QUARTERLY

31 July 2014

Activity Report for the Quarter Ended 30 June 2014

OVERVIEW

BURBANKS PROJECT - WA
(Barra 100%*)

- BTM mined 4,605 tonnes grading approximately 3.0 grams per tonne for quarter. There was no gold recovered from milling for the period.

- An instalment of $100,000 was received from sale of Birthday Gift Mine with $1,400,000 outstanding for payment over coming 12 months.

PHILLIPS FIND PROJECT - WA
(Barra 100%**)

- Completed an 11 hole infill resource drilling program at Newminster. Best drill intersections included:

  12.0 metres grading 5.00 grams per tonne gold

  7.0 metres grading 4.35 grams per tonne gold

  5.0 metres grading 5.01 grams per tonne gold

- Update of resource model, re-optimisation and mine design for Stage 2 cutback of Newminster commences.

MT THIRSTY PROJECT - WA
(Barra 50%; Conico Ltd 50% (ASX:CNJ) – JOINT VENTURE)

- The Company continues to assess various options to advance the project including lower cost processing methods and potential corporate opportunities.

PROJECT GENERATION

- The Company is currently conducting due diligence on a gold project near Coolgardie.

* *M15/161 is owned by Blue Tiger Mines Pty Ltd. Barra has 100% exploration and mining rights to Reservation Area within M15/161 only (refer Tenement Listing and Map)*

** *Except for tenements P16/2422-2425 which are 85% Barra, 15% Phoenix Gold Ltd (refer Tenement Listing)*

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1. BURBANKS PROJECT (WA) (100% Barra*)

** Excludes Birthday Gift Mine Area (Figure A1)*

The Burbanks Project is centred 9km southeast of Coolgardie, Western Australia. The project area encompasses the Burbanks Mining Centre, where over 400,000ozs of gold has been produced since 1885, and over 5km of strike extent of the Burbanks Shear Zone.

In August 2013, Barra entered into a Tenement Sale Agreement to facilitate the sale of the Birthday Gift Underground Mine (Birthday Gift) to Blue Tiger Mines Pty Ltd for cash and a $25 per ounce royalty (after the first 6,000ozs production). The deal involved a separation of rights within mining lease M15/161 with Barra retaining 100% exploration and mining rights to the Reservation Area (Figure A1). All other tenements within the Burbanks Project are not affected by the Birthday Gift Sale Agreement.

Birthday Gift Mine *(Barra Royalty Only)*

BTM mined 4,605t @ ~3.0g/t Au for an estimated 444oz for the period. There was no milling during the quarter by BTM. Gold recovered to-date with respect to Barra's royalty remains at 1,658.10 ounces (Table 1).

Period	Tonnes	Grade	Ounces Recovered
Oct – Dec'13	4865	5.70	886.10
Jan – Mar'14	6610	3.63	772.00
Apr – Jun'14	no gold attributable for quarter		
Total	11475	4.49	1658.10

Gold to be recovered until royalty is payable = 4341.9 oz

Table 1: Summary of Birthday Gift Gold Production with respect to Barra's gold royalty status.

A cash instalment of $100,000 was received during the Quarter bringing the total proceeds paid to Barra under the agreement to $600,000.

Earlier this year, the Company entered into a variation agreement with BTM to restructure payment timelines pursuant to the 2013 agreement. Under the revised terms, Barra will receive $1.4 million in instalments over the coming 12 months.

Exploration

There was no exploration activity for the quarter.

2. PHILLIPS FIND PROJECT (WA) (100% Barra*)

** except for P16/2422-2425 which are 85% Barra, 15% Phoenix Gold Ltd*

The Phillips Find Project is centred 50km north-northeast of Coolgardie, Western Australia. The project encompasses the Phillips Find Mining Centre (PFMC) where 27,146 ounces of gold has been mined from three open-pit operations; Bacchus Gift, Newhaven and Newminster, since 1998.

The most recent mining activity at the PFMC was in January 2013 where Barra, through an alliance with Blue Tiger Mining Pty Ltd, mined 53,986 tonnes of ore recovering 4,331 ounces of gold *(refer to ASX announcement 29th April 2013: "Phillips Find Production Update"[1]: available to view at www.barraresources.com.au).*

The Company continues to work on extracting further value from project through further open-pit mining and developing the underground potential at the PFMC.

[1] The Company is not aware of any new information or data that materially affects the information included in the previous announcement and that all of the previous assumptions and technical parameters underpinning the estimates in the previous announcement have not materially changed.

Mining

Phillips Find Mining Centre (PFMC)

With the recent improvement in the gold price, the Company is targeting a resumption of mining via a "Stage 2" cut-back operation at its Newminster Deposit by deepening the existing pit to at least the 390mRL (-65m vertical depth; a further 22.5m below the current pit depth); the 390mRL is the depth limit subject to the Right-To-Mine agreement with Blue Tiger Mining Pty Ltd (BTM).

The viability of the planned Stage 2 cut-back however hinges on a zone of mineralisation directly beneath the current pit floor estimated to contain up to 82% of the potential gold ounces to be mined. This 'zone' has previously only been defined on a minimum 20m by 20m drill spacing and as such it was necessary to infill this zone of mineralisation to bring the drill coverage down to a minimum 10m by 10m drill coverage.

In June, the Company completed an infill resource drilling program at Newminster to confirm this mineralised zone. A total of 11 RC holes (PFRC082-092) were completed for 1,222m *(refer to ASX announcement 15th July 2014: "Newminster Update"; available to view at www.barraresources.com.au).*

Best results from the program included 12m down-hole @ 5.0g/t Au, 7m down-hole @ 4.35g/t Au and 5m down-hole @ 5.01g/t Au. Table 2 and 3 summarise all drillhole locations and significant intersections (>= 1g/t Au) respectively; Figure 1 shows drillhole locations in relation to the Newminster pit and Figure 2 is the current Newminster long section in schematic form.

The Company is now commencing the process of updating the Newminster resource model, conducting a new optimisation study and developing a new mine plan for the proposed Stage 2 cut-back at Newminster. The Company anticipates the results of this process to be completed prior to the December quarter.

Exploration

There was no field exploration activity for the quarter other than the drilling program mentioned above.

3. MT THIRSTY PROJECT
(50% Barra; 50% Conico – *Joint Venture*)

The Mt Thirsty Project is located 20km north-northwest of Norseman, Western Australia. Barra owns 50% of the project in joint venture with Conico Ltd (ASX:CNJ). Conico is the joint venture manager.

The Mt Thirsty Project contains the Mt Thirsty Cobalt-Nickel (Co-Ni) Oxide Deposit which has the potential to emerge as a significant cobalt supplier. Recent metallurgical test work indicated high recoveries of cobalt (Co) together with some nickel (Ni) can be achieved through low temperature agitated leaching in closed tanks using sulphur dioxide (SO_2).

The Mt Thirsty Co-Ni Oxide Deposit contains an Indicated Mineral Resource of 16.6Mt @ 0.14% Co, 0.60% Ni and 0.98% Mn and an Inferred Mineral Resource of 15.3Mt @ 0.11% Co, 0.51% Ni and 0.73% Mn over a length of 1.6km and a width of up to 850m *(The Mt Thirsty Co-Ni Oxide Deposit mineral resource was prepared and first reported in accordance with the JORC Code 2004. It has not been updated since to comply with the JORC Code 2012 on the basis that the information has not materially changed since it was last reported; refer to ASX announcement 8th March 2011: "Resource Upgrade Mt Thirsty Cobalt-Nickel Oxide Deposit"[1], available to view at www.barraresources.com.au).*

As well as the Co-Ni Oxide Deposit, the Mt Thirsty Project also hosts primary nickel sulphide mineralisation. Intersections of nickel sulphide (Ni-S) mineralisation up to 6m down-hole @ 3.5% Ni were made by the joint venture in 2010 *(refer to ASX announcement 19th May 2010: "High Grade Nickel Sulphides Intersected at Mt Thirsty JV" [1], available to view at www.barraresources.com.au).*

[1] The Company is not aware of any new information or data that materially affects the information included in the previous announcement and that all of the previous assumptions and technical parameters underpinning the estimates in the previous announcement have not materially changed.

Nickel Sulphide Exploration

There was no nickel sulphide exploration activity during the period.

The Joint Venture views the Mt Thirsty project as holding excellent potential for nickel sulphide mineralisation, following the discovery of nickel sulphides in early 2010 when RC drilling intersected 6.0m down-hole @ 3.50% Ni (including 2.0m @ 6.75% Ni) at a down-hole depth of 201 metres *(refer to ASX announcement 19th May 2010: "High Grade Nickel Sulphides Intersected at Mt Thirsty JV" [1], available to view at www.barraresources.com.au).*

[1] The Company is not aware of any new information or data that materially affects the information included in the previous announcement and that all of the previous assumptions and technical parameters underpinning the estimates in the previous announcement have not materially changed.

Mt Thirsty Cobalt-Nickel (Co-Ni) Oxide Deposit

The Company continues to assess various options to advance the project including lower cost processing methods and potential corporate opportunities.

4. RIVERINA NICKEL PROJECT
(30% Barra, 70% Riverina Resources Pty Ltd – *Joint Venture, Nickel Rights Only*)

The Riverina Project is centred 125km north of Coolgardie, Western Australia. Barra owns 30% of the nickel rights in joint venture with Riverina Resources Pty Ltd (joint venture manager).

Between 2005 and 2008, the Joint Venture actively explored the Martins Zone ultramafic unit for economic concentrations of nickel laterite and nickel sulphide mineralisation.

Exploration intersected narrow widths of high-grade remobilised massive nickel sulphide adjacent to an undeformed ultramafic footwall contact. Results included a high grade intersection of 0.37m down-hole @ 10.88% Ni from 215m down-hole *(refer to ASX announcement 7th July 2005: "High Grade Massive Nickel Sulphides Intersected at Riverina" [1], available to view at www.barraresources.com.au).*

There was no nickel exploration activity undertaken by the joint venture during the quarter.

Swan Gold Mining Limited (formerly Monarch Gold Limited) who acquired the gold rights to the Riverina project in mid-2007 is required to manage and meet expenditure requirements for the tenements.

[1] The Company is not aware of any new information or data that materially affects the information included in the previous announcement and that all of the previous assumptions and technical parameters underpinning the estimates in the previous announcement have not materially changed.

5. PROJECT GENERATION

The Company is presently conducting due diligence on a gold project near Coolgardie in Western Australia. This is expected to be completed early August at which time a decision regarding Barra's involvement will be made.

TENEMENTS

The following tenement changes occurred during the quarter (see Tenement Listing at end of report):

- P15/5211-5213 expired.
- E63/1113 forfeited.
- E63/1303-1304 surrendered.

CORPORATE

Announcements

Date	Announcement
30/04/2014	Activities Report for the Quarter Ended 31 March 2014
30/04/2014	Cashflow Report for the Quarter Ended 31 March 2014
15/07/2014	Newminster Update

Note: All announcements are available on the Company's website.

INVESTOR INFORMATION

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Capital Structure

373,247,883 listed ordinary shares

3,000,000 unlisted options

Company Directors

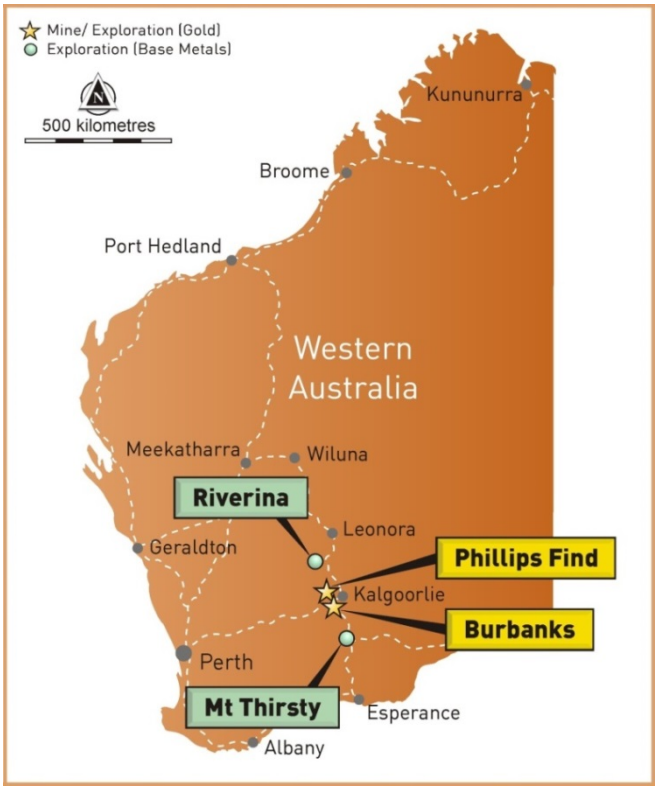
Gary Berrell - Executive Chairman

Grant Mooney - Non-Executive Director and Company Secretary

Lindsay Franker- Non-Executive Director

ASX Codes

Shares: BAR



Project Location Map

GARY BERRELL
Executive Chairman

Abbreviations: *AC=Aircore, Au=gold, Co=cobalt, DEC=Department of Environment and Conservation, DD=Diamond, DMP=Department of Mines and Petroleum, g=grams, g/t=grams per tonne, kg=kilograms, km=kilometres, lb/s=pound/s, LME=London Metal Exchange, lt=litre, m=metres, min=minutes, ml=millilitre, mm=millimetre, Mn=manganese, Mt=million tonnes, Ni=nickel, oz/s=ounce/s, pH=measure (1-10) of acidity (1 acid, 7 neutral, 10 basic), ppb=parts per billion, ppm=parts per million, RAB=Rotary Air Blast, RC=Reverse Circulation, RL=Reduced Level, t=tonnes, tpa=tonnes per annum µm=micro metres, @= grading, %=percent, ^{o}C=degrees celsius.*

Disclaimer

The interpretations and conclusions reached in this report are based on current geological theory and the best evidence available to the authors at the time of writing. It is the nature of all scientific conclusions that they are founded on an assessment of probabilities and, however high these probabilities might be, they make no claim for complete certainty. Any economic decisions that might be taken on the basis of interpretations or conclusions contained in this report will therefore carry an element of risk.

It should not be assumed that the reported Exploration Results will result, with further exploration, in the definition of a Mineral Resource.

Competent Persons Statement

The information in this report which relates to Exploration Results is based on information compiled by Mr Gary Harvey who is a Member of the Australian Institute of Geoscientists and a full-time employee of Barra Resources Ltd. Mr Harvey 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 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves" (the JORC Code). Mr Harvey consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

Table 2: Summary of drillhole locations at Newminster.

HoleID	East (m)	North (m)	Elevation (m)	Local Grid	Dip	Azimuth	Depth (m)
PFRC082	4162.19	5920.26	454.48	PF_MineGrid	-55.00	90.00	98.00
PFRC083	4140.26	5930.17	454.07	PF_MineGrid	-60.00	90.00	130.00
PFRC084	4146.35	5940.08	454.42	PF_MineGrid	-60.00	90.00	120.00
PFRC085	4160.85	5949.82	454.60	PF_MineGrid	-57.00	90.00	100.00
PFRC086	4142.95	5949.95	454.30	PF_MineGrid	-60.00	90.00	120.00
PFRC087	4160.26	5969.92	454.38	PF_MineGrid	-60.00	90.00	105.00
PFRC088	4150.25	5969.89	454.40	PF_MineGrid	-60.00	90.00	130.00
PFRC089	4146.16	5969.97	454.06	PF_MineGrid	-62.00	90.00	110.00
PFRC090	4163.72	5989.80	454.19	PF_MineGrid	-60.00	90.00	100.00
PFRC091	4151.19	5999.75	453.62	PF_MineGrid	-60.00	90.00	120.00
PFRC092	4237.08	5936.57	456.72	PF_MineGrid	-55.00	214.50	89.00

NB: Dip and Azimuth are measured in degrees. There is a 17.5 degree difference between local grid and Magnetic North

Table 3: Summary of significant intersection >= 1g/t Au.

NB: NSR = No Significant Result (i.e. Au < 0.5g/t Au)

Hole ID	From (m)	To (m)	Interval (m)	g/t Au	Intersection (down-hole width)	Intersection (true width)
PFRC082	0	48	48.00	*NSR*		
	48	49	1.00	0.73		
	49	50	1.00	**1.11**		
	50	51	1.00	0.15		
	51	52	1.00	0.9		
	52	53	1.00	0.85		
	53	54	1.00	0.56		
	54	55	1.00	0.69		
	55	56	1.00	**1.14**	5m @ 1.33g/t Au	4m @ 1.33g/t Au
	56	57	1.00	0.8		
	57	58	1.00	**1.88**		
	58	59	1.00	**1.08**		
	59	60	1.00	**1.73**		
	60	61	1.00	0.45		
	61	62	1.00	0.62		

Hole ID	From (m)	To (m)	Interval (m)	g/t Au	Intersection (down-hole width)	Intersection (true width)
	61	69	8.00	*NSR*		
	69	70	1.00	0.59		
	70	71	1.00	**1.62**		
	71	98	27.00	*NSR*		
PFRC083	0	90	90.00	*NSR*		
	90	91	1.00	0.63		
	91	92	1.00	**2.66**	4m @ 3.36g/t Au	3m @ 3.36g/t Au
	92	93	1.00	**3.13**		
	93	94	1.00	**4.56**		
	94	95	1.00	**3.08**		
	95	130	35.00	*NSR*		
PFRC084	0	82	82.00	*NSR*		
	82	83	1.00	**2.27**	8m @ 2.03g/t Au	5m @ 2.03g/t Au
	83	84	1.00	0.57		
	84	85	1.00	**3.43**		
	85	86	1.00	0.95		
	86	87	1.00	**3.37**		
	87	88	1.00	**2.03**		
	88	89	1.00	**1.77**		
	89	90	1.00	**1.84**		
	90	120	30.00	*NSR*		
PFRC085	0	35	35.00	*NSR*		
	35	36	1.00	0.41		
	36	37	1.00	**1.76**		
	37	43	6.00	*NSR*		
	43	44	1.00	**1.09**		
	44	54	10.00	*NSR*		
	54	55	1.00	**3.77**	8m @ 1.41g/t Au	8m @ 1.41g/t Au
	55	56	1.00	0.37		
	56	57	1.00	0.06		
	57	58	1.00	**3.39**		
	58	59	1.00	0.98		
	59	60	1.00	0.34		
	60	61	1.00	**1.01**		
	61	62	1.00	**1.39**		
	62	65	3.00	*NSR*		
	65	66	1.00	**3.45**	4m @ 1.57g/t Au	4m @ 1.57g/t Au
	66	67	1.00	0.44		
	67	68	1.00	0.58		
	68	69	1.00	**1.88**		
	69	70	1.00	0.68		
	70	77	7.00	*NSR*		
	77	78	1.00	**1.03**		
	78	79	1.00	0.17		
	79	80	1.00	0.63		
	80	100	20.00	*NSR*		
PFRC086	0	67	67.00	*NSR*		
	67	68	1.00	0.52		
	68	74	6.00	*NSR*		
	74	75	1.00	**4.42**	6m @ 2.28g/t Au	4m @ 2.28g/t Au
	75	76	1.00	0.02		
	76	77	1.00	0.02		
	77	78	1.00	**6.71**		
	78	79	1.00	**1.52**		
	79	80	1.00	0.97		

Hole ID	From (m)	To (m)	Interval (m)	g/t Au	Intersection (down-hole width)	Intersection (true width)
	80	87	7.00	*NSR*		
	87	88	1.00	**1.66**		
	88	89	1.00	0.8		
	89	104	15.00	*NSR*		
	104	105	1.00	**1.14**	2m @ 6.12g/t Au	2m @ 6.12g/t Au
	105	106	1.00	**11.1**		
	106	107	1.00	0.58		
	107	108	1.00	0.15		
	108	109	1.00	0.14		
	109	110	1.00	0.69		
	110	111	1.00	0.24		
	111	112	1.00	**1.24**		
	112	120	8.00	*NSR*		
PFRC087	0	24	24.00	*NSR*		
	24	25	1.00	**1.06**		
	25	44	19.00	*NSR*		
	44	45	1.00	**2.73**	5m @ 5.01g/t Au	4.5m @ 5.01g/t Au
	45	46	1.00	**7.6**		
	46	47	1.00	**2.96**		
	47	48	1.00	**10.1**		
	48	49	1.00	**1.68**		
	49	56	7.00	*NSR*		
	56	57	1.00	**1.01**		
	57	81	24.00	*NSR*		
	81	82	1.00	0.6		
	82	105	23.00	*NSR*		
PFRC088	0	46	46.00	*NSR*		
	46	47	1.00	0.5		
	47	53	6.00	*NSR*		
	53	54	1.00	**2.57**		
	54	61	7.00	*NSR*		
	61	62	1.00	**18**	2m @ 9.57g/t Au	2m @ 9.57g/t Au
	62	63	1.00	**1.15**		
	63	64	1.00	0.79		
	64	65	1.00	0.81		
	65	66	1.00	0.25		
	66	67	1.00	0.11		
	67	68	1.00	0.5		
	68	76	8.00	*NSR*		
	76	77	1.00	**1.96**	5m @ 2.40g/t Au	4.5m @ 2.40g/t Au
	77	78	1.00	0.49		
	78	79	1.00	0.43		
	79	80	1.00	**7.6**		
	80	81	1.00	**1.53**		
	81	130	49.00	*NSR*		
PFRC089	0	76	76.00	*NSR*		
	76	77	1.00	**1.5**	12m @ 5.00g/t Au	10m @ 5.00g/t Au
	77	78	1.00	**11.8**		
	78	79	1.00	0.7		
	79	80	1.00	0.43		
	80	81	1.00	**2.88**		
	81	82	1.00	0.36		
	82	83	1.00	**3.66**		
	83	84	1.00	**1.31**		
	84	85	1.00	**4.51**		

Hole ID	From (m)	To (m)	Interval (m)	g/t Au	Intersection (down-hole width)	Intersection (true width)
	85	86	1.00	**21.3**		
	86	87	1.00	**10.2**		
	87	88	1.00	**1.41**		
	88	94	6.00	*NSR*		
	94	95	1.00	**1.69**	3m @ 1.59g/t Au	2.5m @ 1.59g/t Au
	95	96	1.00	0.1		
	96	97	1.00	**2.98**		
	97	110	13.00	*NSR*		
PFRC090	0	25	25.00	*NSR*		
	25	26	1.00	0.78		
	26	35	9.00	*NSR*		
	35	36	1.00	0.74		
	36	40	4.00	*NSR*		
	40	41	1.00	0.65		
	41	69	28.00	*NSR*		
	69	70	1.00	0.55		
	70	71	1.00	0.99	3m @ 1.15g/t Au	2.5m @ 1.15g/t Au
	71	72	1.00	**1.5**		
	72	73	1.00	0.96		
	73	100	27.00	*NSR*		
PFRC091	0	23	23.00	*NSR*		
	23	24	1.00	0.73		
	24	65	41.00	*NSR*		
	65	66	1.00	0.54		
	66	72	6.00	*NSR*		
	72	73	1.00	**3.46**	2m @ 3.40g/t Au	2m @ 3.40g/t Au
	73	74	1.00	**3.35**		
	74	75	1.00	0.61		
	75	82	7.00	*NSR*		
	82	83	1.00	**1.42**	7m @ 4.35g/t Au	7m @ 4.35g/t Au
	83	84	1.00	0.68		
	84	85	1.00	**1.38**		
	85	86	1.00	**15**		
	86	87	1.00	**8.94**		
	87	88	1.00	**1.05**		
	88	89	1.00	**1.97**		
	89	120	31.00	*NSR*		
PFRC092	0	14	14.00	*NSR*		
	14	15	1.00	0.9		
	15	28	13.00	*NSR*		
	28	29	1.00	0.61		
	29	46	17.00	*NSR*		
	46	47	1.00	**1.36**	4m @ 2.81g/t Au	4m @ 2.81g/t Au
	47	48	1.00	**4.3**		
	48	49	1.00	**3.55**		
	49	50	1.00	**2.03**		
	50	52	2.00	*NSR*		
	52	53	1.00	0.63		
	53	54	1.00	0.67		
	54	55	1.00	0.92		
	55	89	34.00	*NSR*		

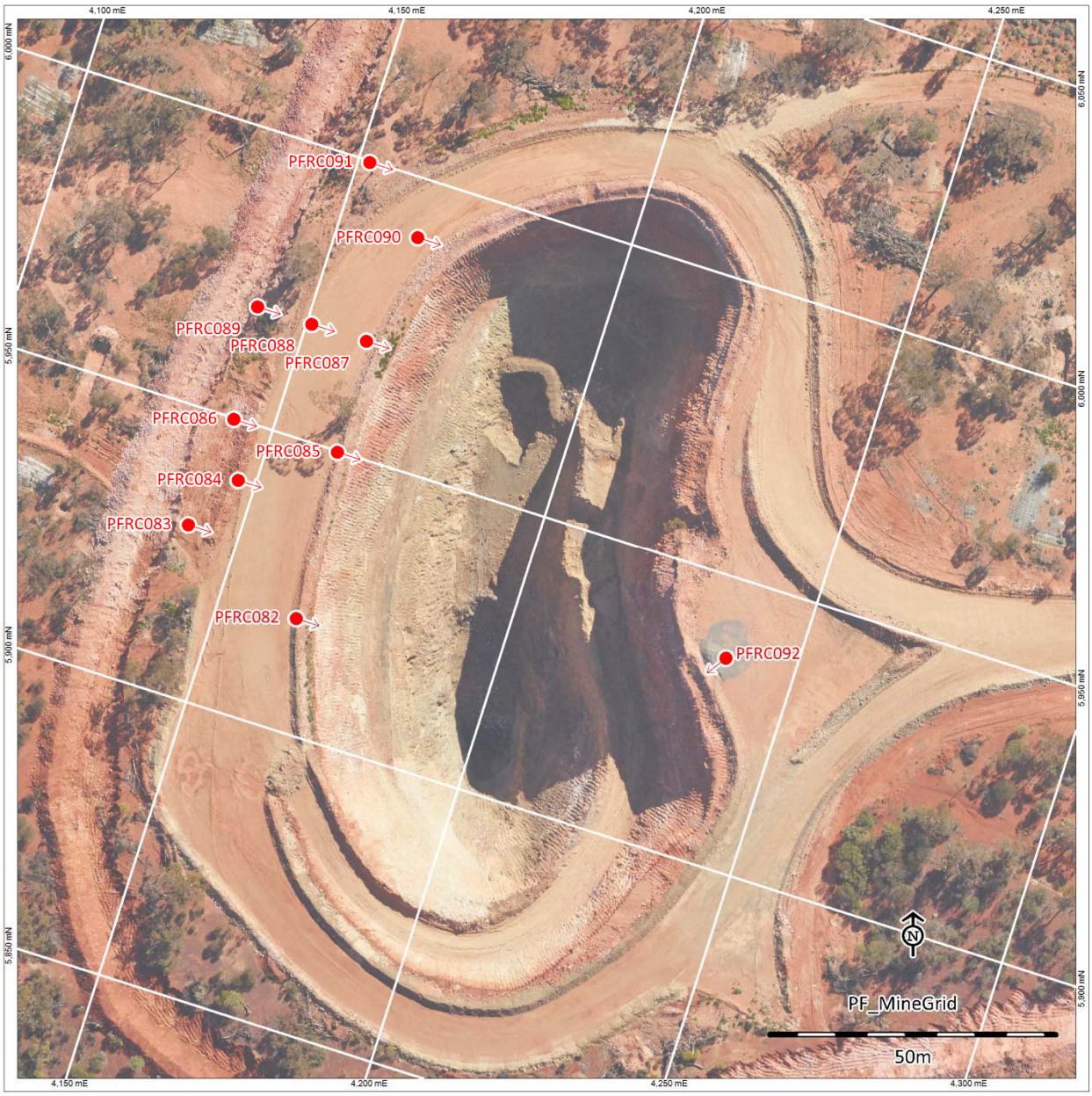


Figure 1: Plan showing location of RC infill resource drilling at Newminster.

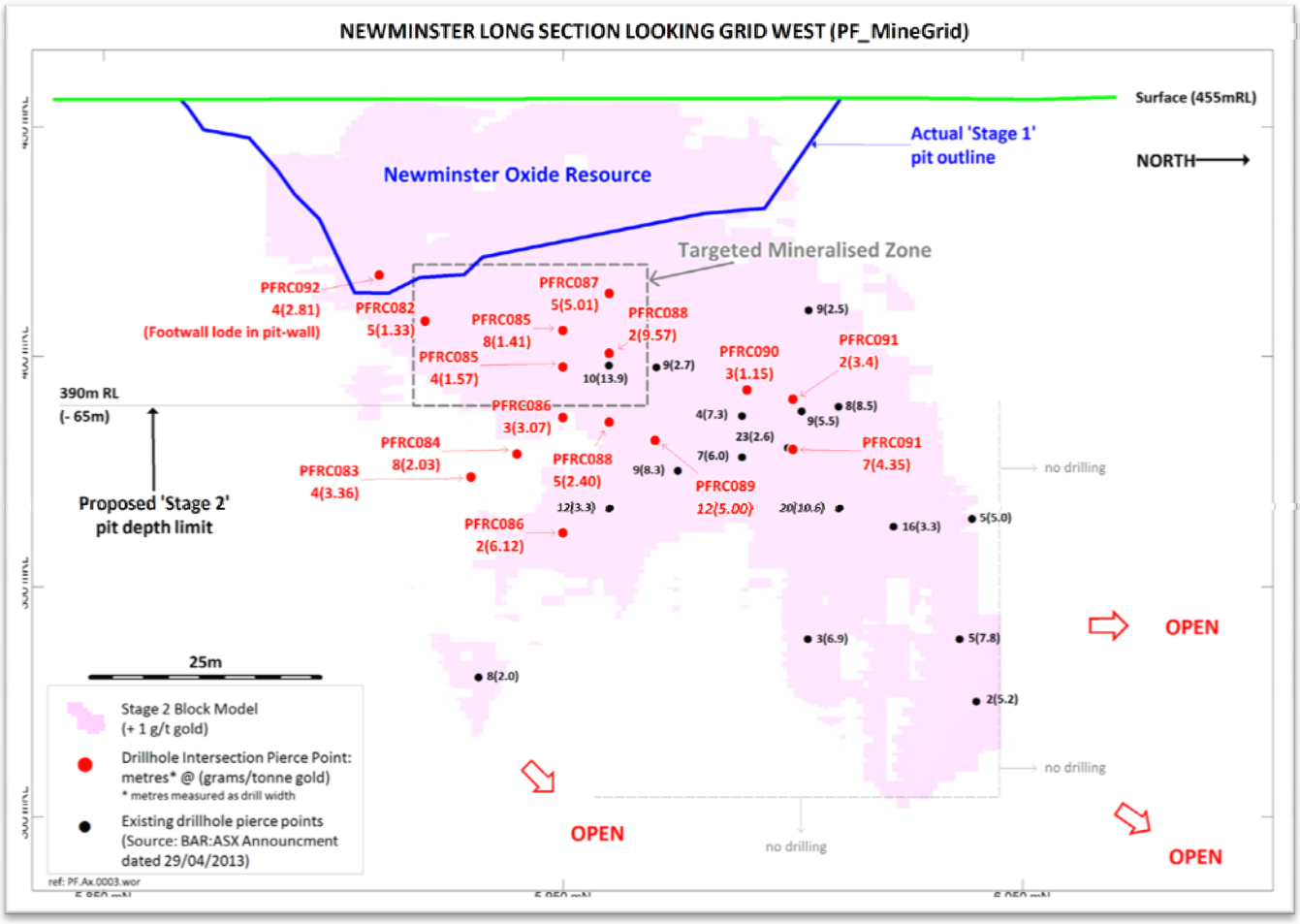


Figure 2: Newminster Long Section looking grid west, showing existing pit (Stage 1), targeted zone of mineralisation subject confirmed by infill drilling program, and down-plunge mineralisation subject to potential underground development.

APPENDIX 1 - TENEMENT LISTING

Tenement	Project	Location	Change in Interest (%) during Quarter			Comments
			End of Quarter	Acquired	Disposed	
M15/161	Burbanks	WA	100*			** 100% in Reservation Area only, see Figure A1*
P15/5211		WA	0		100	*Expired*
P15/5212		WA	0		100	*Expired*
P15/5213		WA	0		100	*Expired*
P15/5249		WA	100			
P15/5412		WA	100			
E63/1113	Mt Thirsty	WA	0		50	*Forfeited*
E63/1267		WA	50			
E63/1303		WA	0		50	*Surrendered*
E63/1304		WA	0		50	*Surrendered*
E63/373		WA	50			
L63/66		WA	50			
L63/67		WA	50			
R63/4		*WA*	*50*			*Application Only, Covers same area as E63/373*
M63/527		*WA*	*50*			*Application Only, Covers same area as E63/373*
M16/130	Phillips Find	WA	100			
M16/133		WA	100			
M16/168		WA	100			
M16/171		WA	100			

Tenement	Project	Location	Change in Interest (%) during Quarter			Comments
			End of Quarter	Acquired	Disposed	
M16/242		WA	100			
M16/258		WA	100			
P16/2390		WA	100			
P16/2391		WA	100			
P16/2392		WA	100			
P16/2393		WA	100			
P16/2394		WA	100			
P16/2397		WA	100			
P16/2398		WA	100			
P16/2399		WA	100			
P16/2400		WA	100			
P16/2401		WA	100			
P16/2403		WA	100			
P16/2404		WA	100			
P16/2405		WA	100			
P16/2406		WA	100			
P16/2407		WA	100			
P16/2408		WA	100			
P16/2410		WA	100			
P16/2578		WA	100			
P16/2702		WA	100			
P16/2757		WA	100			
P16/2783		WA	100			
P16/2784		WA	100			
P16/2785		WA	100			
P16/2786		WA	100			
P16/2422	Phillips Find - Carbine	WA	85			
P16/2423		WA	85			
P16/2424		WA	85			
P16/2425		WA	85			
E30/332	Riverina (Joint Venture Interest in Nickel Rights Only)	WA	30			
E30/333		WA	30			
M30/16		WA	30			
M30/43		WA	30			
M30/60		WA	30			
M30/84		WA	30			
M30/91		WA	30			
M30/97		WA	30			
M30/98		WA	30			
M30/99		WA	30			
M30/127		WA	30			
M30/133		WA	30			
M30/157		WA	30			
M30/178		WA	30			
M30/182		WA	30			
P30/1017		WA	30			
P30/1018		WA	30			
P30/1020		WA	30			
P30/1021		WA	30			
P30/1023		WA	30			
P30/1024		WA	30			
P30/1025		WA	30			
P30/1026		WA	30			
P30/1027		WA	30			
P30/1033		WA	30			
P30/1034		WA	30			
P30/1038		WA	30			
P30/1040		WA	30			

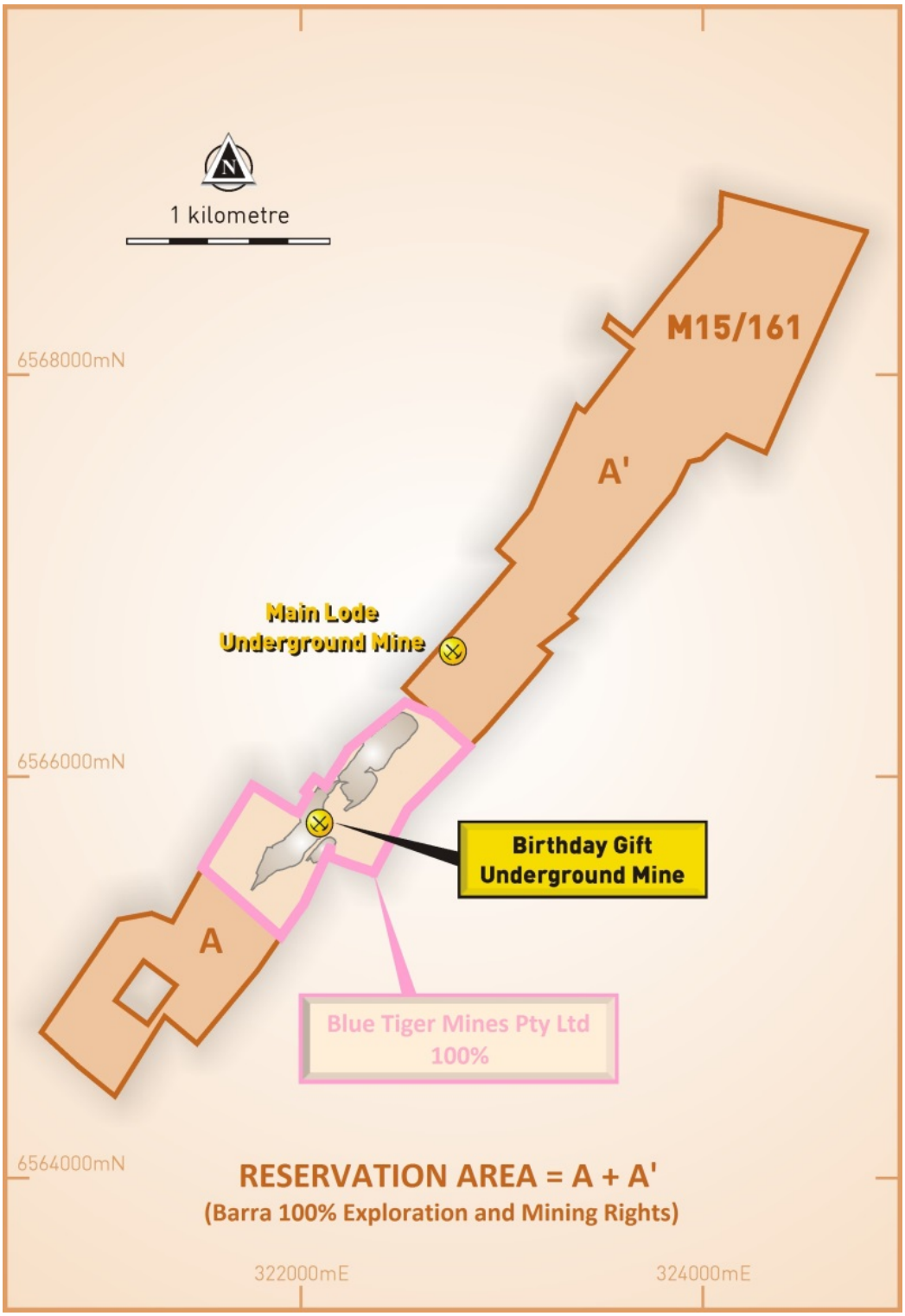


Figure A1: Map showing relationship between Reservation Area (Barra 100% Exploration and Mining Rights) and Birthday Gift Mine Area (Blue Tiger Mines Pty Ltd 100%). Mining lease M15/161 is the only tenement within the Burbanks Project affected by the Birthday Gift Sale Agreement.

The following tables are provided to ensure compliance with the JORC Code (2012 Edition) requirements for reporting of exploration results

Table 1: Newminster Deposit

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.*	• Sampling was conducted using a Reverse Circulation (RC) drilling rig. • Samples were collected at every 1m interval using a 3-tier riffle splitter to obtain a 3kg representative sub-sample for each 1m interval. The cyclone and splitter used to collect the sample were cleaned after each drill rod. • Field duplicates were collected at a rate of 1 in every 20m. • Samples submitted for assaying were collected from across intervals of known mineralisation or potential zones of mineralisation as determined from logging. • Samples were taken to Bureau Veritas' Kalgoorlie Assay Laboratory analysis.
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).*	• Drilling was conducted using RC drilling rig with a 5.75" face sampling drill 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.*	• Drilling contractors adjust their drilling approach to specific conditions to maximise sample recovery. Moisture content and sample recovery is recorded for each sample. No sample recovery issues were identified during this program for intervals selected for assaying.
Logging	• *Whether core and chip samples have been geologically and 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.*	• RC samples were logged at 1m intervals for the entire hole from drill chips collected and stored in chip trays. Data was recorded for regolith, lithology, veining, fabric (structure), grain size, colour, sulphide presence, alteration and oxidation state. • XRF readings using an InnovX Omega pXRF machine were taken to assist with geological logging. • Magnetic susceptibility readings were also taken to assist with geological logging.
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.*	• All RC samples were passed through a 3-tiered riffle splitter and a ~3kg split sample is collected for each 1m interval. • Field duplicate samples were collected at a rate of 1 in every 20m and certified reference standards were inserted at a rate of 2-3 per hole. • Sample preparation was conducted at Bureau Veritas' Kalgoorlie Assay Laboratory using a fully automated sample preparation system. Preparation commences with sorting and drying. Oversized samples are crushed

Criteria	JORC Code explanation	Commentary
	• *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.*	to <3mm and split down to 3kg using a rotary or riffle splitter. Samples are then pulverized and homogenized in LM5 Ring Mills and ground to ensure >90% passes 75µm. • 200g of pulverized sample is taken by spatula and used for a 40g charge for Fire Assay. A high-capacity vacuum cleaning system is used to clean sample preparation equipment between each sample. • The sample size is considered appropriate for this type and style of mineralisation.
Quality of assay data and laboratory tests	• *The nature, quality and appropriateness of the assaying and laboratory procedures used and whether the technique is considered partial or total.* • *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.*	• Fire Assay is an industry standard analysis technique for determining the total gold content of a sample. The 40g charge is mixed with a lead based flux. The charge/flux mixture is 'fired' at 1100^{o}C for 50mins fusing the sample. The gold is extracted from the fused sample using Nitric (HNO3) and Hydrochloric (HCl) acids. The acid solution is then subjected to Atomic Absorption Spectrometry (AAS) to determine gold content. The detection level for the Fire Assay/AAS technique is 0.01ppm. • Laboratory QA/QC controls during the analysis process include duplicates for reproducibility, blank samples for contamination and standards for bias.
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.*	• All drilling and significant intersections are verified and signed off by the Exploration Manager for Barra Resources who is also a Competent Person. • Due to the closed spaced nature of the drilling program and its aim to infill between existing drillholes the majority of the drillholes inadvertently acted as twin holes. • Geological logging was originally captured on paper, scanned and sent to the company's consultant database administrator (RoreData) for entry directly into the database via a validation process. Sampling, collar, and laboratory assay data is captured electronically and also sent to RoreData. All original data is stored and backed-up by Barra. The official database is stored by RoreData, a copy of which is uploaded to Barra's server for geologists use. Uploaded data is reviewed and verified by the geologist responsible for the data collection. • There was no adjustment or calibration was made to any assay data.
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.*	• Drillhole locations are surveyed before and after by a surveyor. • The drilling rig was sighted using surveyed sight pegs and a compass. Drillhole angle was set using an inclinometer placed on the drill mast prior to collaring the hole. • Single-shot surveys were taken every 21m down-hole using a Reflex Ez-Trac system. Upon drillhole completion a gyroscopic down-hole survey was conducted by Downhole Surveys. • All drilling was located using the local surveyed mine grid (PFMineGrid) and converted to GDA94, MGA Zone 51 using the following conversion: 1. 6199.526mN ; 3999.423mE = 6612065.828mN ; 304382.447mE 2. 6100.473mN ; 5293.703mE = 6611577.979mN ; 305585.372mE
Data spacing	• *Data spacing for reporting of Exploration Results.* • *Whether the data spacing and distribution is*	• Drillholes PFRC082-091 were designed to infill existing drilling to a 10m x 10m spacing sufficient to establish

Criteria	JORC Code explanation	Commentary
and distribution	*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.*	the necessary continuity and confidence to complete a new Mineral Resource Estimation and classifications applied. • Drillhole PFRC092 was a one-off hole designed to test a new target zone and hence was not on any set drill spacing. • No sample composition was taken.
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.*	• Drilling was perpendicular to the strike of the main mineralised structure targeted for this program. • No drilling orientation and/or sampling bias have been recognized in the data at this time.
Sample security	• *The measures taken to ensure sample security.*	• Samples for analysis were tagged and recorded instantly and delivered to the laboratory at the end of each day. • Samples not collected for analysis are tagged and stored in the company's fenced compound for later use if required.
Audits or reviews	• *The results of any audits or reviews of sampling techniques and data.*	• No audits or reviews have been conducted on sampling techniques and data.

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.*	• The Newminster Deposit and all drillholes and results mentioned in this report are located on granted mining lease M16/130 which is held 100% by Barra Resources Limited. The mining lease is located on the Mt Burgess Pastoral Lease. There are no other land tenure issues.
Exploration done by other parties	• *Acknowledgment and appraisal of exploration by other parties.*	• Gold was first discovered at the Phillips Find Mining Centre (Newminster, Newhaven and Bacchus Gift Deposits) in the 1890's but it wasn't until the 1930's that small mining occurred at Newminster and Newhaven. The most recent small scale mining at Newminster was conducted by Mr D Radisich during the 1970's. Systematic exploration commenced in the 1980's with RAB and RC drilling conducted by Coolgardie Gold NL, Central Kalgoorlie Gold Mines NL (CKGM), Archaean Gold NL, Lachlan Resources NL and Barminco Pty Ltd. • Barminco estimated a geological resource for Newminster in 1999. • Barra Resources Ltd acquired the Newminster Deposit (Phillips Find Project) from Barminco in 2000. In 2008 Barra drilled 3 diamond holes at Newminster to better understand that structural geometry of mineralisation. It wasn't until 2011, after a very successful RC drilling that a maiden JORC 2004 compliant resource was established and a commitment to an open pit mining operation was made. • The Newminster Deposit was mined (Stage 1) to a depth of -42.5m in January 2013 subject to a 'Right-to-Mine' agreement with Blue Tiger Mining Pty Ltd.

Criteria	JORC Code explanation	Commentary
Geology	• *Deposit type, geological setting and style of mineralisation.*	• The Phillips Find Project covers an area along the contact between Coolgardie and Kalgoorlie domains. The boundary between the two domains is marked by the regional scale Kunanalling Shear. The Phillips Find Mining Centre is located on a major geosynclinal fold hinge comprising a sequence of interflow sediments, basalt, dolerite and ultramafic rocks abutting the Dunnsville-Doyle Granodiorite. • Gold mineralisation at Newminster is associated with sheared black shale along the contact between dolerite and basalt, ENE trending offset structures and a NNE crosscutting fault; high-grade mineralisation is controlled the late NNE striking cross-cutting fault.
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:* o *easting and northing of the drill hole collar* o *elevation or RL (Reduced Level – elevation above sea level in metres) of the drill hole collar* o *dip and azimuth of the hole* o *down hole length and interception depth* o *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.*	• Drillhole information for the drilling discussed in this report is listed in Tables 1 and 2 in the context of this report. • All material data has been periodically released to the ASX on these dates: 14/09/2011, 20/09/2011, 19/10/2011, 02/12/2011, 19/12/2011, 02/04/2012, 16/01/2013, 29/04/2013.
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.*	• Reported intersections have been length weighted to provide the intersection width. A maximum of 2m of internal waste (or barren) between mineralised samples has been included in the calculation of intersection widths. • No assays have been top-cut for the purpose of this report. A lower cut-off of 1g/t Au has been used to identify significant results. • Only significant intersections of >= 2m (minimum mining width) have been reported. • No metal equivalent values have been used for the reporting of these exploration results.
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').*	• True widths have been estimated manually on a hole by hole basis for intersections within known ore zones and based on the current knowledge of the mineralised structure. • Both downhole width and estimated true width have been clearly specified in this report when used.
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.*	• Appropriate plans and sections have been included in the body of this report.
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.*	• Both high and low grades have been reported accurately, clearly identified with drillhole attributes and 'from' and 'to' depths.
Other substantive	• *Other exploration data, if meaningful and material, should be reported including (but not*	• Open pit geological and structural mapping of the Newminster Deposit has occurred since completion of

Criteria	JORC Code explanation	Commentary
exploration data	*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.*	Stage 1 mining in January 2013. This data has been used to re-model and validate existing and new interpretations of the geometry of mineralisation.
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.*	• Immediate follow-up work on the Newminster Deposit will involve updating the resource model, re-optimisation study and proposed mine design for a Stage 2 cut-back of the Newminster Pit. • Ongoing work at the Phillips Find Mining Centre will continue to focus on defining the down-plunge extent of known mineralisation beneath Newminster (Figure 2), Newhaven and Bacchus Gift at depth by additional drilling.