

31 October 2014

ASX Release

ASX Code: CXX,CXXO

SEPTEMBER 2014 QUARTERLY ACTIVITY REPORT

Highlights

- Pre-feasibility study advancing well
- Phase 1 drilling program (defining indicated resource) completed
- Metallurgical testwork development program nearing completion
- Environmental baseline studies (dry season) in progress
- Engineering activities ramping up

Prefeasibility Study

The Prefeasibility Study (PFS) for the Panda Hill Niobium Project in south western Tanzania (see Figure 7 on page 8 below) has made significant progress during this quarter. The two key activities for the PFS, that is, the initial drilling program to define the indicated resource and the metallurgical development program to define the optimal process route for the various material types, are almost complete. The results from both of these programs have been given to the resource, mining and engineering consultants to allow them to start their main activities.

The high level schedule for the PFS is shown below in Figure 1. The study at this stage is marginally ahead of schedule with some the Q3 2014 activities already underway. A completion for the study in Q1 2015 is still anticipated.

Proposed PFS Schedule - Panda Hill Niobium Project									
Project Activities	Target End Date	Q1 2014	Q2 2014	Q3 2014	Q4 2014	Q1 2015	Q2 2015	Q3 2015	Q4 2015
Prefeasibility Study	February 2015								
Project Planning / Contracting	May 2014								
Drilling Phase 1(indicated)	September 2014								
Drilling Phase 2 (measured)	November 2014								
Mineral Resource Estimate	January 2015								
Metallurgical Testwork	January 2015								
Option Study	November 2014								
Preliminary Mining Study	February 2015								
Preliminary Engineering	November 2014								
Environmental & Social Impact Assessment	July 2015								
Reporting	February 2015								
Definitive Feasibility Study	October 2015								

Figure 1: Panda Hill Pre-Feasibility Study Schedule

The following points are to be noted:

- The PFS has been scoped such that the drilling required to produce a measured resource will also be undertaken during this phase, along with the majority of the bench scale metallurgical testing required to

complete the process development. This additional work will allow a rapid ramp up of the key mining and engineering activities in the Definitive Feasibility Study (DFS) and reduced timeframe for completing the study.

- The PFS has been divided into two distinct phases. The first phase is an option study in which approximately five alternative processes, plant throughputs and material schedules will be investigated with the aim of selecting the optimal case based on economics, risk and reward. The second phase of the study then takes this optimal case and further defines the various inputs, determines capital and operating costs and develops the execution strategy for subsequent phases.
- The work required for the Environmental and Social Impact Assessment (ESIA) will not be constrained by the timelines of the PFS and will carry on through the PFS / DFS interface with the aim of having the environmental licence approved at the end of the DFS.

Other Technical Activity

Exploration and Mineral Resource Activity

In February 2014, the design of the drill program required to deliver a nominal 20Mt of indicated resource for the PFS was started. In addition, a high level assessment of the drilling requirements for a measured resource in the order of 5 -10Mt was assessed.

Based on these requirements a number of drilling contractors were asked to quote on the work. Capital Drilling Tanzania was selected as the preferred contractor based on skills, cost and availability.

The field team was mobilised to site in mid-June 2014 to setup for the field activities and start the drill pad preparations. Community liaison and meetings with the local government officials were a key part of this set-up period. Capital drilling mobilised their drill rigs at the end of the month with the aim of starting the diamond drilling in the first week of July 2014.

Additionally, a helicopter mounted magnetic survey was undertaken over the region of the deposit and licenced surveyors undertook a DGPS pickup of the drillholes and major infrastructure points within the project. Field mapping and sampling activities were also undertaken.

Drilling was completed in mid-September 2014 with 51 RC holes for 6,150m and 22 diamond holes for 2,910m. Drill results to date have been highly encouraging and indicate two core high-grade regions (northern and southern) within the deposit. The northern region is associated with fresh-ovite material and magnetite-rich flows, and the broad southern region is associated with transitional to fresh carbonatite (Figure 2). Both zones are open at depth. Figures 3 to 6 show example sections through the deposit, with the results of the 2014 drilling shown where received. As of 1 October 2014, approximately 50% of assays have been received from the laboratory.

The samples were initially sent to SGS in Mwanza for crushing and pulverisation. The pulps were subsequently sent to SGS Johannesburg for analysis of niobium by XRF borate fusion. Multi element and REE analysis were also undertaken by ICP-MS.

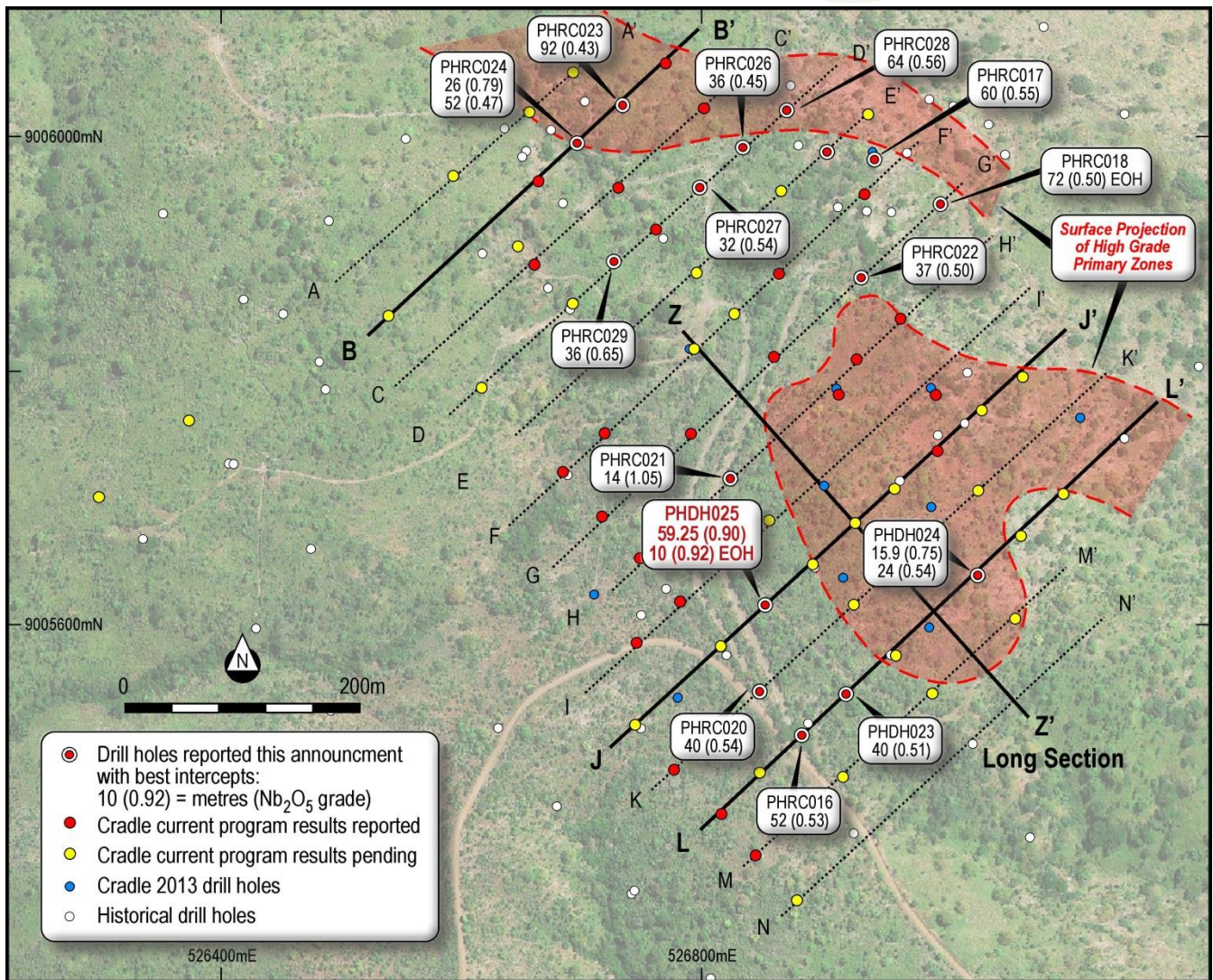


Figure 2: Panda Hill resource drilling grid showing the location of drillholes reported in this release, 2014 holes already reported (red) and holes with assays pending (yellow). Refer to section lines for subsequent figures. The approximate surface projection of emerging high-grade zones is shown in red shade. Other mineralised zones inside the resource area are omitted for clarity.

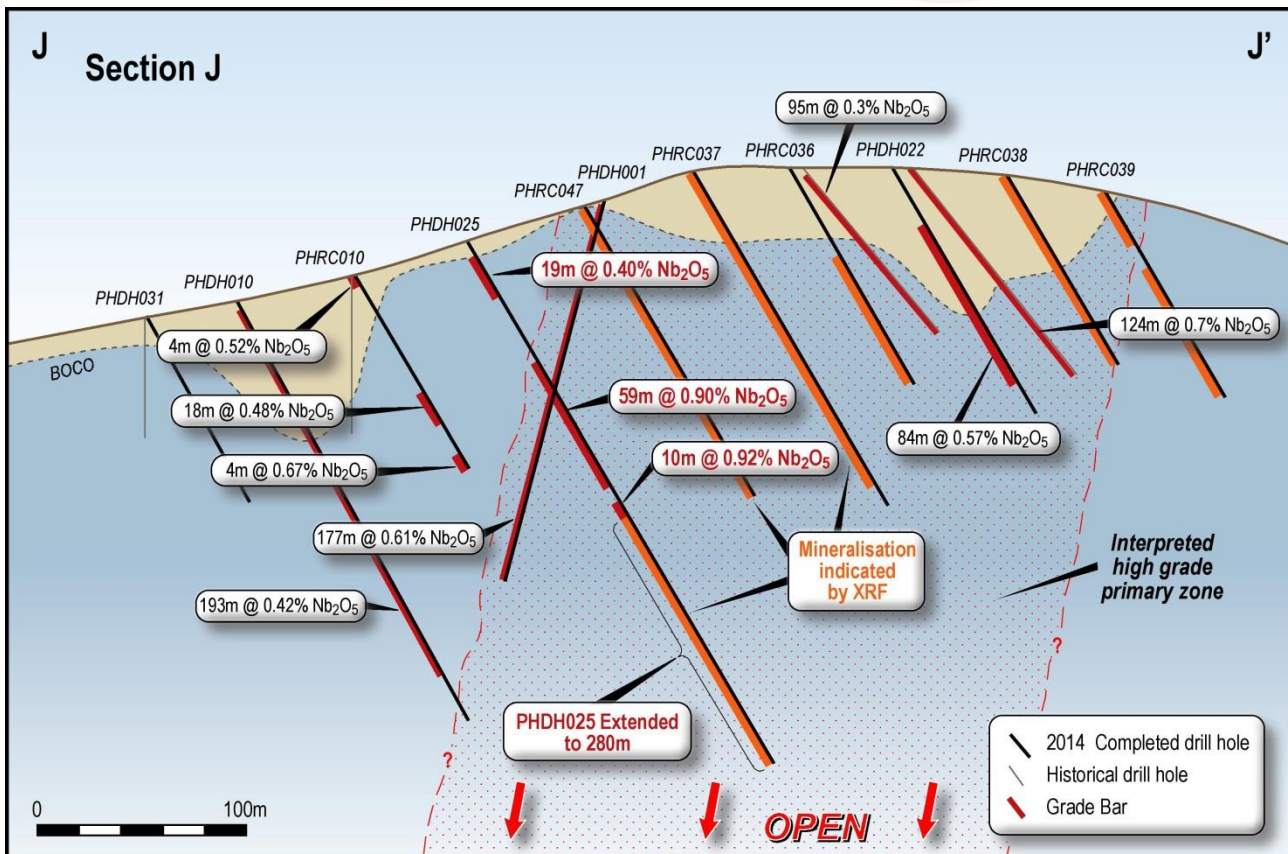


Figure 3: Section J with 2014 drillholes (thick black lines) showing previous results, significant new intercepts (red text), zones of mineralisation indicated by handheld XRF³ (orange bars) and historical drillholes and intercepts (grey lines and text).

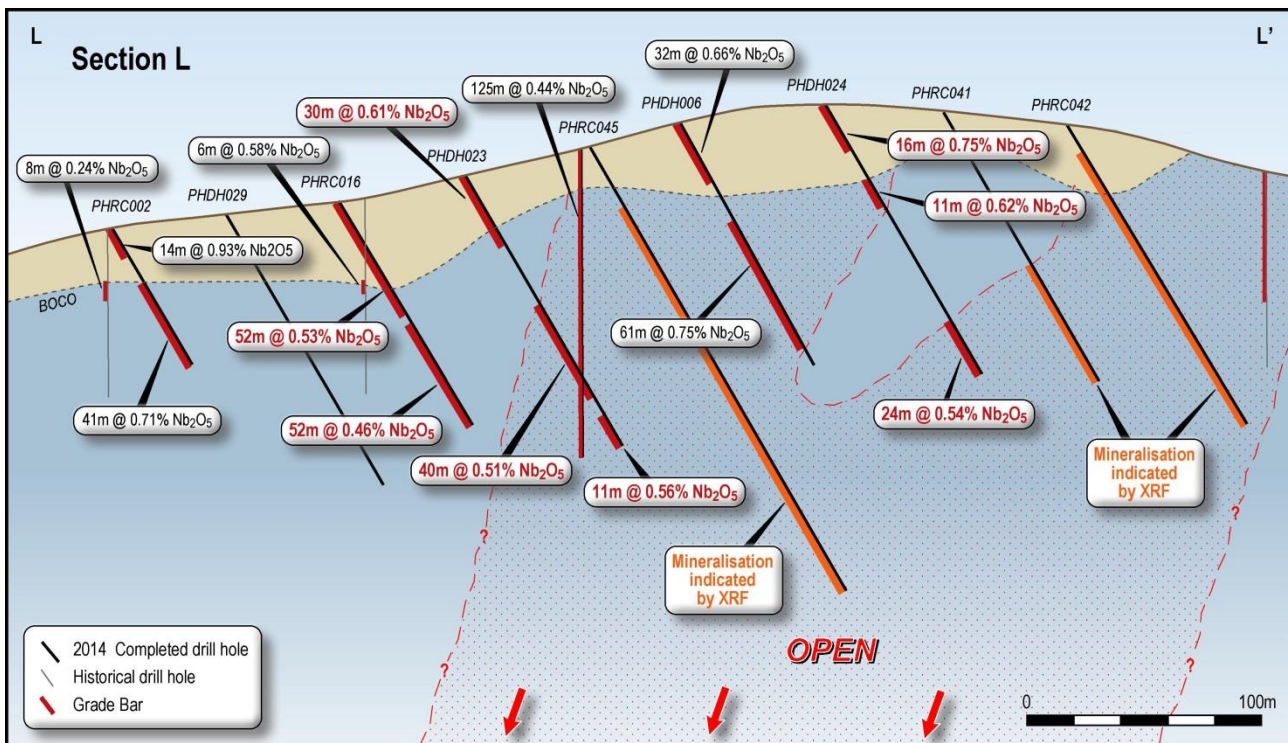


Figure 4: Section L with 2014 drillholes (thick black lines) showing previous results, significant new intercepts (red text), zones of mineralisation indicated by handheld XRF³ (orange bars) and historical drillholes and intercepts (grey lines and text).

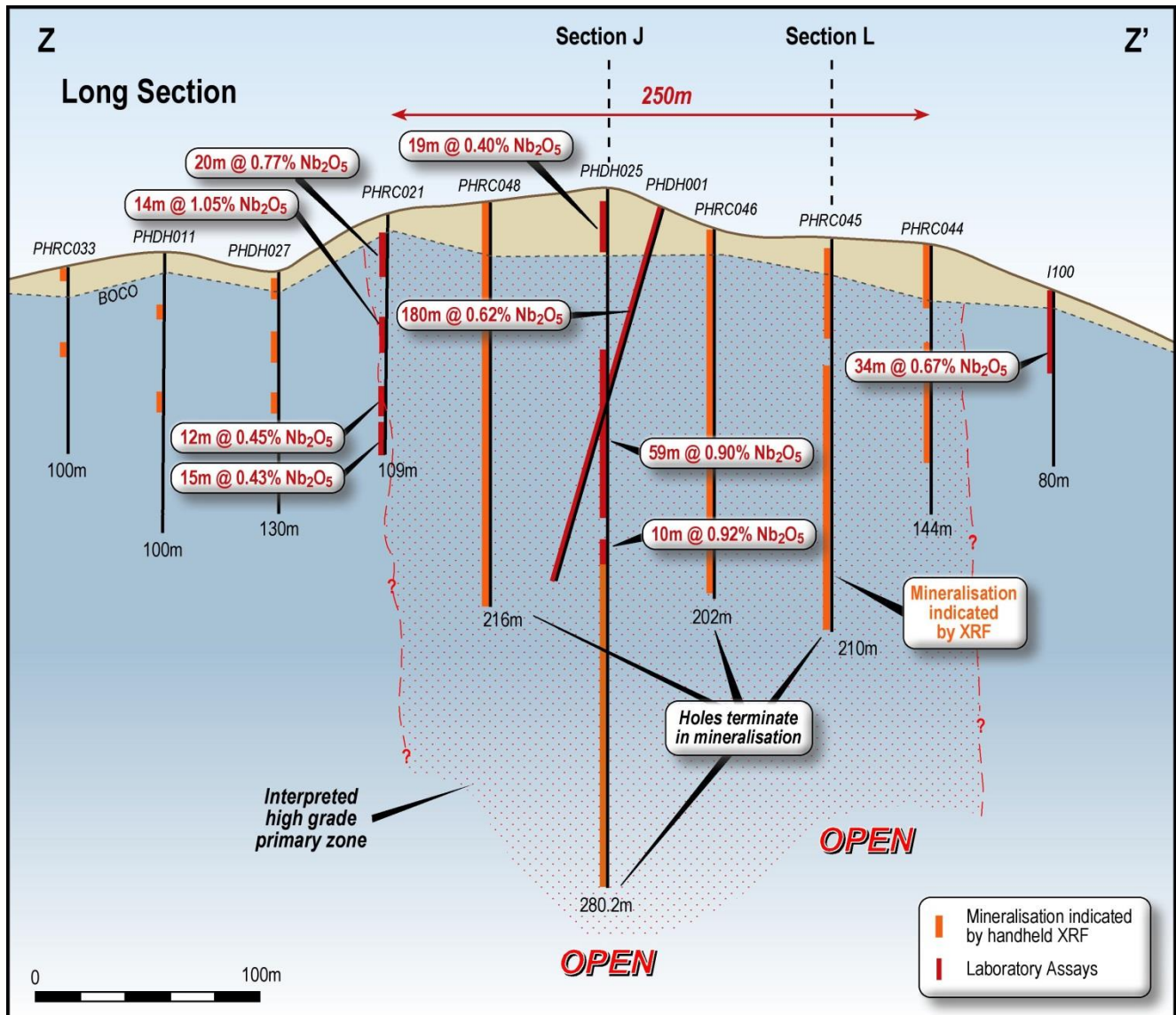


Figure 5: Long-Section showing projection of PHDH025 and the region of high-grade mineralisation indicated by recent RC drilling.

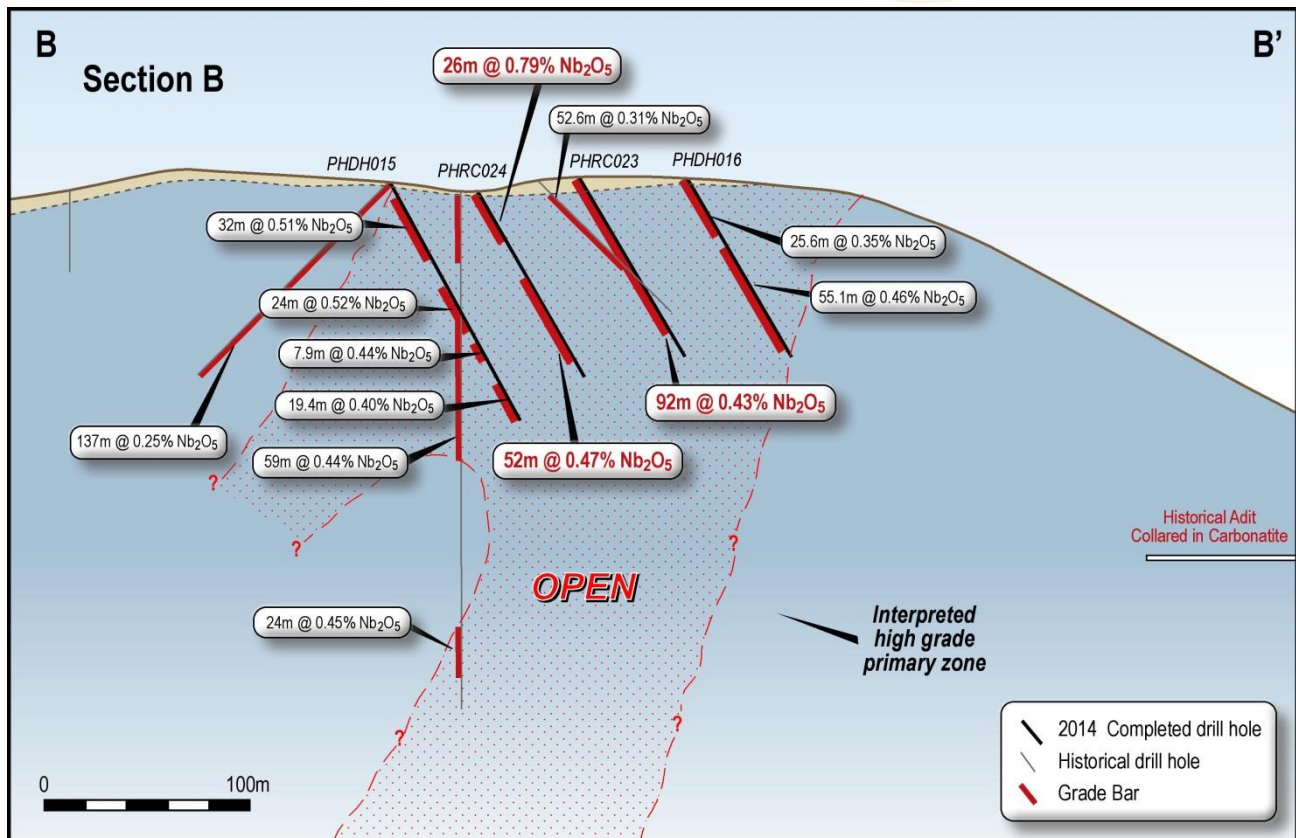


Figure 6: Section B in northern part of the drilling area showing 2014 drillholes (thick black lines) showing previous results, significant new intercepts (red text) and historical drillholes and intercepts (grey lines and text).

Mining and Engineering Activity

The work carried out in this quarter focused on the metallurgical testwork program and the setting up of the basis for the engineering work. Geotechnical and hydrology/hydrogeology field activities were also undertaken alongside the drill program work. Specifically the following activities were undertaken during the period:

Metallurgical Testwork

- A bench scale testwork program consisting of approximately 86 open circuit tests and 8 locked cycle tests were completed
- The tests were undertaken on two main flowsheet configurations; a two-stage flotation process (from the Scoping Study) and an alternative direct niobium flotation process
- Gravity separation as a upgrading step prior to flotation was also investigated
- 8 material types representing the three mineral zones were tested in each flowsheet
- Work focused on defining niobium recoveries at the required final concentrate grade

Mining & Geotechnical

- Geotechnical logging of the diamond core and associated structural analysis to define mining limits
- Geotechnical investigation of the areas defined for the plant, tailings facility and access roads. Identification of potential borrow pit material was also undertaken
- Work also started on the pit optimisations based on the preliminary resource model

Hydrology & Hydrogeology

- 5 boreholes were drilled within the mining lease area for the dual purpose of obtaining information for ground water modelling and to determine the potential for ground water as a future water source for the operation
- Sampling and geochemical testing has started on a range of sample types (ore, tailings and waste)

Engineering (Plant & Infrastructure)

- Input data for operating and capital cost estimates are being collated
- Logistic requirements and cost have been defined
- Block flow diagrams (BFD's) for the option study have been developed and cost estimates for these options have started
- A pyrometallurgical study into the ferroniobium converter process has been started
- Preliminary site layout plans have been developed including preferred locations for TSF, plant, waste rock dumps, access roads etc.
- Sizings and layouts for the tailings facility were developed, with preliminary design criteria defined

The activities for the next period will focus on:

- Optimising the process flowsheet through further metallurgical testwork
- Finalisation of the preliminary pit optimisation work and generation of the preliminary mine schedule for the option study
- Capital and operating cost estimates for the various options identified and the selection of one (maximum two) options to carry forward to the end of the PFS
- Preliminary design of on-site and off-site infrastructure requirements
- Majority of the preliminary design work for the plant should be completed

Social and Environmental Activities

During the September 2014 quarter, the field team for the data collection required for the dry season baseline study was mobilised to site and at the end of the period ~90% of the field activities had been completed. Included in these activities were the discussions with the various stakeholders in the surrounding area. These included consultations/engagement in the following areas: Mbozi and Mbeya Districts, Nanyala, Isuto and Bonde la Songwe Wards, Lusungu, Idiga Songwe, Songwe Viwandani, Malowe, Shisonta and Lusungu (Mbozi) villages, all nearby surrounding schools, health centres and hospitals, Lake Rukwa Basin Water Office, TANROADS, TANESCO, TAZARA, TAZAMA & ZMO.

The data collected is being reviewed and the reporting of the results has started.

The wet season baseline study will be undertaken early next year during the Tanzanian wet season. The remaining ESIA activities will run concurrently with these baseline studies with the target date for the completion of the ESIA work in July 2015.

Corporate Activity

As the Company has sufficient corporate and project funding in place through its investment agreement with Tremont Investments Limited, no capital raisings or other significant corporate activity occurred during the September quarter.

Tenement Summary

As at 30 September 2014, the Company holds the following interests in tenements:

Project	Tenement Number	Percentage Interest
Panda Hill Niobium, Tanzania	ML237/2006	49%*

Panda Hill Niobium, Tanzania	ML238/2006	49%*
Panda Hill Niobium, Tanzania	ML239/2006	49%*
Wyloo, Western Australia	E08/2142	100%

Subsequent to the September quarter end, the Ministry of Energy and Minerals has formally consented to the transfer of an additional one percent (1%) of RECB Limited to Panda Hill Mining Pty Ltd, completion of which will take place during the 4th quarter 2014.

Panda Hill Niobium Project Overview

The Panda Hill Niobium Project (Figure 7) is located in the Mbeya region in south western Tanzania, near the borders with Zambia and Malawi, and approximately 650km west of the capital Dar es Salaam. The industrial city of Mbeya is situated only 35km from the Project area and will be a significant service and logistics centre for the Project. Mbeya has a population of approximately 280,000 people and has recently completed the construction of a new international airport.

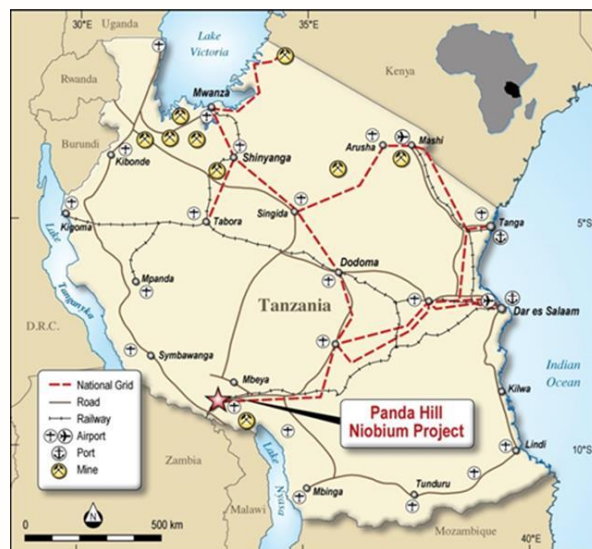


Figure 7: Location of the Panda Hill Niobium Project

The Project is covered by three granted Mining Licenses (Figure 8) totalling 22.1km², which will enable a quick transition from the study and development phases, through construction and into operation. The area has excellent access to infrastructure, with existing roads, rail, airports and power available in close proximity. The three granted Mining Licenses are due for renewal in November 2016, and under Tanzanian mining legislation can be renewed for a further 10 year period on completion of the approved work programs on the Project.

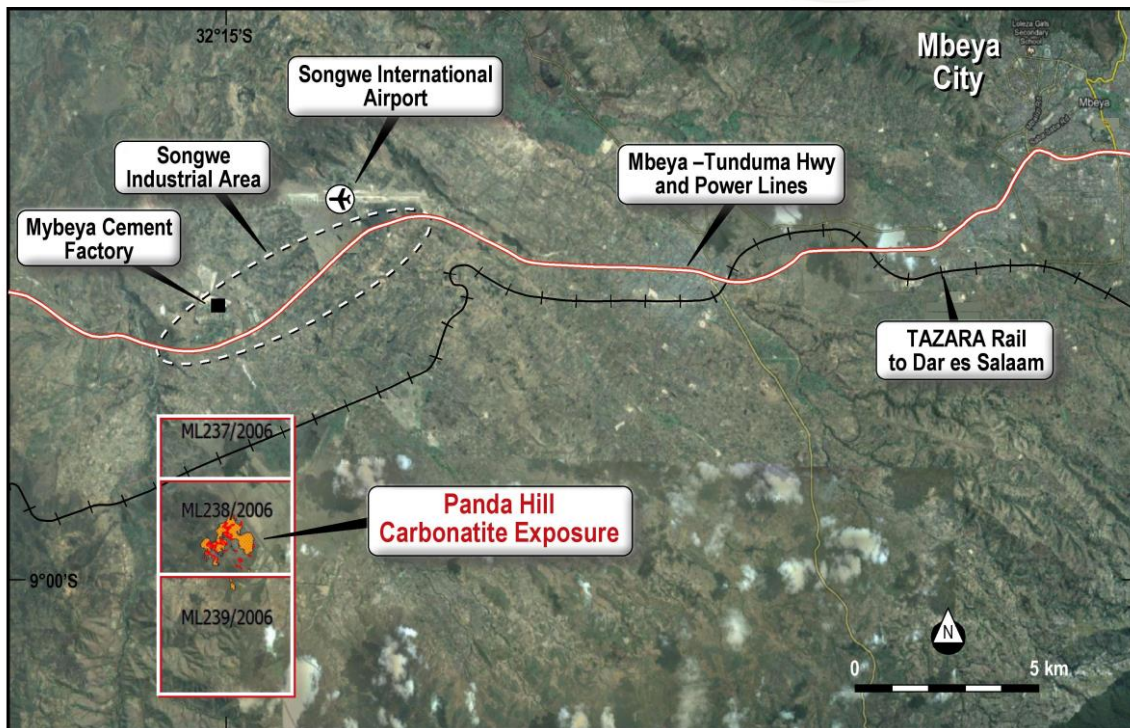


Figure 8: Mining Licenses and Local Infrastructure

Historical Work

The Panda Hill carbonatite has been subject to multiple phases of exploration work since the 1950s. This work has targeted the Niobium and Phosphate endowment of the deposit. From 1953 to 1965, the Geological Survey of Tanzania (GST) undertook mapping, diamond drilling and trenching (17 diamond holes for 1,405m) to assess the Niobium and Phosphate potential of the deposit.

From 1954 to 1963, the MBEXCO joint venture was formed between N. V. Billiton Maatschappij (Billiton) and Colonial Development Corporation, London. MBEXCO drilled 66 diamond holes for 3,708m, excavated numerous pits, sunk two shafts and undertook trial mining and constructed a trial gravity and flotation plant on site. Concentrate from site was sent to Holland for further processing, with positive early metallurgical test-work results noted.

From 1978 to 1980 a Yugoslavian State Enterprise (RUDIS) undertook a joint study in collaboration with the Tanzanian Mining Industrial Association and State Mining Corporation (STAMICO). This work included mapping, diamond drilling and pitting (13 diamond holes for 1,306m) to test the Niobium endowment of the deposit. Detailed reports have been secured from this program.

Panda Hill Niobium Resource

The Resource used in the Scoping Study was prepared by Coffey Mining and was reported in accordance with the JORC Code (2012). The Resource was based upon the results of historical diamond drilling and 13 NQ and HQ confirmatory diamond holes drilled by Cradle in 2013. The Resource was estimated using Ordinary Kriging based upon cut 2m composites. The Resource totals 81.8Mt at 0.52% Nb₂O₅ for 423kt of contained Nb₂O₅ and is outlined in Table 1.

Table 1 - In Situ Mineral Resource (October 2013) using Preferred Cut-off (0.3%)

Combined Carbonatite			
Classification	Mt	Nb ₂ O ₅ %	Nb ₂ O ₅ Content (kt)
Inferred	76.4	0.51	390
Indicated	5.4	0.62	33
Total	81.8	0.52	423
Weathered Carbonatite (Secondary)			
Classification	Mt	Nb ₂ O ₅ %	Nb ₂ O ₅ Content (kt)
Inferred	8.6	0.81	69
Indicated	2.1	0.77	16
Total	10.7	0.80	86
Primary Carbonatite			
Classification	Mt	Nb ₂ O ₅ %	Nb ₂ O ₅ Content (kt)
Inferred	67.8	0.47	319
Indicated	3.2	0.52	17
Total	71.1	0.47	336
Notes: <ul style="list-style-type: none"> The Panda Hill project is located in south-western Tanzania, approximated 26km south-west of the town of Mbeya. Niobium mineralisation occurs in pyrochlore (and minor columbite) and is hosted by the Panda Hill carbonatite complex. The deposit is covered by diamond drill holes on a nominal 100m x 100m NE-SW oriented grid. The majority of the drill holes are vertical, with a small percentage being horizontal, drilled into the side of the hill, and the remaining holes ranging in dip from -45° to -75°. Most of the drilling was carried out in the 1950s and 1970s. Cradle Resources have drilled 13 new diamond drill holes to verify the thickness and tenor of niobium mineralisation in the historic drill holes. Validated data from 92 diamond drill holes has been used in the resource estimate. Drill-hole data was used to create wireframes of the mineralisation utilising a 0.2% Nb₂O₅ lower cut-off. The mineralisation was divided into a zone of weathered carbonatite material and a zone of primary carbonatite material. The distinction between weathered and primary material was based on drill hole logging data. Nb₂O₅ assays obtained from XRF Borate fusion were used in the estimation. QAQC consists of the insertion of certified standards and blanks into the sampling stream. A comparison was also conducted between XFR Borate fusion method and ICPMS method for 145 samples. Both methods were done by SGS Johannesburg. There is a very tight correlation between the two methods below 1% Nb₂O₅ (the upper detection limit of the ICPMS method). No potential problems were highlighted by the QAQC and the data is considered to be of sufficient standard for use in the Resource estimation. Recent drilling was sampled on a nominal 1m length based on geological units, though samples may be up to 3m in length in consistent non-mineralised material. Historic drilling was also sampled on geological units, with sample intervals commonly being 3 feet (0.9m) or 5m in length. The database contained several drill holes with exceedingly long intervals/one interval assigned to the entire drill hole. These were removed from the database for the Resource estimation. The raw assay data have been composited to 2m intervals for the resource estimate. Statistical analyses were completed on the raw sample data and the 2m composite data. A top cut of 2.5% Nb₂O₅ was applied to the weathered carbonatite material and a top cut of 2.0% Nb₂O₅ was applied to the primary carbonatite material. Due to the long sample intervals in the historic data, a down hole correlogram was modelled using only the 2013 drill holes to obtain the nugget variance. This was used in conjunction with directional correlograms to create the correlogram model for the primary carbonatite. An omnidirectional model was applied to the weathered zone. Grade estimates were generated for parent blocks of size 25m (X) by 25m (Y) by 5m (Z) with sub-blocks of size 5m x 5m x 1m. The estimation method used was Ordinary Kriging (OK). In situ dry bulk densities were assigned on the basis of measurements collected from the 2013 drill core using the calliper method. 667 measurements were collected from primary carbonatite material, with a mean value of 2.77 t/m³ and 189 measurements were collected from weathered carbonatite material, with a mean value of 2.24 t/m³. These average values were multiplied by a factor of 96.3% to account for the 3.7% volume of voids/cavities intersected in drilling. The factored bulk density values applied to the primary and weathered zones of the block model are 2.67t/m³ and 2.16t/m³ for primary and weathered material respectively. Resource classification was developed from the confidence levels of key criteria including drilling methods, geological understanding and interpretation, sampling, data density and location, grade estimation and quality of the estimates. 			

Geology of Panda Hill Complex

The Panda Hill carbonatite is a mid-Cretaceous volcanic intrusion which has intruded into gneisses and amphibolites of the NE-SE trending mobile belt. It forms a steeply dipping, near-circular plug of approximately 1.5 km diameter and is partly covered by fenitised and weathered country rocks and residual soil material. The Fenite and weathered material forms a "cap" or roof over the south of the carbonatite complex, and is partially overlain by residual and

transported soils. Volcanic ash over part of the complex suggests a later stage of volcanic activity. It is apparent that portions of fenite, ash and soil cover are underlain by carbonatite and these areas are only lightly explored.

In the main exposed portion of the carbonatite historical workers suggested three stages of carbonatite activity outwards from the centre of the plug. An early-stage calcite carbonatite forms the core, while intermediate and late-stage carbonatites, composed of more magnesian-rich and iron-rich carbonates, form the outer parts of the plug. Later stage apatite-magnetite rich rocks and ferro-carbonatite dykes are also found in the complex. Fenitisation of the pre-existing gneisses led to the development of potassium-rich rocks containing K-feldspar and phlogopite.

Mineralogy

The Sovite carbonatite from Panda Hill is composed mainly of calcite, which forms an average of 60-75% by volume. The fresh Sovite carbonatite may contain up to 5% Apatite, with pyrochlore, magnetite, phlogopite and quartz. Dolomite-rich carbonate (Rauhaugite) and ankerite/siderite-rich carbonatites (Before-site) are also present and can be mineralised.

Mineralisation

The bulk of the Panda Hill niobium mineralisation is found within pyrochlore and lesser columbite. The bulk of the known mineralisation is within carbonatite, with Nb₂O₅ grades typically ranging from 0.1% to 1%. Higher-grade material is noted within flow-banding (schlieren) within the carbonatite. The weathered cap material is noted to contain elevated grades of up to 2% Nb₂O₅.

Competent Person's Statement

The information in this document that relates to Exploration Results and Resources is based on information compiled or reviewed by Mr Neil Inwood who is a Fellow of The Australasian Institute of Mining and Metallurgy and a Member of the Australian Institute of Geoscientists. Mr Inwood is a full time employee of Verona. Mr Inwood has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking 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'. Mr Inwood consents to the inclusion in this document of the matters based on his information in the form and context in which it appears.

The information in this September 2014 Quarterly Report relating to the Panda Hill Resource Estimate is extracted from the announcement entitled 'Substantial Upgrade to Panda Hill Resources' dated 8 November 2013 and is available to view on <http://www.cradleresources.com.au>. The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement and that, in the case of Mineral Resources or Ore Reserves, all the material assumptions and technical parameters underpinning the estimates in the relevant market announcement continue to apply and have not materially changed. The Company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.

The information in this September 2014 Quarterly Report regarding Scoping Study results, is extracted from the announcement entitled 'Panda Hill Project – Highly Positive Scoping Study Results' dated 30 January 2014 and is available to view on <http://www.cradleresources.com.au>. The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement. The Company confirms that all the material assumptions and technical parameters underpinning the production targets and the forecast financial information derived from the production targets in the Scoping Study continue to apply and have not materially changed.

Cautionary Statement concerning Scoping Study Results including Inferred Resources

The Company advises that the Scoping Study results and production targets reflected in this September 2014 Quarterly Report are preliminary in nature as conclusions are drawn from partly from Indicated Mineral Resources and partly from Inferred Mineral Resources. The Scoping Study is based on lower level technical and economic assessments and is insufficient to support estimation of Ore Reserves or to provide assurance of an economic development case at this stage, or to provide certainty that the conclusions of the Scoping Study will be realised. 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 realised.

By order of the Board

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

CRADLE RESOURCES LIMITED

ABN

60 149 637 016

Quarter Ended ("Current Quarter")

30 SEPTEMBER 2014

Consolidated statement of cash flows

		Current Quarter \$A'000	Year to Date (3 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	(2,373)	(2,737)
	(b) development	-	-
-	(c) production	-	-
	(d) administration	(487)	(487)
1.3	Dividends received	-	-
1.4	Interest and other items of a similar nature received	3	3
1.5	Interest and other costs of finance paid	-	-
1.6	Income taxes paid	-	-
1.7	Other :		
	(a) reclaim of exploration and evaluation costs	4,119	4,119
	(b) refund of research and development rebate	121	121
Net Operating Cash Flows		1,383	1,383
Cash flows related to investing activities			
1.8	Payment for purchases of: (a) prospects	-	-
	(b) equity investments	-	-
	(c) other fixed assets	-	-
1.9	Proceeds from sale of: (a) prospects	-	-
	(b) equity investments	-	-
	(c) other fixed assets	-	-
1.10	Loans to other entities	-	-
1.11	Loans repaid by other entities	-	-
1.12	Other (cash acquired through business combination)	-	-
Net investing cash flows		-	-
1.13	Total operating and investing cash flows (carried forward)	1,383	1,383

1.13	Total operating and investing cash flows (brought forward)	1,383	1,383
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares, options, etc.	200	200
1.15	Proceeds from sale of forfeited shares	-	-
1.16	Proceeds from borrowings	-	-
1.17	Repayment of borrowings	-	-
1.18	Dividends paid	-	-
1.19	Other (capital raising cost)	-	-
	Net financing cash flows	200	200
	Net increase (decrease) in cash held	1,583	1,583
1.20	Cash at beginning of quarter/year	2,054	2,054
1.21	Exchange rate adjustments to item 1.20	265	265
1.22	Cash at end of quarter	3,902	3,902

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	224
1.24	Aggregate amount of loans to the parties included in item 1.10	-

1.25 Explanation necessary for an understanding of the transactions

Amounts include Directors fees and reimbursements relating to travel, corporate and administrative costs incurred during the period, and outstanding amounts accrued since 1 July 2013.

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

The Company gained its initial 87.5% interest in the newly incorporated entity, Panda Hill Tanzania Ltd, following finalisation of the agreement with Tremont Investments in June 2014, as well as recognising the investor's deemed 12.5% interest in Panda Hill Mining Pty Ltd as a non-controlling interest.

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	-	-
3.3 Convertible note	-	-

Estimated cash outflows for next quarter

	\$A'000
4.1 Exploration and Evaluation (funded partly by Tremont Investment's first tranche of USD\$5m, and partly by its second tranche of USD\$5m)	4,025
4.2 Development	-
4.3 Production	-
4.4 Administration	163
Total	4,188

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	3,902	2,054
5.2 Deposits at call	-	-
5.3 Bank overdraft	-	-
5.4 Other (provide details)	-	-
Total: cash at end of quarter (item 1.22)	3,902	2,054

Changes in interests in mining tenements

		Tenement Reference and Location	Nature of Interest (note (2))	Interest at beginning of quarter	Interest at end of Quarter
6.1	Interests in mining tenements held at the end of the quarter and their location	ML237/2006, Tanzania ML238/2006, Tanzania ML239/2006, Tanzania E08/2142, Western Australia	N/A	49% 49% 49% 100%	49% 49% 49% 100%
6.2	Interests in mining tenements relinquished, reduced or lapsed and their location	N/A	N/A	N/A	N/A
6.3	Interests in mining tenements acquired or increased and their location	N/A	N/A	N/A	N/A
6.4	Beneficial percentage interests held in farm-in or farm-out agreements	N/A	N/A	N/A	N/A
6.5	Beneficial percentage interests in farm-in or farm-out agreements acquired or disposed of	N/A	N/A	N/A	N/A

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	128,727,617	72,477,617 (56,250,000 shares unquoted and escrowed until 31/7/15)		
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>			Exercise Price	Expiry Date
		17,947,506 CXXO	17,947,506 CXXO	\$0.2667	24 Jan 2015
		7,687,500 Unlisted Options	Nil	\$0.2667	31 May 2016
7.8	Issued during quarter				
7.9	Exercised during quarter				
7.10	Expired during quarter				
7.11	Debentures <i>(totals only)</i>				
7.12	Unsecured notes <i>(totals only)</i>				
7.13	Performance Shares				
		18,750,000 Class B Performance Shares	Nil	Issued as part consideration for the acquisition of the issued share capital of Panda Hill Mining Pty Ltd. Escrowed until 31/7/15	Nil

7.14	Performance Rights	1,837,500 Performance Rights	Nil	Nil exercise price	1,050,000 expire 30/9/16 787,500 expire 30/9/17
	(a) Converted to ordinary shares during the quarter				

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.

Sophie Raven

Sign here:
SOPHIE RAVEN, COMPANY SECRETARY

Date: 31 October 2014

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 applies 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.