

Sirius Resources NL

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Projects:

Fraser Range nickel-copper, gold

Polar Bear gold, nickel

June 2014 Quarterly Report

Highlights

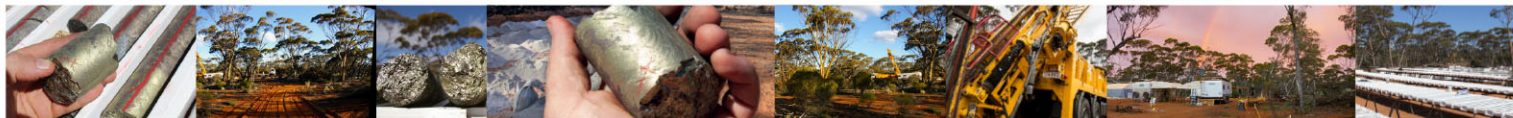
- Sirius now owns 100% of Nova Nickel Project following overwhelming shareholder approval in May for the Creasy transaction
- Agreement reached with Ngadju native title holders on key terms for the granting of the Mining Lease and development of the Nova project
- Nova Definitive Feasibility Study completed on time and within 2 years of discovery
- Project financing discussions progressing with shortlisted parties – very strong interest from potential financiers
- Product offtake discussions progressing with shortlisted parties – very strong competition from potential customers
- Initial reconnaissance drilling at Centauri nickel target delivers encouraging results
- Deep penetration electromagnetic (DPEM) survey underway on now 100% owned Nova tenement
- A\$58.7 million cash at end of quarter – better than previously estimated
- Moving into permitting and tendering phase of the Nova Nickel Project

The June 2014 quarter has been a pivotal period in the short history of Sirius Resources NL, (Sirius or the Company) with the Company obtaining 100% ownership of the Nova project, reaching agreement with the Native Title Claimants on key terms for the development of the project and completing the Nova Definitive Feasibility Study (DFS) in the promised timeframe, all in less than two years since drilling the discovery hole.

The DFS confirms that Nova is an exceptionally robust world class nickel sulphide project with forecast low operating costs and the capacity to generate significant revenue and free cash flow over an initial ten year mine life. The degree of consistency with the September 2013 scoping study highlights the quality of the asset and the work undertaken by the management team.

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Exploration has also recommenced after a long hiatus, with favourable initial drilling results at the Centauri nickel target and the commencement of a deep penetration electromagnetic survey on the now 100% owned Nova tenement.

The DFS was completed within budget and as at the end of the June quarter (also end of FY13/14) the Company has greater than forecast cash on hand of A\$58.7 million.

CORPORATE

Creasy transaction

The transaction to purchase Mark Creasy's 30% joint venture interest in the Nova project (announced to the Australian Securities Exchange (ASX) on 14th February 2014) was approved by shareholders on 9th May 2014. Support for the transaction from shareholders was overwhelming, with more than 95% of the votes cast being in favour of the transaction.

As a result, Sirius is now 100% owner of the Nova and Bollinger nickel-copper deposits and the 47 square kilometre tenement containing them. This includes 100% of the existing resource, any future resource extensions, additional discoveries and mining, processing and associated infrastructure built on the tenement. Sirius will derive significant financial and timing benefits from having 100% control of the development of the Nova project, and now has a province-dominating strategic advantage through its sole ownership of the first processing infrastructure to be built in the region.

Nova Native Title agreement

On 20th May 2014 Sirius received notice from the Goldfields Land and Sea Council (GLSC) that the Ngadju people (traditional custodians and sole native title claimants to the area containing Nova) had accepted the key terms of an agreement that enables the development of the Nova Nickel Project. This agreement will result in a variety of benefits and initiatives for the Ngadju people prior to, during, and beyond the life of the mine.

The Company is looking forward to continuing and expanding its relationship with the Ngadju people, not only at Nova, but throughout its broader exploration interests elsewhere in the Fraser Range and at Polar Bear. The Company is keen to work together for a mutually beneficial outcome for all.

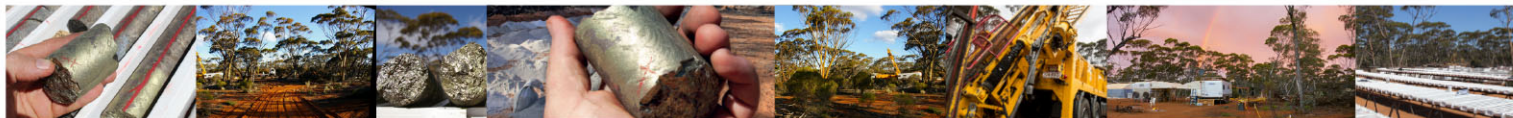
The documentation of the agreement is expected to be finalised early in Q3 2014.

Finance

During the quarter, approximately A\$10.6 million was spent on exploration, feasibility activities and corporate costs. At the end of the quarter (and the financial year ending 30 June 2014), cash at bank totalled A\$58.7 million. This is more than the previous guidance of A\$46 million due largely to the retiming of the expected stamp duty assessment and payment following the completion of the acquisition of the

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remaining 30% interest in the Nova Nickel Project, previously held by Mr Mark Creasy (announced to the ASX on 14th February 2014 and approved by shareholders on 9th May 2014).

Expenditure for the coming quarter is anticipated to total approximately A\$9.6 million, which will include A\$4.7 million for ongoing project development work comprising permitting and approvals costs, project optimisation work, contract tendering and expansion of the Nova exploration camp ahead of a formal development decision (within the constraints of statutory authorisations until such time as full development approvals and permits are granted).

Capital structure

During the quarter 14,419 A\$0.60 options and 50,000 A\$0.20 options were exercised, providing income of A\$18,651. The completion of the Creasy transaction resulted in the issue of 70,563,306 to Mark Creasy and his related entities. These shares are subject to a 12 month escrow period and therefore the number of the ordinary shares on issue is 332,607,892 but the number of ordinary shares quoted on the ASX is 262,044,586.

As of the end of the quarter, outstanding unlisted options totalled 47.8 million, comprising 1.9 million 20 cent options, 31.7 million 60 cent options, 0.4 million \$2.80 options, 8.75 million \$3.17 options, 1.55 million \$3.50 options, 0.5 million \$3.00 options, 1 million \$3.34 options and 2 million \$3.51 options.

NOVA NICKEL PROJECT

Definitive Feasibility Study

The Company completed the Nova Definitive Feasibility Study (DFS) as promised, on schedule, on 30th June 2014. This will be released to the market on Monday 14th July 2014 (see separate ASX release).

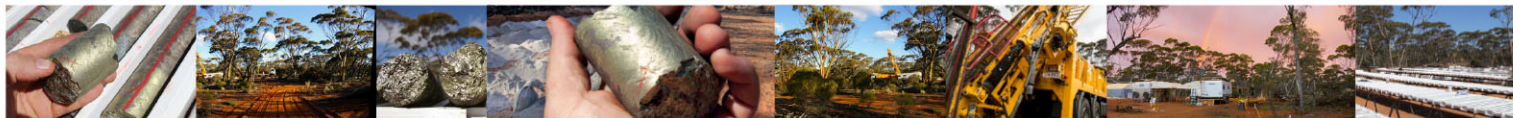
Project Financing

The Company is progressing discussions with a number of financiers regarding the funding of the Nova Nickel Project. Eight potential financiers have been shortlisted. A final decision on the project financing will be made at a time which synchronises with the permitting timeline.

As previously stated, the Company's policy is to keep the financing of the Nova Nickel Project simple, minimise dilution to shareholders whilst avoiding over-gearing, maintain maximum exposure to a forecast rising nickel price and maintain maximum flexibility with offtake agreements by keeping project finance independent of sales.

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Offtake

The Company has been in discussion with numerous potential customers for the purchase of nickel and copper concentrate from the Nova Nickel Project. Formal bids have now been received from six parties shortlisted from the 23 offers of interest previously received.

EXPLORATION

Exploration drilling recommenced during the quarter following a lengthy hiatus during which time low impact preparatory activities such as soil sampling and geophysics were undertaken to define new targets to a point of drill readiness.

Fraser Range (100% Sirius)

Sirius has a 100% interest in various tenements in the Fraser Range region, including the exploration licence and mining lease application containing the Nova-Bollinger deposits. These tenements also include the Talbot and Southern Hills soil anomalies, the Canopus target and the Buningonia intrusion. All of these are located in the Fraser Complex, considered to be highly prospective for mafic-ultramafic intrusion hosted magmatic nickel-copper-platinum group metal (PGM) and chromite deposits.

The "Samson" deep penetration electromagnetic (DPEM) survey started on the Nova tenement during the quarter. The first phase of the program, targeting Nova-Bollinger style mineralisation at depths in excess of 400 meters is now nearing completion. Preliminary results are imminent and are being assessed to determine the presence, depth and extent of any anomalies.

Shallow RC drilling continued around the Eye and over the Western Trend with the aim of finding shallow disseminated nickel – copper mineralisation and Nova style rocks with the potential to host nickel copper mineralisation at depth. This program will continue into the next quarter.

Fraser Range Joint Venture (70% Sirius)

Sirius has a 70% interest in the Fraser Range Joint Venture, with Mark Creasy retaining a 30% free carried interest to the completion of a bankable feasibility study. The project covers over 100 kilometres strike length of the Albany-Fraser Belt – which contains the nickel prospective Fraser Complex and also the Tropicana trend. The package is considered highly prospective for Tropicana-style gold mineralisation as well as for the now demonstrated Nova-style magmatic nickel-copper-cobalt deposit style.

Centauri nickel target

At Centauri, 8 wide spaced reverse circulation (RC) holes and 141 wide spaced shallow aircore holes identified an extensive subsurface zone of nickel, copper and cobalt enrichment within weathered mafic and ultramafic rocks (see ASX Announcement 16th June 2014).

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This zone of enrichment is similar to that intersected in the original six reconnaissance RC holes drilled in the geological feature known as the Eye, some twelve months before the discovery of Nova. The anomalism in these holes reflected the presence of weak mineralisation that was later shown to be situated some 400 meters above the Nova deposit. Moreover, in hole SFRC0511 minor magmatic copper nickel sulphides were identified from 72 – 100 metres.

Follow up drilling will commence in the next quarter pending receipt of statutory drilling approvals.

Crux nickel target

Nine wide spaced RC holes and 175 wide spaced shallow aircore holes have also been drilled at Crux. Preliminary results indicate the presence of an enriched blanket similar to that found at Centauri to the south of Crux with hole SFRC0514 intersecting 28 metres at 0.57% nickel from 32 metres (see ASX Announcement 16th June 2014).

Like Centauri, a zone of minor magmatic nickel copper sulphides was intersected in hole SFRC0512 from 239 to 249 metres. The occurrence of such magmatic nickel-copper-iron sulphide mineralisation, whilst minor, is similar to levels found in the hanging wall rocks immediately adjacent to the Nova and Bollinger deposits.

Unfortunately, at both Crux and Centauri, very poor ground conditions prevented drilling to the target footwall contact which is predicted to occur at depths of 300 metres to 500 metres.

Final assays results from Crux are expected within the next two weeks and follow up drilling will be done in conjunction with that at Centauri in the next quarter subject to receipt of statutory drilling approvals.

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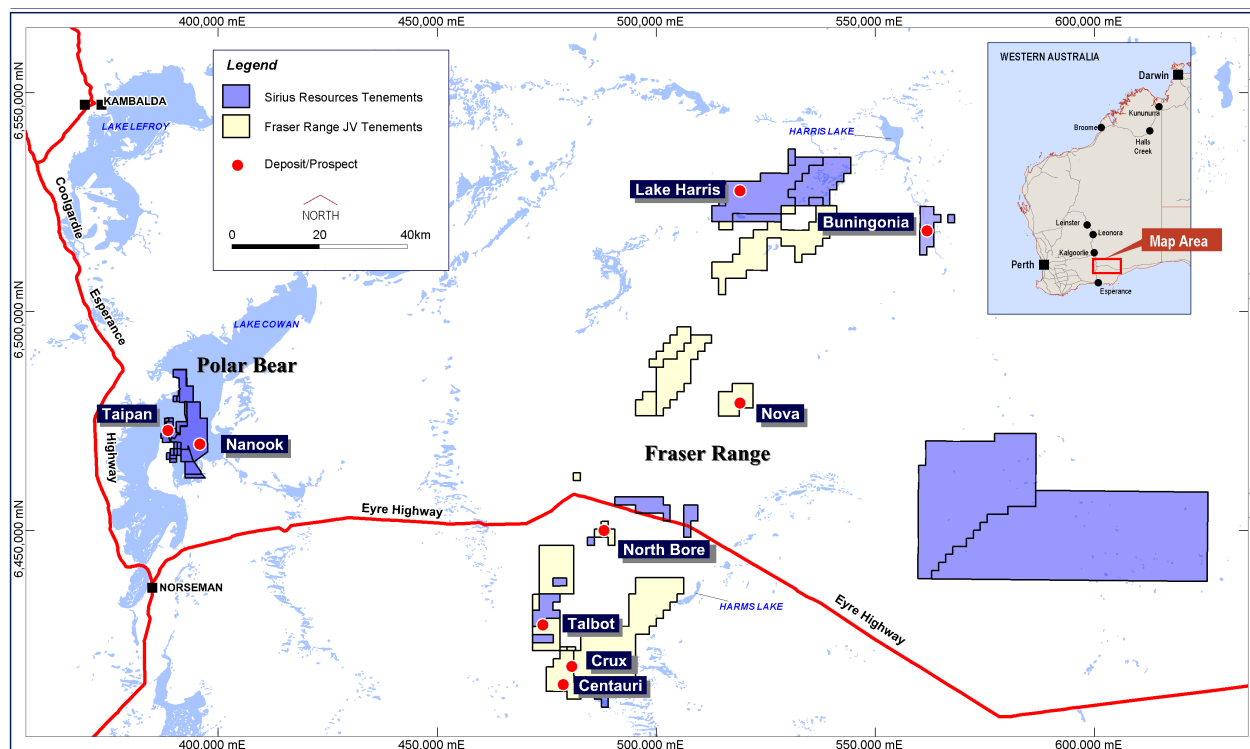
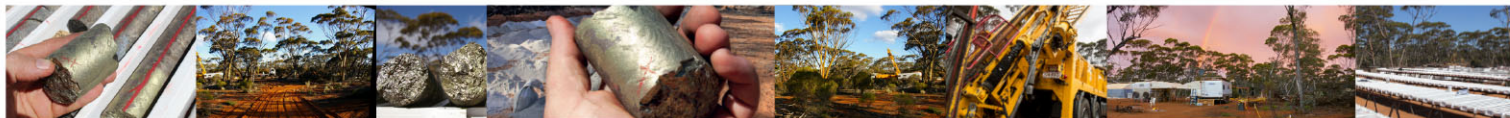


Figure 1. Sirius tenements and project areas.

Polar Bear (100% Sirius)

Sirius owns 100% of the Polar Bear project. The project covers approximately 130 square kilometres of underexplored ground located between the world class gold producing centres of St Ives and Norseman – both ~10 million ounce camps – and southeast of the 2 million ounce Higginsville gold operations of Metals X Limited. It also covers the southern continuation of the ultramafic stratigraphy which hosts the Kambalda and Widgiemooltha nickel deposits. It is largely concealed beneath the salt lake sediments and sand dunes of Lake Cowan.

Nanook gold prospect

Final results from the infill aircore program at the Nanook gold prospect further established the scale and extent of this extensive gold anomaly (see ASX Announcement 13th May 2014). Results included:

- 4 metres at 4.93 g/t Au from 40 metres in SPBA1475
- 8 metres at 2.89 g/t Au from 32 metres including 4 metres at 5.46 g/t Au from 32 metres in SPBA1494
- 9 metres at 2.54 g/t Au from 48 metres in SPBA1514

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Bindy gold prospect

Final results from the infill aircore program at the Bindy gold prospect, situated approximately 1 kilometre to the south east of Nanook, extended the gold anomaly to a strike length of 1.8 kilometres (see ASX Announcement 16th June 2014). Results included:

- 12 metres at 0.87 g/t Au from 36 metres including 8 metres at 1.2 g/t Au from 40 metres in SPBA1545
- 16 metres at 0.89 g/t Au from 32 metres including 7 metres at 1.48 g/t Au from 40 metres in SPBA1554

Nickel reconnaissance

Two reconnaissance stratigraphic diamond drill holes have been planned to test for Kambalda-style hostrocks and nickel sulphide mineralisation on the geological contact interpreted to be the “live” contact, equivalent to that which hosts nickel sulphide deposits in the Widgiemooltha district to the northwest of Polar Bear. The first hole is targeted on an area dubbed the Taipan prospect where historic data records an intercept of 23.05m @ 0.56% nickel including 2.12m @ 1.27% nickel and 0.13% copper, drilled in the 1970’s by Anaconda (see the ASX announcement of 25th March 2014). Drilling has commenced.

Mark Bennett, Managing Director and CEO

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Competent Persons statement

The information in this report that relates to Exploration Results is based on information compiled by Jeff Foster and Andy Thompson who are employees of the company and fairly represents this information. Mr Foster and Mr Thompson are members of the Australasian Institute of Mining and Metallurgy. Mr Foster and Mr Thompson have sufficient experience of relevance to the styles of mineralisation and the types of deposits under consideration, and to the activities undertaken, to qualify as Competent Persons as defined in the 2012 Edition of the Joint Ore Reserves Committee (JORC) Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Mr Foster and Mr Thompson consent to the inclusion in this report of the matters based on information in the form and context in which it appears. Exploration results are based on standard industry practices, including sampling, assay methods, and appropriate quality assurance quality control (QAQC) measures. Reverse circulation (RC), aircore (AC) and rotary air blast (RAB) drilling samples are collected as composite samples of 4 or 2 metres and as 1 metre splits (stated in results). Mineralised intersections derived from composite samples are subsequently re-split to 1 metre samples to better define grade distribution. Core samples are taken as half NQ core or quarter HQ core and sampled to geological boundaries where appropriate. The quality of RC drilling samples is optimised by the use of riffle and/or cone splitters, dust collectors, logging of various criteria designed to record sample size, recovery and contamination, and use of field duplicates to measure sample representivity. For soil samples, PGM and gold assays are based on an aqua regia digest with Inductively Coupled Plasma (ICP) finish and base metal assays may be based on aqua regia or four acid digest with inductively coupled plasma optical emission spectrometry (ICPOES) or atomic absorption spectrometry (AAS) finish. In the case of reconnaissance RAB, AC, RC or rock chip samples, PGM and gold assays are based on lead or nickel sulphide collection fire assay digests with an ICP finish, base metal assays are based on a four acid digest and inductively coupled plasma optical emission spectrometry (ICPOES) and atomic absorption spectrometry (AAS) finish, and where appropriate, oxide metal elements such as Fe, Ti and Cr are based on a lithium borate fusion digest and X-ray fluorescence (XRF) finish. In the case of strongly mineralised samples, base metal assays are based on a special high precision four acid digest (a four acid digest using a larger volume of material) and an AAS finish using a dedicated calibration considered more accurate for higher concentrations. Sample preparation and analysis is undertaken at Minanalytical, Genalysis Intertek and Ultratrace laboratories in Perth, Western Australia. The quality of analytical results is monitored by the use of internal laboratory procedures and standards together with certified standards, duplicates and blanks and statistical analysis where appropriate to ensure that results are representative and within acceptable ranges of accuracy and precision. Where quoted, nickel-copper intersections are based on a minimum threshold grade of 0.5% Ni and/or Cu, and gold intersections are based on a minimum gold threshold grade of 0.1g/t Au unless otherwise stated. Intersections are length and density weighted where appropriate as per standard industry practice. All sample and drill hole co-ordinates are based on the GDA/MGA grid and datum unless otherwise stated. Exploration results obtained by other companies and quoted by Sirius have not necessarily been obtained using the same methods or subjected to the same QAQC protocols. These results may not have been independently verified because original samples and/or data may no longer be available.

The information in this report that relates to Mineral Resource Estimation is based on information compiled by Mr Mark Drabble, Principal Consultant Geologist – Optiro Pty Ltd and Mr Andrew Thompson, a full time employee and General Manager Resources and Geology of Sirius Resources NL, and fairly represents this information. Mr Drabble and Mr Thompson are members of the Australasian Institute of Mining and Metallurgy and have sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration 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” (JORC Code). Mr Drabble and Mr Thompson consent to the inclusion in this report of the matters based on their information in the form and context in which they appear. Information in this presentation that relates to the Mineral Resource estimates for the Nova and Bollinger deposits is fully described in the ASX releases of 20th March 2013 and 15th July 2013 respectively.

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

Sirius Resources NL

ABN

46 009 150 083

Quarter ended ("current quarter")

30 June 2014

Consolidated statement of cash flows

| Cash flows related to operating activities | Current quarter \$A'000 | Year to date (12 months) \$A'000 |
|---|----------------------------|--|
| 1.1 Receipts from product sales and related debtors | - | - |
| 1.2 Payments for (a) exploration & evaluation | (9,495) | (31,001) |
| (b) development | - | - |
| (c) production | - | - |
| (d) administration | (1,097) | (5,124) |
| 1.3 Dividends received | - | - |
| 1.4 Interest and other items of a similar nature received | 912 | 2,694 |
| 1.5 Interest and other costs of finance paid | - | - |
| 1.6 Income taxes paid | - | - |
| 1.7 Other | - | - |
| Net Operating Cash Flows | (9,680) | (33,431) |
| Cash flows related to investing activities | | |
| 1.8 Payment for purchases of: (a) prospects | (28,183) | (28,183) |
| (b) equity investments | - | - |
| (c) other fixed assets | (287) | (2,759) |
| 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 | - | - |
| Net investing cash flows | (28,470) | (30,942) |
| 1.13 Total operating and investing cash flows (carried forward) | (38,150) | (64,373) |

+ See chapter 19 for defined terms.

| | | | |
|------|--|----------|----------|
| 1.13 | Total operating and investing cash flows (brought forward) | (38,150) | (64,373) |
| | Cash flows related to financing activities | | |
| 1.14 | Proceeds from issues of shares, options, etc. | 19 | 84,519 |
| 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 costs | - | (2,210) |
| | Other - Payments for cash backed guarantees | - | (600) |
| | Net financing cash flows | 19 | 81,709 |
| | Net increase (decrease) in cash held | (38,131) | 17,336 |
| 1.20 | Cash at beginning of quarter/year to date | 96,846 | 41,379 |
| 1.21 | Exchange rate adjustments to item 1.20 | | |
| 1.22 | Cash at end of quarter | 58,715 | 58,715 |

**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 | 504 |
| 1.24 | Aggregate amount of loans to the parties included in item 1.10 | - |

1.25 Explanation necessary for an understanding of the transactions

Salaries and fees paid to directors and company secretary in the quarter including superannuation

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

As announced to the ASX on 30 May 2014 the Company completed the acquisition of the remaining 30% interest in its Nova Project held by Mr Mark Creasy during the quarter. Payment for this transaction included the issue of 70,563,306 new fully paid ordinary shares, which the Company valued at A\$204.6M.

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

+ See chapter 19 for defined terms.

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 | - | - |

Estimated cash outflows for next quarter

| | \$A'000 |
|--------------------------------|--------------|
| 4.1 Exploration and evaluation | 7,700 |
| 4.2 Development | - |
| 4.3 Production | - |
| 4.4 Administration | 1,900 |
| Total | 9,600 |

Reconciliation of cash

| Reconciliation of cash at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows. | Current quarter \$A'000 | Previous quarter \$A'000 |
|---|----------------------------|-----------------------------|
| 5.1 Cash on hand and at bank | 715 | 1,845 |
| 5.2 Deposits at call | 58,000 | 95,001 |
| 5.3 Bank overdraft | - | - |
| 5.4 Other (provide details) | - | - |
| Total: cash at end of quarter (item 1.22) | 58,715 | 96,846 |

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 | | | | |
| 6.2 Interests in mining tenements acquired or increased | E28/1724 | Purchase | 70% | 100% |
| | MLA 28/376 | Purchase | 70% | 100% |
| | E69/3194 | Granted | 0% | 100% |

+ 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) (cents) | Amount paid up per security (see note 3) (cents) |
|-----|--|--------------------------------|-----------------------|---|--|
| 7.1 | Preference + securities <i>(description)</i> | N/A | N/A | N/A | N/A |
| 7.2 | Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions | | | | |
| 7.3 | +Ordinary securities | 332,607,892 | 262,044,586 | N/A | Fully Paid |
| 7.4 | Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs | 14,419 50,000 70,563,306 | 14,419 50,000 - | \$0.60 \$0.20 Nil | Fully Paid Fully Paid Fully Paid |
| 7.5 | +Convertible debt securities <i>(description)</i> | N/A | N/A | N/A | N/A |
| 7.6 | Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted | - | - | | |

+ See chapter 19 for defined terms.

| | | | | | |
|------|--|--|--|---|--|
| 7.7 | Options (description and conversion factor) | 28,350,000 200,000 1,200,000 200,000 1,650,000 100,000 8,750,000 1,850,000 50,000 400,000 1,550,000 1,000,000 2,000,000 500,000 | - - - - - - - - - - - - - - | <i>Exercise price</i> 60 cents 60 cents 60 cents 60 cents 60 cents 60 cents \$3.17 20 cents 20 cents \$2.80 \$3.50 \$3.34 \$3.51 \$3.00 | <i>Expiry date</i> 31/08/2014 28/09/2014 02/11/2014 1/11/2015 26/11/2015 21/02/2016 22/11/2016 29/11/2016 14/05/2017 17/09/2017 19/11/2017 6/11/2017 21/11/2017 21/02/2018 |
| 7.8 | Issued during quarter | - | - | - | - |
| 7.9 | Exercised during quarter | 14,419 50,000 | - - | <i>Exercise Price</i> \$0.60 \$0.20 | <i>Expiry date</i> 02/11/2014 29/11/2014 |
| 7.10 | Expired (or lapsed) during quarter | 150,000 | - | - | 19/11/2017 |
| 7.11 | Debentures (totals only) | - | - | | |
| 7.12 | Unsecured notes (totals only) | - | - | | |
| 7.13 | Employee Shares Performance Shares (subject to performance conditions) | 44 Conversion price \$57.00 2,200,000 | | | |

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 provides a true and fair view of the matters disclosed.

Sign here: ..



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Date: 14 July 2014

Print name: A

+ See chapter 19 for defined terms.

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.

Rule 5.3

+ See chapter 19 for defined terms.