ASX Announcement
30 January 2015

BLACKHAM
Resources Limited

ASX CODE
BLK

CORPORATE INFORMATION
143.6M Ordinary Shares
18.3M Unlisted Options

ABN: 18 119 887 606

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QUARTERLY REPORT
DECEMBER 2014

The Board of Blackham Resources Limited ('Blackham' or 'the Company') is pleased to present the December 2014 quarterly activities report.

HIGHLIGHTS INCLUDE:

Matilda Gold Project - (100% BLK)

- **4.4Moz gold resource, a 14 - fold increase in 3 years**
- **Measured & indicated resource - 17Mt @ 3.8g/t for 2.0Moz Au**
- **Increase to high grade quartz reef resources to 1.0Mt @ 4.9g/t for 171,000oz Au**
- **All resources are within 20km radius of the 100% owned gold plant**
- **Initial Mineral Inventory published of 5.0Mt @ 2.8g/t for 454,000oz Au. Mining studies ongoing on the rest of the Resources.**
- **Galaxy metallurgical recoveries ~ 95-98%**
- **Exploration targets defined to grow the Matilda Mine life**
- **Blackham will continue to focus on free-milling, open-pit and shallow underground targets from the Matilda Gold Project**

Fraser Range Nickel Prospect (80% BLK, RTR earning 75%)

- **Multiple bedrock conductors identified at Zanthus to be drilled in March 2015 by RTR.**

Wiluna Nickel Prospects (100% BLK)

- **Geological review of the Wiluna Nickel Prospects completed**

Corporate

- **$2.7 million funding package - November 2014**
- **$3.0 million placement closes oversubscribed – January 2015**

Matilda Gold Project, Western Australia

The acquisition of the WGP plant and infrastructure in 2014 re-positions Blackham as a future gold producer with 4.4 million ounces of gold resource combined with a 780km2 exploration package and 55km of prospective strike which has produced over 4 million ounces. The WGP gold plant is located in the centre of the Matilda Gold Project. The expanded Matilda Gold Project now includes combined resources of **42Mt @ 3.3g/t for 4.4Moz Au** (Table 3). Blackham is focused on the free-milling resources which it intends to process through the established low risk circuit at the WGP of crushing, grinding, gravity and carbon in leach. The WGP plant operated up until June 2013. Blackham's ability to use the plant in its current location considerably reduces the cost of developing the free-milling open pit Matilda deposits. Blackham has advanced its mining and processing studies further during the quarter with a view to converting a critical mass of resources from the 4.4Moz Au. Considerable work has been undertaken on mining parameters for optimisations and designs for the key resource areas of the Matilda Gold Project.

Geology

During the quarter, Blackham updated all of the Matilda Gold Project's **42Mt @ 3.3g/t for 4.4Moz** gold resources to JORC 2012 standard (see Table 3). **17Mt @ 3.8g/t for 2.0Moz** are in the Measured and Indicated Resource categories. The upgrading to JORC 2012 was a necessary pre-requisite for completion of the Pre-Feasibility Study.

In conjunction with exploration and extension drilling of known resources, confidence of current resources for conversion to reserves has improved. Currently 74% of the resources contained in open pit designs and optimisations are in the Measured and Indicated resource categories. This level of resource definition will allow for quick conversion of resources once the engineering parameters are finalised for the prefeasibility study (PFS). The Matilda Mine Resource is in the process of being re-estimated to incorporate the drilling that has taken place over the last 18 months. A further drill campaign is currently being planned for further infill and extensional holes at the Matilda Mine which underpins the front end feed for the plant over the first 4 years.

Metallurgy

The Matilda Mine prefeasibility metallurgical test work has been applied to optimising the milling capability of the WGP plant. The planned processing route will be crush, grind, gravity then CIL. The free milling ore is to be initially processed through both Mill 1 and Mill 2 for an average throughput of 1.3Mtpa. Studies indicate that metallurgical recoveries from the Matilda Mine will be in the order of 92%.

Galaxy metallurgical test work indicates very good gravity and leach recoveries of 98%.

Limited further test work will be required for Williamson due to over 660,000 tonnes of ore having historically been processed through the Mill 1 circuit. This will assist in narrowing down and minimising the final PFS test work.

Metallurgical recoveries for the first 4 years of Mineral Inventory average 90%.

Mining Engineering and Associated Studies

Mining engineering work is moving into prefeasibility with initial designs completed on the main open pit mining centre at Matilda. Considerable work has been undertaken on mining parameters for optimisations and designs for the key resource areas of the Matilda Gold Project. The initial Matilda Mine Scoping Study formed the framework to approach contractors and other service providers to develop a new cost structure for inclusion in the current work programme. Since acquiring the WGP Plant and infrastructure there has been significant interest in the project from contractors, fleet hire companies, equipment suppliers and service providers which allows the

company to asses all possible options for operating the site to achieve the lowest possible capital and operating cost structure. Blackham is currently in the process of re-quoting on the mining estimates from the previous quotes received 18 months ago. With reductions in diesel prices, salary and equipment prices it is expected there is scope to reduce the mining contractor quotes.

Geotechnical reviews have been ongoing as the team has been obtaining input from past studies and assessments from consultants that were involved with the initial mining at Matilda and Williamson. Hydrological work will also leverage off past work with extensive studies completed at Williamson plus Matilda being previously assessed as part of an application for a ground water licence. Mining and processing reconciliations for both Matilda and Williamson are being analysed to ensure all available performance data is taken into account during the prefeasibility study. With initial designs completed, geotechnical and hydrological assessments can now be undertaken to ensure engineering confidence is at a prefeasibility level.

Mining Inventory

Of the open pit and underground mining studies completed to date the current Mining Inventory contains **4.9Mt @ 2.8g/t for 454,000oz** Au contained ounces to be processed over 3 years 10 months, or an average annual production of 1.3Mt and 119,000oz Contained Gold.

Table 1: Matilda Mining Inventory

		Production	
		Average Annual	**Yrs 1 to 4**
Tonnes Milled	t	**1,300,000**	**4,987,000**
Processed Grade	g/t	**2.8**	**2.8**
Processed Ounces	oz	**119,000**	**454,000**
Recovery	%	**90%**	**90%**
Recovered Ounces	**oz**	**106,000**	**407,000**

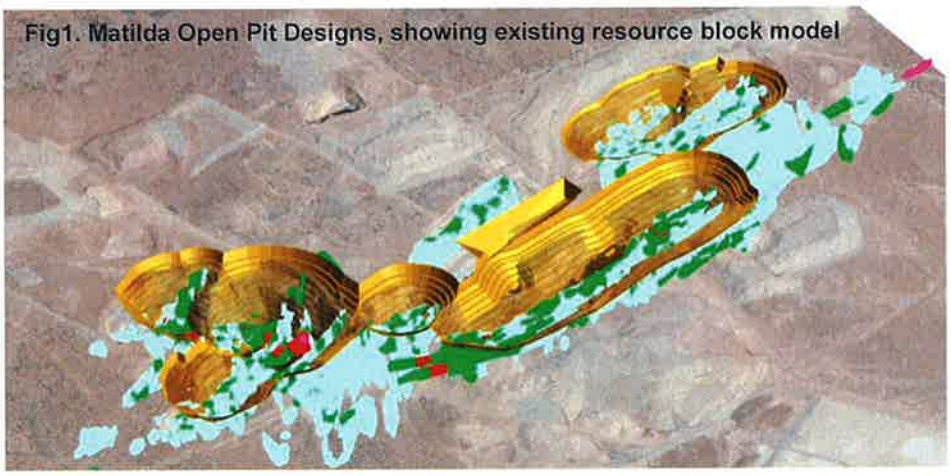


Fig1. Matilda Open Pit Designs, showing existing resource block model

The Mining studies to date have focused on Galaxy, Golden Age, Matilda, Williamson and Calvert deposits. The last 4 of these deposits have been mined previously and processed through the WGP plant. 74% of the open pit Mining Inventory is to an Indicated Resource confidence. Blackham notes that over 97% of the Inferred Resources in the Mineral Inventory are coming from deposits that have previous mining that gives further confidence as to the grade of these Inferred Resources. Generally there is a low level of geological confidence associated with Inferred mineral resources and there is no certainty that further exploration work will result in the determination of Indicated mineral resources or that the production target itself will be realized.

Resources of a further **37Mt @ 3.3g/t for 3.9Moz** (46% of which is Indicated Resource) are sitting outside the above Mineral Inventory. Blackham is continuing to review its mining and processing studies with a view to bring further resources into the mine life prior to completion of the Feasibility.

Cash operating costs (AISC – all in sustaining) are expected to be in the order of A$1,000 to A$1,100/oz. The mining contractor rates were last confirmed 18 months ago and these rates are expected to have come off significantly in that period due to cheaper equipment, salary and diesel costs. Blackham will obtain revised mining contractor quotes prior to completion of the Pre-Feasibility Study over the project.

Plant and Infrastructure Refurbishment

Running in parallel to the metallurgy studies is the preparation work for the refurbishment of the free milling circuit. The initial mothballing of the refractory circuit means there is a significant reduction in plant to refurbish and maintain which has a material effect in reducing the initial cost structure of the processing facility. In addition to refurbishment it is currently envisaged a gravity circuit will also be included in the process to assist in increasing recoveries and further reduce operating costs. There has been considerable interest from engineering companies and associated entities able to assist with refurbishment reflecting the excess capacity in the market.

The initial start-up capital to re-commission the Matilda Gold Project is estimated at $24.6 million. These funds are planned to be spent in the four months following development decision. The project is cash flow positive within 5 months of development decision. The initial capital of $24.6M represents the maximum cash deficiency prior to the project being cash flow positive.

The initial capital includes $15.7 million for refurbishment of the plant, tailings dam extensions and power station refurbishment which has been estimated by independent consultants and contractors. The refurbishment of the plant assumes an EPCM contractor is appointed to manage this process. The Company has also had initial discussions with power contractors interested in owning the power station and selling the project power over the fence. Mining and working capital of $8.9 million is also needed to commission the project.

With robust economics and quick payback period at current gold prices Blackham is confident the bulk of the plant and infrastructure refurbishment costs can be financed out of debt.

Approvals

The Department of Environment and Regulation (DER) has transferred the Environmental Protection Act 1986 licence to Matilda Operations Pty Ltd, a 100% owned subsidiary of Blackham Resources Limited. The licence primarily allows for the processing of ore, mine dewatering extraction and discharge plus other activities required for the operation of the site. The Department of Water (DoW) has transferred all the licences required for extraction of water for processing of ore and dewatering for mining purposes to Matilda Operations Pty Ltd. With most of the approvals for the operation of the Wiluna plant now in place along with current notices of intent to mine over Matilda and Williamson, there are only limited approvals required to commence operations.

Growing the Matilda Mine Life

In January, Blackham reported a summary of exploration targets at the Matilda Gold Project. Blackham has defined and ranked over 70 exploration prospects, with 8 drill-ready target areas described herein. On 19 December 2014, Blackham outlined its initial Mineral Inventory of **5.0Mt @ 2.8g/t for 454,000oz Au** that it plans to process though its 100% owned WGP plant within the first 4 years. Mine planning and development work is ongoing on the total gold resource base of **42Mt @ 3.3g/t for 4.4Moz.** The exploration programme is designed to build on the existing Mineral Inventory with the goal of developing greater than 10 years mine life at the Matilda Gold Project.

The table 2 below shows approximate exploration budgets to initially test the exploration targets, and to define inferred resources if drilling proves successful.

Table 2: Exploration Target Summary

	Exploration Targets*						Budget to Inferred
	Tonnes (Mt)		Grade (g/t)		Ounces (koz)		
	Low	High	Low	High	Low	High	$'000
Bulletin	2	3	3	3.5	190	340	$ -
Republic Reef	0.3	1	6	10	65	320	$ 225
Brothers Reef	0.3	1	6	10	65	320	$ 225
Caledonia Reef	0.5	2.0	6	10	100	650	$ 300
M1 Underground	0.4	1.5	6	8	80	390	$ 750
M4 (+M2) North	0.3	1.1	2	3	20	100	$ 200
Williamson	1.5	4.5	1.5	2	70	290	$ 670
Carrol-Prior	7	11	1	1.8	230	640	$ 670
Total	12	25	2.1	3.8	820	3,050	$ 3,040

Includes rounding errors.

The potential quantity and grade of these exploration targets is conceptual in nature, there has been insufficient exploration to estimate a mineral resource, and it is uncertain if further exploration will result in the estimation of a resource. See ASX Announcement of 15 January 2015.

Bulletin Pit Cutback

Blackham is targeting remnant mineralisation beneath the Bulletin pit for a potential pit cutback. Bulletin was mined to a depth of approximately 70m during the 1990's, and historically from underground. Blackham is currently estimating the resource based on remnant pillars and un-mined parallel lodes evident in the existing drilling coverage, with a view to completing a pit optimisation study over the 2km-long Bulletin- Happy Jack trend (Fig2). Similar remnant mineralisation beneath the Happy Jack pit is already within the resource inventory.

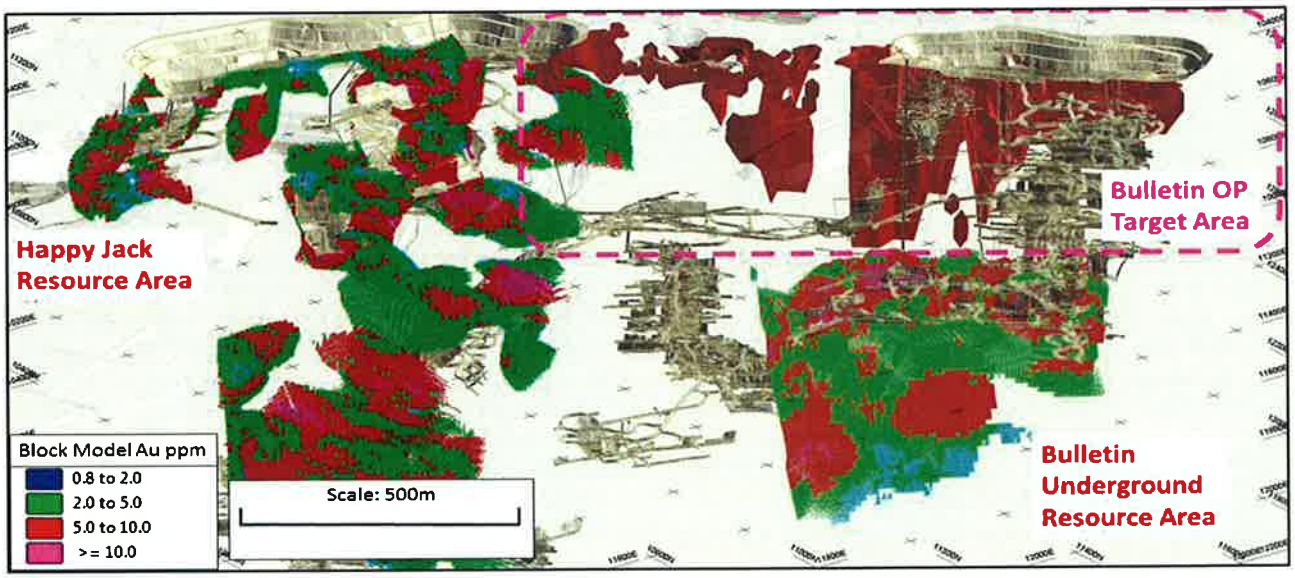


Fig2. Bulletin Open Pit target area, showing existing block models for Happy Jack & Bulletin Deeps, and modelled Bulletin lodes shown in red around the existing pit and historical underground workings.

Blackham has defined an oxide + transitional + fresh (refractory gold) exploration target by modelling existing assay results within multiple stacked lodes over a strike length of 1.1km to a depth of 200m surrounding the historically mined areas. Shallower levels of the deposit are closely drilled with RC and diamond core on 20m and 25m spaced sections, with holes spaced 10-15m apart on each section. Modelling yields an exploration target* of 2 – 3Mt @ 3 – 3.5g/t for 190 – 340koz, including a 25% variance appropriate to the current preliminary nature of the estimate. The Company is in the process of estimating the resource over the Bulletin target and will update the market accordingly.

* the potential quantity and grade of these exploration targets is conceptual in nature, there has been insufficient exploration to estimate a mineral resource, and it is uncertain if further exploration will result in the estimation of a resource. See ASX Announcement of 15 Jan 2015.

Republic & Brothers Quartz Reefs

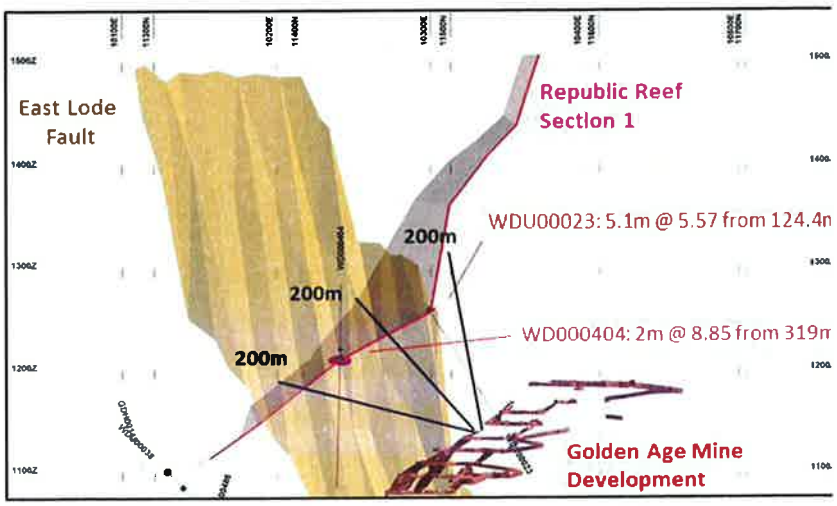
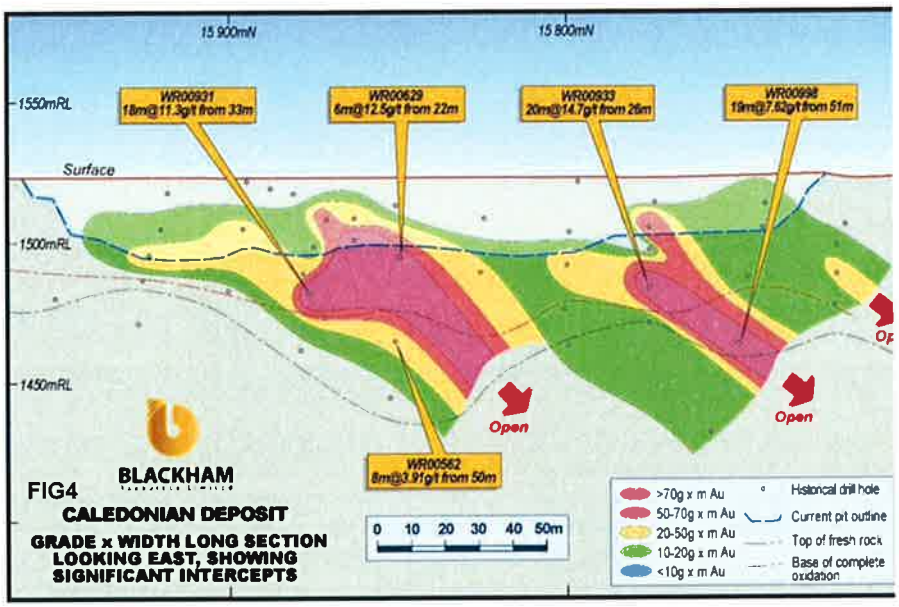


Fig3. Section view of Republic Reef showing planned drill pattern

Republic and Brothers quartz reefs rank as high-priority exploration targets* owing to their proximity to existing mine infrastructure, and their similar geometry to the Golden Age reef which produced 160,000oz gold at a head grade of 9g/t. Historical production indicates these quartz reefs are free-milling with good recoveries and low processing costs. The Republic and Brothers reefs are situated just 150m above and 250m below the Golden Age reef, respectively, yet they have received little systematic exploration below 70m from surface. Historical drilling intercepts from the Republic and Brothers reefs are from holes that targeted deeper sulphide mineralisation on the East Lode Fault system (ELF). The Republic and Brothers reefs extend from surface to greater than 600m metres below surface. The exploration targets have greater than 400m strike extent and 300m of dip extent, in zones close to the ELF, and are modelled from historical drilling data (Fig3). For more information on significant intercepts from Republic and Brothers reefs see ASX Announcement of 3 October 2014.

Caledonian Reef System



The Caledonian Reef system is interpreted as a faulted off portion of the Golden Age reef and extends as an outcrop for over 3km northwest of the Wiluna mining centre. The reef includes the Caledonian and Lake Way mines and numerous other prospects. Recorded gold production from various shallow artisanal workings totals 3,500t @ 30g/t for 3,400oz, with additional production from the historical Lake Way gold mine estimated to be ~30kt @ 15g/t for ~15koz. These artisanal workings have been mined to the water table at a depth of 50m, with very limited drilling below these levels. In the early 1990's, the Caledonian pit produced 27,980t @ 2.79g/t with high grade shoots modelled beneath the pit (Fig4).

Matilda Mine M1 Down-Plunge Extensions

The last Matilda Mine resource estimate is based upon drill data up until June 2013. The Matilda Mine resources are currently in the process of being re-estimated. Recent drilling has shown that high-grade lodes pinch and re-appear in a predictable fashion down-plunge at Matilda. The M1 exploration target* comprises a further six shoots modelled down-plunge of M1. Blackham has previously reported the discovery of new shoots on the West and Central structures at M1 (ASX release 17th September 2014), with intercepts including:

12m @ 7.44g/t Au from 239m including **7m @ 11.9g/t** from 244m	MARC0166
2m @ 7.75g/t Au from 290m	MARC0174
13m @ 6.76g/t Au from 236m including **6m @ 13.0g/t** from 236m	MTRC0014
12m @ 5.7g/t Au from 190m including **4m @ 10.5g/t** from 198m	MDDH031

* the potential quantity and grade of these exploration targets is conceptual in nature, there has been insufficient exploration to estimate a mineral resource, and it is uncertain if further exploration will result in the estimation of a resource. See ASX Announcement of 15 Jan 2015.

Matilda shows close geological similarities (structure, alteration, rock types and mineralisation) to the Gwalia deposit at Leonora (St Barbara Mines Ltd) which is currently being mined at 1,500m below surface. At Matilda there has been very limited drilling greater than 300m below surface.

Williamson-Carroll-Prior

Williamson, Carroll and Prior are free-milling gold deposits located 20km south of the Wiluna processing plant. The exploration target* has been determined using a combination of exploration results to date, the strike and extent of existing resources at Williamson and the strike and width of known mineralised structures . Only a small number of holes have been drilled outside the current resource area, below and along strike to the north and south of Williamson. RWD00018 returned an outstanding intersection of **3.5m @ 35.5g/t** Au from 372m. The exploration target* also includes shallow mineralisation located along strike north and south of Williamson.

The exploration target* at Carroll and Prior is derived by taking the length-weighted average of existing assay results within multiple stacked lodes that have been modelled over a strike length of 1-1.5km, to a depth of 150m and average widths of 10-20m. The predominantly aircore drilling is on 80m-spaced lines with holes spaced 20m apart on lines. The estimate yields 7 - 11 Mt @ 1-1.8g/t for 230-640koz, including a 25% variance appropriate to the current preliminary nature of the estimate.

Blackham's exploration targets* are advanced-stage free-milling (with the exception of Bulletin which is high-grade oxide & refractory) prospects with near-term development potential within a 20km radius of its 100% owned WGP Plant. The availability of significant historical information, including previous drilling and mining data, allows these targets to be efficiently tested at minimal cost, with a view to adding resources that management believes at least a significant portion may fall into the Mineral Inventory. The Company's goal is to build at least 10 years of mine life at the Matilda Gold Project from its current Mineral Inventory of 454,000oz, its 4.4Moz of Resources and its most attractive Exploration Targets*.

Zanthus Project – Fraser Range (BLK 80% - RTR earning 75%) Western Australia

In January 2015, Rumble Resources Ltd (ASX: "RTR") announced it was fast tracking approvals to complete a high impact drilling program in March 2015. Rumble will drill 5 shallow bedrock conductors across the Zanthus eye feature 20km's east of Nova Bollinger nickel copper massive sulphide discoveries. 5 RC holes for 750 metres will be completed with 3 highly conductive bedrock conductors which may represent magmatic massive nickel sulphides. See Fig 5. They are located in and around the "eye" feature which is interpreted as an elliptical magnetic rimmed intrusive body some 2km in length and up to 1km wide and of similar size to the Nova "eye" feature.

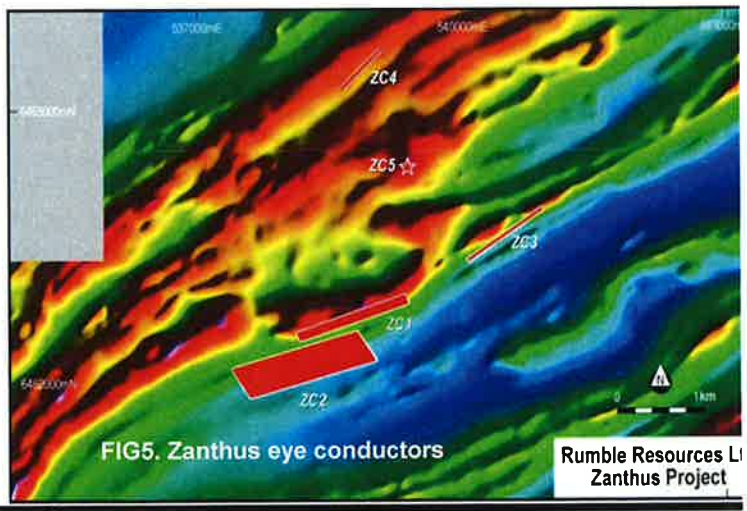


FIG5. Zanthus eye conductors

Rumble Resources L
Zanthus Project

- ZC1, ZC2 and ZC3 are of high conductance and are situated at reasonably shallow depth to top (~100-200m) which will be a high-priority for drilling (see Fig 6).
- ZC4 and ZC5 - All 5 targets are to be tested as part of Rumbles drill program planned for March 2014.

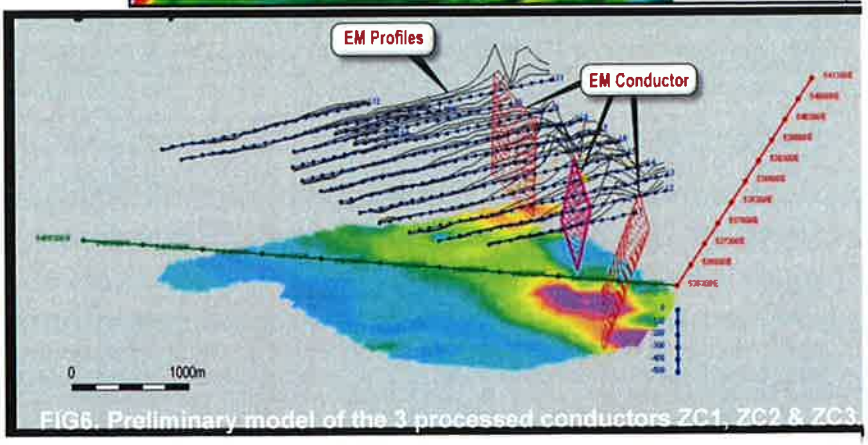


FIG6. Preliminary model of the 3 processed conductors ZC1, ZC2 & ZC3

* the potential quantity and grade of these exploration targets is conceptual in nature, there has been insufficient exploration to estimate a mineral resource, and it is uncertain if further exploration will result in the estimation of a resource. See ASX Announcement of 15 Jan 2015.

Corporate

At the end of December the Company had $1.06 million in cash and liquids.

During November 2014, the Company completed a placement of 4.2 million shares to raise $483,000 at $0.115 per share before expenses. Blackham also advised that it had strengthened its relationship with Lanstead Capital L.P., a UK based institutional investor, by signing a subscription agreement under which Lanstead provides further funding of $2,200,000 before expenses by way of a subscription for 19,130,455 shares at a price of $0.115 per share. See ASX announcement of 30 October 2014.

On 29 January 2015, Blackham announced that it has received firm commitments for a placement of 33.3 million shares to raise $3.0 million before expenses at $0.09 per share to new and existing institutional, sophisticated and professional investors. The Placement, led by BW Equities Pty Ltd, had good support from Blackham's existing and new shareholders and closed significantly oversubscribed. Blackham welcomes the uptake from the new institutional investors and the sophisticated and professional investors which delivers further financial capacity to the Company's register.

Discussions are progressing well with a number of strategic investors and debt providers that have expressed an interest in further financing the Matilda Gold Project through exploration, feasibility and into production.

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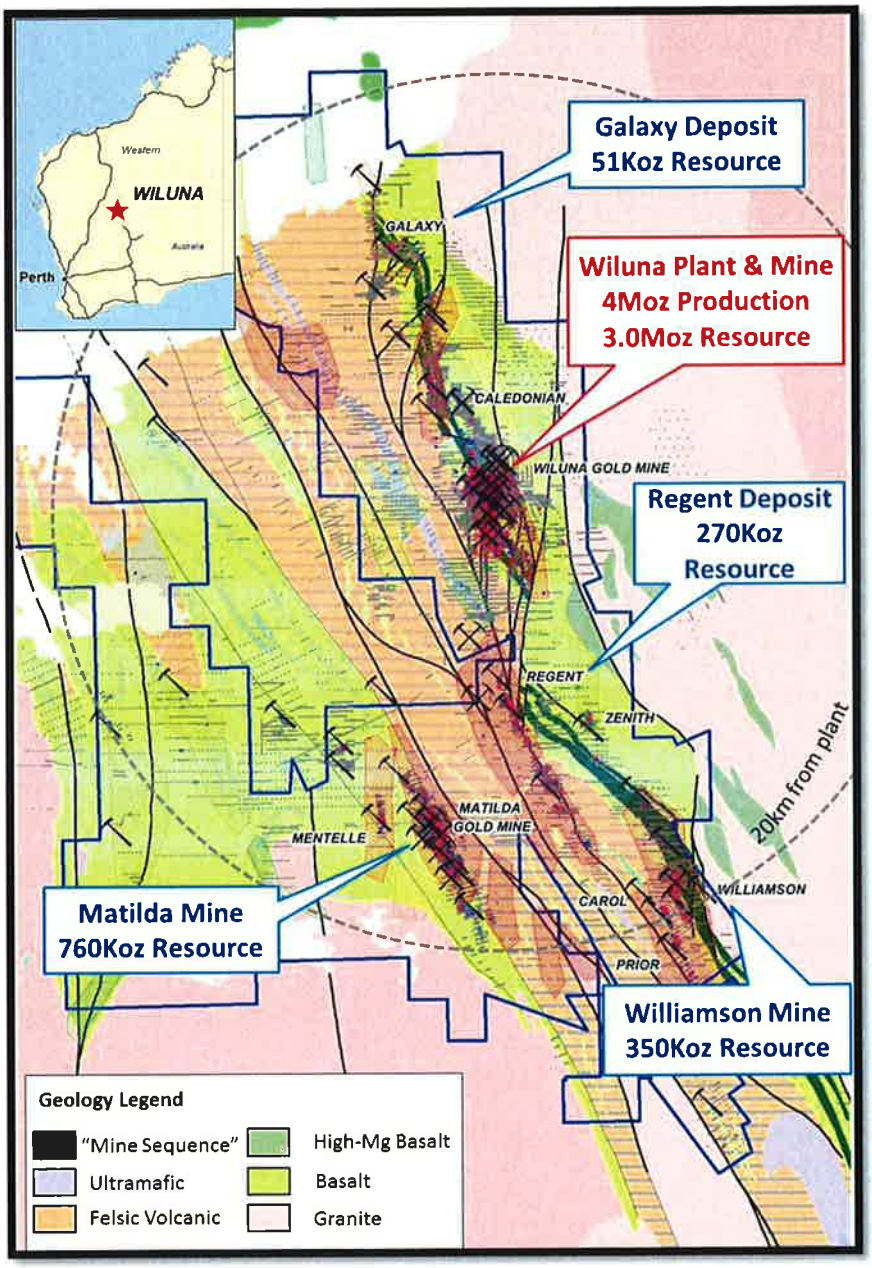
Matilda Gold Resources

Blackham's resources at the expanded Matilda Gold Project are currently **42Mt @ 3.3g/t** for **4.4Moz** Au.

Table 3. Matilda Gold Project Resource Summary

Mining Centre	Measured			Indicated			Inferred			Total 100%		
	Mt	g/t Au	Koz Au	Mt	g/t Au	Koz Au	Mt	g/t Au	Koz Au	Mt	g/t Au	Koz Au
Matilda Mine	0.1	2.4	9	4.7	2.0	300	8.2	1.7	450	13	1.8	**760**
Williamson Mine				2.7	1.7	150	3.6	1.7	200	6.3	1.7	**350**
Regent				0.7	2.7	61	3.1	2.1	210	3.9	2.2	**270**
Galaxy				0.2	3.3	25	0.3	2.6	26	0.6	2.9	**51**
Golden Age				0.2	8.6	40	0.3	6.8	80	0.5	7.4	**120**
East Lode				1.0	5.2	170	2.3	4.7	340	3.3	4.8	**510**
West Lode Calvert				1.4	5.5	240	2.8	5.2	460	4.2	5.3	**700**
Henry 5 - Woodley - Bulletin				2.1	5.9	400	0.8	4.6	120	2.9	5.6	**520**
Burgundy - Calais				1.292	6.0	250	0.3	5.7	60	1.61	6.0	**310**
Happy Jack - Creek Shear				1.5	5.9	290	1.3	4.8	200	2.9	5.4	**490**
Other Wiluna Deposits				0.99	3.5	110	1.8	4.0	230	2.8	4.1	**340**
Total	0.1	2.4	9	17	3.8	2,036	25	3.0	2,376	42	3.3	4,421

Mineral Resource estimates are not precise calculations, being dependent on the interpretation of limited information on the location shape and continuity of the occurrence and on the available sampling results. The figures in Table 3 above are rounded to two significant figures to reflect the relative uncertainty of the estimate.



Competent Persons Statement

The information contained in the report that relates to Exploration Targets and Exploration Results at the Matilda Gold Project is based on information compiled or reviewed by Mr Cain Fogarty, who is a full-time employee of the Company. Mr Fogarty is a Member of the Australian Institute of Geoscientists and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which is being undertaken 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 Fogarty has given consent to the inclusion in the report of the matters based on this information in the form and context in which it appears.

The information contained in the report that relates to Mineral Resources is based on information compiled or reviewed by Mr Marcus Osiejak, who is a full-time employee of the Company. Mr Osiejak, is a Member of the Australian Institute of Mining and Metallurgy and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which is being undertaken 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 Osiejak has given consent to the inclusion in the report of the matters based on this information in the form and context in which it appears.

With regard to the Matilda Gold Project Mineral Resources, the Company is not aware of any new information or data that materially affects the information included in this report and that all material assumptions and parameters underpinning Mineral Resource Estimates as reported in the market announcements dated 20th November 2014 and 23rd of January 2014 continue to apply and have not materially changed.

Forward Looking Statements

This announcement includes certain statements that may be deemed 'forward-looking statements'. All statements that refer to any future production, resources or reserves, exploration results and events or production that Blackham Resources Ltd expects to occur are forward-looking statements. Although the Company believes that the expectations in those forward-looking statements are based upon reasonable assumptions, such statements are not a guarantee of future performance and actual results or developments may differ materially from the outcomes. This may be due to several factors, including market prices, exploration and exploitation success, and the continued availability of capital and financing, plus general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance, and actual results or performance may differ materially from those projected in the forward-looking statements. The Company does not assume any obligation to update or revise its forward-looking statements, whether as a result of new information, future events or otherwise.

SCHEDULE OF MINERAL TENEMENTS & RIGHTS
AS AT 31 DECEMBER 2014

Project	Tenement		Interest held by Blackham
Scaddan	M63/0192 to M63/194		70%
Scaddan	E63/521		70%
Scaddan	E63/1145 to E63/1146		70%
Scaddan	E63/1202 to E63/1203		70%
Zanthus	E69/2506		20% of basement rights. 100% of everything above basement.
Matilda	E53/1290		100%
Matilda	E53/1297		100%
Matilda	L53/0030		100%
Matilda	L53/0051		100%
Matilda	L53/0053		100%
Matilda	L53/0140		100%
Matilda	M53/0024 to M53/0025		100%
Matilda	M53/0034		100%
Matilda	M53/0041		100%
Matilda	M53/0052 to M53/0054		100%
Matilda	M53/0092		100%
Matilda	M53/0129		100%
Matilda	M53/0130 to M53/0131		100%
Matilda	M53/0139		100%
Matilda	M53/0188		100%
Matilda	M53/0415		100%
Matilda	M53/0797 to M53/0798		100%
Matilda	M53/0955		100%
Matilda	R53/0001		100%
Matilda	E53/1644		100%
Matilda	E53/1657		100%
Matilda	P53/1555 to P53/1560		100%
Matilda	P53/1562		100%
Matilda	P53/1563		100%
Wiluna	L53/0020 to L53/0024		100%
Wiluna	L53/0032 to L53/0045		100%
Wiluna	L53/0048		100%
Wiluna	L53/0050		100%
Wiluna	L53/0062		100%
Wiluna	L53/0077		100%
Wiluna	L53/0094		100%
Wiluna	L53/0097 to L53/0098		100%
Wiluna	L53/0103		100%
Wiluna	L53/0144		100%
Wiluna	M53/0006		100%
Wiluna	M53/0026 to M53/0027		100%
Wiluna	M53/0030		100%
Wiluna	M53/0032		100%
Wiluna	M53/0040		100%
Wiluna	M53/0043 to M53/0044		100%
Wiluna	M53/0050		100%
Wiluna	M53/0064		100%
Wiluna	M53/0069		100%
Wiluna	M53/0071		100%
Wiluna	M53/0095 to M53/0096		100%
Wiluna	M53/0173		100%
Wiluna	M53/0200		100%
Wiluna	M53/0205		100%
Wiluna	M53/0468		100%
Matilda	E53/1287 to E53/1288		100% gold and base metals
Matilda	E53/1296		100% gold and base metals
Matilda	M53/0045		100% gold and base metals
Matilda	M53/0049		100% gold and base metals
Matilda	M53/0113		100% gold and base metals
Matilda	M53/0121 to M53/0123		100% gold and base metals
Matilda	M53/0147		100% gold and base metals
Matilda	M53/0224		100% gold and base metals

Matilda	M53/0253		100% gold and base metals
Matilda	M53/0796		100% gold and base metals
Matilda	M53/0910		100% gold and base metals
Matilda	P53/1350 to P53/1352		100% gold and base metals
Matilda	P53/1355 to P53/1360		100% gold and base metals
Matilda	P53/1369 to P53/1374		100% gold and base metals
Matilda	P53/1396 to P53/1397		100% gold and base metals

P - Prospecting Licence, R – Retention Licence, L – Miscellaneous, E - Exploration Licence & M - Mining Licence

All tenements are located in Western Australia

Any changes in mining tenement interests during the quarter are covered in Section 6 of the December'14 Appendix 5B.

JORC Code, 2012 Edition – Table 1

Section 1 Sampling Techniques and Data

(Criteria in this section apply to all succeeding sections.)

Criteria	JORC Code explanation	Commentary
Sampling techniques	• *Nature and quality of sampling (eg 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 representivity 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 (eg '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 (eg submarine nodules) may warrant disclosure of detailed information.*	• This is a portion of a large drilling database compiled since the 1930's by various project owners. Only the drilling results contained in this document are considered in this table, as it is impractical to comment on the entire database. Golden Age has been mainly core drilled from underground, though some surface RAB and RC drilling has tested the shallow portions of the deposit. Drilling data contained in this report includes RC and diamond core data. Drilling data is more complete for holes drilled since the early 2000's. Sundry data on sampling quality is not available and not evaluated in earlier drilling. Blackham Resources has used reverse circulation drilling to obtain 1m samples from which ~3kg samples were collected using a cone splitter connected to the rig. • For Blackham's RC drilling, the drill rig (and cone splitter) is always jacked up so that it is level with the earth to ensure even splitting of the sample. It is assumed that previous owners of the project had procedures in place in line with standard industry practice to ensure sample representivity. • Historically, RC samples were composited in the field on 2m or 6m composites, with high-grade samples subsequently re-sampled on 1m intervals. Composited samples were spear-split, and / or reduced in size in the field using a riffle splitter to ensure sample representivity. For Blackham drilling, 4m composites were collected in the field, with 1m splits to be assayed where mineralisation is encountered. At the laboratory, samples >3kg were 50:50 riffle split to become <3kg. The <3kg splits were pulverized to produce a 50g charge for fire assay. • Gold analyses were obtained using industry standard methods; split samples were pulverized in an LM5 bowl to produce a 50g charge for assay by Fire Assay or Aqua Regia with AAS finish at the Wiluna Mine site laboratory. Blackham Resources analysed samples using Quantum Analytical Services (QAS) laboratories in Perth. Analytical method was Fire Assay with a 50g charge and AAS finish (P-FA6).

Criteria	JORC Code explanation	Commentary
Drilling techniques	• *Drill type (eg core, reverse circulation, open-hole hammer, rotary air blast, auger, Bangka, sonic, etc) and details (eg 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).*	• Historical drilling data contained in this report includes RC and DD core samples. RC sampling utilized a face-sampling hammer of 4.5" or 5.5" diameter, and DD sampling utilized NQ2 half core samples. It is unknown if core was orientated, though it is not material to this report. All Blackham drilling is RC with a face-sampling bit.
Drill sample recovery	• *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.*	• For Blackham drilling, chip sample recovery is visually estimated by volume for each 1m bulk sample bag, and recorded digitally in the sample database. For historical drilling, recovery data for drill holes contained in this report has not been located or assessed, owing to incomplete data records. Database compilation is ongoing. • For Blackham drilling, sample recovery is maximized by pulling back the drill hammer and blowing the entire sample through the rod string at the end of each metre. Where composite samples are taken, the sample spear is inserted diagonally through the sample bag from top to bottom to ensure a full cross-section of the sample is collected. To minimize contamination and ensure an even split, the cone splitter is cleaned with compressed air at the end of each rod, and the cyclone is cleaned every 50m and at the end of hole, and more often when wet samples are encountered. Historical practices are not known, though it is assumed similar industry-standard procedures were adopted by each operator. For historical drilling with dry samples it is unknown what methods were used to ensure sample recovery, though it is assumed that industry-standard protocols were used to maximize the representative nature of the samples, including dust-suppression and rod pull-back after each drilled interval. For wet samples, it is noted these were collected in polyweave bags to allow excess water to escape; this is standard practice though can lead to biased loss of sample material into the suspended fine sample fraction. Some intervals logged as 'stope' were assayed, presumably this is back-fill material and would be excluded from detailed investigation of these prospects. The presence of these intervals does not materially affect assessment of the prospects at this stage. • For Blackham drilling, no such relationship was evaluated as sample recoveries were generally very good. For historical drilling no relationship was investigated as recovery data is not available.
Logging	• *Whether core and chip samples have been geologically and*	• Samples have been routinely logged for geology, including lithology,

Criteria	JORC Code explanation	Commentary
	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.*	colour, oxidation, veining and mineralisation content. This level of detail is considered appropriate for exploration drilling. • Logging of geology and colour for example are interpretative and qualitative, whereas logging of mineral percentages is quantitative. • Holes were logged entirely. Geology data has not yet been located for some holes, database compilation is on-going.
Sub-sampling techniques and sample preparation	• *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.*	• For core samples, it is assumed that sawn half-core was routinely sampled. Holes have been selectively sampled (visibly barren zones not sampled, though some quartz vein intervals have been left un-sampled), with a minimum sample width of 0.4m and maximum of 1.4m, though typically 1m intervals were selected. • Historically, RC and RAB samples were riffle split for dry samples; wet samples were collected in polyweave bags and speared. RC and RAB samples were initially composited on 2m, 4m or 6m intervals. Composites grading >0.1g/t were subsequently assayed on 1m intervals. For Blackham drilling, 1m samples were split using a cone splitter. 4m composite samples were collected with a spear tube where mineralisation was not anticipated. Most samples were dry; the moisture content data was logged and digitally captured. Where it proved impossible to maintain dry samples, at most three consecutive wet samples were obtained before drilling was abandoned, as per procedure. • Riffle splitting and half-core splitting are industry-standard techniques and considered to be appropriate. Note comments above about samples through 'stope' intervals; these samples don't represent the pre-mined grade in localized areas. • For historical drilling, field duplicates, blank samples and certified reference standards were collected and inserted from at least the early 2000's. Investigation revealed sufficient quality control performance. No field duplicate data has been located or evaluated in earlier drilling. Field duplicates were collected every 20m down hole for Blackham holes. Analysis of results indicated good correlation between primary and duplicate samples. • Sample sizes are considered appropriate for these rock types and style of mineralisation, and are in line with standard industry practice.
Quality of assay data	• *The nature, quality and appropriateness of the assaying and laboratory procedures used and whether the technique is considered partial or total.*	• Fire assay is considered a total digestion technique, whereas aqua regia is a partial digestion. Both techniques are considered appropriate for analysis of exploration samples.

Criteria	JORC Code explanation	Commentary
and laboratory tests	• *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 (eg standards, blanks, duplicates, external laboratory checks) and whether acceptable levels of accuracy (ie lack of bias) and precision have been established.*	• No geophysical tools were used to obtain analyses. • Field duplicates, blank samples and certified reference standards were collected and inserted from at least the early 2000's. Results generally fall within acceptable levels. However, for holes drilled prior to this no QAQC data has been located or evaluated. Some intervals logged as 'stope' were also assayed, presumably this is back-fill material and would be excluded from detailed investigation of these prospects. The presence of these intervals does not materially affect assessment of the prospects at this stage, although if anything prospectivity is enhanced as pre-mining metal tenor was greater than the drilling results indicate in stoped areas. For Blackham drilling certified reference material and blanks were submitted at 1:20 and 1:40 ratios for various campaigns and duplicate splits were submitted at 1:20 ratio with each batch of samples. Check samples are routinely submitted to an umpire lab at 1:20 ratio. Analysis of results confirms the accuracy and precision of the assay data.
Verification of sampling and assaying	• *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.*	• Blackham's significant intercepts have been verified by several company personnel. For historical results, significant intercepts can't be independently verified. However, database validation and cleaning has been done to ensure the latest assay set appears i.e. where intervals have been sub-split the newest assays are given priority. • The use of twin holes is not noted, as this is not routinely required. However, drilling at various orientations at a single prospect is common, and this helps to correctly model the mineralisation orientation. • Data is stored in Datashed SQL database. Internal Datashed validations and validations upon importing into Micromine were completed, as were checks on data location, logging and assay data completeness and down-hole survey information. QAQC and data validation protocols are contained within Blackham's manual "BLK Assay QAQC Protocol 2013.doc". Historical procedures have not been sighted. • Assay data has not been adjusted.
Location of data points	• *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.*	• All historical holes appear to have been accurately surveyed to centimeter accuracy. Blackham holes reported herein have not yet been DGPS surveyed, though collar positions have been GPS located to within several metres accuracy. • Grid systems used in this report are Wil10 local mine grid and GDA

Criteria	JORC Code explanation	Commentary
		94 Zone 51 S. Drilling collars were originally surveyed in either Mine Grid Wiluna 10 or AMG, and converted in Datashed to MGA grid. • An accurate topographical model covering the mine site has been obtained, drill collar surveys are closely aligned with this. Away from the mine infrastructure, drill hole collar surveys provide adequate topographical control.
Data spacing and distribution	• *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.*	• Each of the prospects mentioned in this report has received sufficient historical drilling to allow structural orientation and lode thicknesses to be confidently interpreted. Drill spacing is general 50m x 25m or better, with holes oriented perpendicular to the strike of quartz reefs. Mineral resources and reserves are not the subject of this report. • For core samples, typically 1m intervals were sampled though 3m composites are noted in some barren zones. Historical RC and RAB samples were initially composited on 2m, 4m or 6m intervals. Composites grading >0.1g/t were subsequently assayed on 1m intervals. For Blackham drilling, samples have been composited, the 1m samples will be submitted for analysis and these results were prioritized over the 4m composite values.
Orientation of data in relation to geological structure	• *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.*	• In the historical data, no such bias is noted or believed to be a material factor. Potentially diamond half-core samples may show such bias to a minor degree; holes are orientated perpendicular to strike to mitigate any such bias. For Blackham drilling, the RC technique utilizes the entire 1m sample so significant bias is unlikely.
Sample security	• *The measures taken to ensure sample security.*	• It is not known what measures were taken historically. For Blackham drilling, samples are delivered to Toll Ipec freight yard in Wiluna by Blackham personnel, where they are stored in a gated locked yard (after hours) until transported by truck to the laboratory in Perth. In Perth the samples are likewise held in a secure compound.
Audits or reviews	• *The results of any audits or reviews of sampling techniques and data.*	• For Blackham drilling, data has been validated in Datashed and upon import into Micromine. QAQC data has been evaluated and found to be satisfactory. Historical assay techniques and data have not been reviewed in detail owing to the preliminary stage of exploration work.

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	• *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.*	• All drill holes mentioned in this report are situated on granted mining licenses held 100% by Matilda Operations Pty Ltd, a fully-owned of Blackham Resources Ltd. • Tenements are in good standing and no impediments exist.
Exploration done by other parties	• *Acknowledgment and appraisal of exploration by other parties.*	• Historical artisanal mining was conducted on the tenements. Modern exploration and mining has been conducted on the Brothers, Golden Age and Republic reefs since the early-1990's. This exploration is considered to have been successful as it led to the definition of JORC-compliant mineral resources and profitable open pit and underground mines. The deposits remain 'open' in various locations and opportunities remain to find extensions to the known potentially economic mineralisation. Deeper portions of Republic and Brothers reefs more than 70m below surface have been poorly tested, with the intercepts reported herein coming in some cases from holes designed to target other resource areas.
Geology	• *Deposit type, geological setting and style of mineralisation.*	• The gold deposits are categorized as orogenic gold deposits, with similarities to many other gold deposits in the Yilgarn region. The deposits are hosted within the Wiluna Domain of the Wiluna Greenstone Belt. Rocks in the Wiluna Domain have experienced greenschist-facies regional metamorphism and brittle deformation. The Wiluna Domain is comprised of a fairly monotonous sequence of foliated basalts and high-magnesian basalts, with intercalated felsic intrusions, lamprophyre dykes, metasediments, and dolerites. Gold mineralisation is related to quartz vein emplacement, typically along stratigraphic boundaries, and the lodes have also been disrupted by later cross-faults.

Drill hole Information	• *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:*
	  ○ *easting and northing of the drill hole collar*
	  ○ *elevation or RL (Reduced Level – elevation above sea level in metres) of the drill hole collar*
		• Please see tables in the body of this report.

Criteria	JORC Code explanation	Commentary
	○ *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.*	
Data aggregation methods	• *In reporting Exploration Results, weighting averaging techniques, maximum and/or minimum grade truncations (eg 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.*	• Assay intervals reported are length-weighted averages. Intervals are reported using a 1g/t lower cut-off and maximum 2m internal contiguous dilution. • No metal equivalent grades are reported as Au is the only metal of economic interest.
Relationship between mineralisation widths and intercept lengths	• *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 (eg 'down hole length, true width not known').*	• Please see assay tables in the body of this report. • Holes were often drilled obliquely to mineralisation owing to the difficulty in finding optimum drilling locations around the mine infrastructure, particularly at Golden Age, or in other cases the reefs were not the intended target such that drilling angles were not optimal. Holes targeting the reefs were generally drilled perpendicular to strike and dip. Accordingly, true widths are approximately 80% of down-hole widths.
Diagrams	• *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.*	• Please see body of this report for diagrams and tables.
Balanced reporting	• *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.*	• Selected intervals have been reported owing to impracticality of reporting the large drilling database.
Other substantive exploration data	• *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.*	• Not material to this report.

Criteria	JORC Code explanation	Commentary
Further work	• *The nature and scale of planned further work (eg 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.*	• Step-out drilling is planned to locate high-grade extensions to shoots at depth and along strike of historical drilling intercepts. Please see body of the report for locations of the targets identified for high-priority drilling.

Rule 5.3

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

BLACKHAM RESOURCES LIMITED

ABN	Quarter ended ("current quarter")
18 119 887 606	31 December 2014

Consolidated statement of cash flows

	Cash flows related to operating activities	Current quarter $A'000	Year to date (3 months) $A'000
1.1	Receipts from product sales and related debtors	-	-
1.2	Payments for		
	(a) exploration and evaluation	(728)	(1,647)
	(b) development	-	-
	(c) production	-	-
	(d) administration	(281)	(703
1.3	Dividends received	-	-
1.4	Interest and other items of a similar nature received	-	3
1.5	Interest and other costs of finance paid	-	-
1.6	Income taxes paid	-	-
1.7	Other (Research & Development refund)	-	404
	Net Operating Cash Flows	(1,009)	(1,943)
	Cash flows related to investing activities		
1.8	Payment for purchases of:		
	(a)tenements	-	-
	(b)equity investments	-	-
	(c)other fixed assets	-	-
1.9	Proceeds from sale of:		
	(a)tenements	-	-
	(b)equity investments	61	61
	(c)other fixed assets	-	-
1.10	Loans to other entities	-	-
1.11	Loans repaid by other entities	-	-
1.12	Other – borrowings	-	-
	Net investing cash flows	61	61
1.13	Total operating and investing cash flows (carried forward)	(948)	(1,882)

+ See chapter 19 for defined terms.

1.13	Total operating and investing cash flows (brought forward)	(948)	(1,882)
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares, options, etc.	818	1,428
1.15	Proceeds from sale of forfeited shares	-	-
1.16	Proceeds from convertible notes	-	-
1.17	Repayment of borrowings	-	-
1.18	Dividends paid	-	-
1.19	Other – costs of share issues	(24)	(34)
	Net financing cash flows	794	1,394
	Net increase (decrease) in cash held	(154)	(488)
1.20	Cash at beginning of quarter/year to date	277	611
1.21	Exchange rate adjustments to item 1.20		
1.22	**Cash at end of quarter**	123	123

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	44
1.24	Aggregate amount of loans to the parties included in item 1.10	-

1.25 Explanation necessary for an understanding of the transactions

1.23 includes director's fees and salaries for executive and non-executive directors and payments to related parties.

Non-cash financing and investing activities

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

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

Financing facilities available

Add notes as necessary for an understanding of the position.

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

+ See chapter 19 for defined terms.

Estimated cash outflows for next quarter

		$A'000
4.1	Exploration and evaluation	800
4.2	Development	-
4.3	Production	-
4.4	Administration	350
	Total	**1,150**

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	96	101
5.2	Deposits at call	27	176
5.3	Bank overdraft		
5.4	Other (provide details)		
	Total: cash at end of quarter (item 1.22)	123	277

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	E63/1239 Grass Patch M53/0384 Wiluna	Direct Direct	100% 100%	0% 0%
6.2	Interests in mining tenements acquired or increased				

+ See chapter 19 for defined terms.

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)	Amount paid up per security (see note 3)
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**	143,614,941	143,614,941		Fully paid
7.4	Changes during quarter (a) Increases through issues	19,130,435 956,522 4,198,869 389,582	19,130,435 956,522 4,198,869 389,582	$0.115 $0.105 (deemed) $0.115 $0.08 (deemed)	Fully paid Fully paid Fully paid Fully paid
	(b) Decreases through returns of capital, buy-backs				
7.5	+**Convertible debt securities** *(description)*	-	-		
7.6	Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted				
7.7	**Options** *(description and conversion factor)*			*Exercise price*	*Expiry date*
		200,000	-	$0.291	24 April 2015
		1,300,000	-	$0.275	27 April 2015
		600,000	-	$0.255	29 June 2015
		1,600,000	-	$0.228	29 November 2015
		4,500,000	-	$0.213	5 June 2016
		150,000	-	$0.200	31 July 2015
		750,000	-	$0.350	1 October 2015
		750,000	-	$0.270	1 June 2016
		150,000	-	$0.214	31 July 2016
		2,500,000	-	$0.298	29 May 2017
		600,000	-	$0.298	1 June 2017
		295,000	-	$0.250	24 June 2017
		100,000	-	$0.300	24 June 2017
		1,000,000	-	$0.230	1 September 2016
		1,000,000	-	$0.300	1 September 2017
		800,000	-	$0.122	9 November 2016
		2,000,000	-	$0.500	14 December 2017
7.8	Issued during quarter	1,000,000	-	$0.230	1 September 2016
		1,000,000	-	$0.300	1 September 2017
		800,000	-	$0.122	9 November 2016
		2,000,000	-	$0.500	14 December 2017
7.9	Exercised during quarter	-	-	-	-
7.10	Expired during quarter	100,000	-	$0.242	2 October 2014
		500,000	-	$0.285	29 November 2014
7.11	**Debentures** *(totals only)*				
7.12	**Unsecured notes** *(totals only)*				

+ See chapter 19 for defined terms.

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 give a true and fair view of the matters disclosed.

Sign here: Mike Robbins (Company Secretary) Date: 30 January 2015

Notes

1 The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.

2 The "Nature of interest" (items 6.1 and 6.2) includes options in respect of interests in mining tenements acquired, exercised or lapsed during the reporting period. If the entity is involved in a joint venture agreement and there are conditions precedent which will change its percentage interest in a mining tenement, it should disclose the change of percentage interest and conditions precedent in the list required for items 6.1 and 6.2.

3 **Issued and quoted securities** The issue price and amount paid up is not required in items 7.1 and 7.3 for fully paid securities.

4 The definitions in, and provisions of, *AASB 1022: Accounting for Extractive Industries* and *AASB 1026: Statement of Cash Flows* apply to this report.

5 **Accounting Standards** ASX will accept, for example, the use of International Accounting Standards for foreign entities. If the standards used do not address a topic, the Australian standard on that topic (if any) must be complied with.

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+ See chapter 19 for defined terms.