- 2 This statement does ~~/does not* (delete one)~~ give a true and fair view of the matters disclosed.

Sign here:  Date: 29 January 2013
(Company secretary)
Print name: JULIE ANNE WOLSELEY

Notes

- 1 The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.
- 2 The "Nature of interest" (items 6.1 and 6.2) includes options in respect of interests in mining tenements acquired, exercised or lapsed during the reporting period. If the entity is involved in a joint venture agreement and there are conditions precedent which will change its percentage interest in a mining tenement, it should disclose the change of percentage interest and conditions precedent in the list required for items 6.1 and 6.2.
- 3 **Issued and quoted securities** The issue price and amount paid up is not required in items 7.1 and 7.3 for fully paid securities.
- 4 The definitions in, and provisions of, *AASB 1022: Accounting for Extractive Industries* and *AASB 1026: Statement of Cash Flows* apply to this report.
- 5 **Accounting Standards** ASX will accept, for example, the use of International Accounting Standards for foreign entities. If the standards used do not address a topic, the Australian standard on that topic (if any) must be complied with.

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