

31 July 2014

Company Announcements Office
Australian Securities Exchange
Level 6, 20 Bridge Street
SYDNEY NSW 2000

Via E Lodgement

QUARTERLY ACTIVITIES REPORT AND APPENDIX 5B FOR THE PERIOD ENDING 30 JUNE 2014

Kaboko Mining Limited (“**Kaboko**” or “**the Company**”) the manganese exploration, development and mining company operating in Zambia, provides the following commentary and Appendix 5B for the quarter ending 30 June 2014.

As advised to the market on 25 July 2014 the Company has received a notice of default from Noble Resources Limited in respect of the Prepayment Facility Agreement it has with Kaboko.

In light of Noble suspending negotiations in respect of purchasing one of the Company’s projects in return for retirement of debt, Directors and associates have loaned the Company \$150,000 to ensure the continuing mining operations at Peco Manganese Mine, Mansa Northern Zambia and to ensure that local Zambian employees and partners continue to be part of Kaboko's operations.

The Company will seek any appropriate settlement negotiations with Noble as well as progress with various refinancing options that have been offered with a view to a commercial settlement. The Company will keep shareholders updated during this process.

During the quarter sales of stockpiled ore recommenced and there is currently approximately 3,000 tonnes of high grade manganese ore stockpiled on site with an additional 20,000 tonnes of detrital over-burden stockpiled for processing.

For and on behalf of the Board



Paul D'Sylva
Director

For further information please contact:

Investors | Shareholders

South Africa
Tokkas Van Heerden
T: +27 21 861 3140
E: tokkas@kabokominig.com

Perth
Jane Flegg
T: +61 8 9488 5220
E: jane@kabokominig.com

Media

David Tasker
Professional Public Relations
T: +61 8 9388 0944
E: David.Tasker@ppr.com.au

About Kaboko Mining Limited

Kaboko Mining Limited (ASX:KAB) is an ASX listed exploration, development and mining company primarily focused on establishing itself as a major producer and exporter of high grade manganese ore from its portfolio of assets in Zambia. Kaboko currently holds majority interests in 5 large scale prospecting licenses and 2 small scale mining licenses covering over 2,700km² in established and highly prospective manganese mining regions in Zambia. The Company is focused on the development of its large license holdings and establishing long-term sustainable production of a high grade and high quality manganese ore initially from its Mansa, Northern Zambian Projects. In 2012 the Company concluded strategic off-take and funding agreements with Sinosteel Australia Limited and Noble Resources Limited that are proposed to be used to complete further exploration and to advance its projects towards full-scale commercial production.

Forward Looking Statement

Certain statements made during or in connection with this communication, including, without limitation, those concerning the economic outlook for the manganese market, expectations regarding manganese ore prices, production, cash costs and other operating results growth prospects and the outlook of Kaboko's operations including the likely commencement of commercial operations of the Emmanuel, Kanona and Mansa, Northern Zambian Projects, its liquidity and the capital resources and expenditure, contain or comprise certain forward-looking statements regarding the Company's development and exploration operations economic performance and financial condition. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, no assurance can be given that such expectations will prove to have been correct. Accordingly, results could differ materially from those set out in the forward-looking statements as a result of, among other factors, changes in economic and market conditions, success of business and operating initiatives, changes in the regulatory environment and other government actions, fluctuations in manganese ore prices and exchange rates and business and operational risk management. For a discussion of such factors refer to the Company's most recent annual report and half year report. The Company undertakes no obligation to update publicly or release any revisions to these forward-looking statements to reflect events or circumstances after today's date or to reflect the occurrence of unanticipated events.

Competent Person's Statement

The information in this update that relates to results is based on information reviewed and compiled by Mr Francois Martins, who is a registered natural scientist and a member of the South African Council for Natural Scientific Professions. Mr Martins is employed by Kaboko Mining Limited and has sufficient experience which is relevant to the style of mineralisation and the 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, Coal Resources and Ore Reserves. Mr Martins consents to the inclusion in this report of this information in the form and context in which it appears.



ASX Additional Information for Quarterly Report to 30 June 2014

SCHEDULE OF LICENSES AS AT 30 JUNE 2014

Mining Tenement (License)	Project	Location	Interest Acquired during quarter	Interest Disposed during quarter	Beneficial Interest Farmed-out during quarter	Interest Held at end of quarter
8458-HQ-LPL	Emmanuel Project	Kabwe, Southern Zambia	N/A	N/A	N/A	51%
16793-HQ-LPL	Emmanuel Project	Kabwe, Southern Zambia	N/A	N/A	N/A	51%
13641-HQ-LPL	Emmanuel Project	Kabwe, Southern Zambia	N/A	N/A	N/A	51%
14869-HQ-SML	Emmanuel Project	Kabwe, Southern Zambia	N/A	N/A	N/A	75%
13704-HQ-SML	Mansa Project	Mansa, Northern Zambia	N/A	N/A	N/A	75%
8757-HQ-LPL	Mansa Project	Mansa, Northern Zambia	N/A	N/A	N/A	51%
13204-HQ-SPP	Mansa Project	Mansa, Northern Zambia	N/A	N/A	N/A	75%
13030-HQ-LPL	Mansa Project	Mansa, Northern Zambia	N/A	N/A	N/A	51%
14784-HQ-LPL	Kanona Project	Serenje, Central Zambia	N/A	N/A	N/A	51%

Appendix 5B

Mining exploration entity quarterly report

Introduced 01/07/96 Origin Appendix 8 Amended 01/07/97, 01/07/98, 30/09/01, 01/06/10, 17/12/10

Name of entity

Kaboko Mining Limited

ABN

93 107 316 683

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, including proceeds under long-term offtake agreements	169	549
1.2	Payments for (a) exploration & evaluation (b) development (c) production (d) administration	(176) - - (133)	(1,597) (590) - (878)
1.3	Dividends received	-	-
1.4	Interest and other items of a similar nature received	-	-
1.5	Interest and other costs of finance paid	-	-
1.6	Income taxes paid	-	-
1.7	Other (provide details if material)	-	-
Net Operating Cash Flows		(140)	(2,516)
Cash flows related to investing activities			
1.8	Payment for purchases of: (a) prospects (b) equity investments (c) other fixed assets	- - -	- - (783)
1.9	Proceeds from sale of: (a) prospects (b) equity investments (c) other fixed assets	- - -	- - -
1.10	Loans to other entities	-	(3)
1.11	Loans repaid by other entities	-	-
1.12	Other – related party loan funding received	-	-
Net investing cash flows		-	(786)
1.13	Total operating and investing cash flows (carried forward)	(140)	(3,302)

+ See chapter 19 for defined terms.

Appendix 5B
Mining exploration entity quarterly report

1.13	Total operating and investing cash flows (brought forward)	(140)	(3,302)
	Cash flows related to financing activities		
1.14a	Proceeds from issues of shares, options, etc.	-	208
1.14b	Shares to issue	-	-
1.15	Proceeds from sale of forfeited shares	-	-
1.16	Proceeds from borrowings	93	3,190
1.17	Repayment of borrowings	-	(295)
1.18	Dividends paid	-	-
1.19	Other (Capital raising costs)	-	(2)
	Net financing cash flows	93	3,101
	Net increase (decrease) in cash held	(47)	(201)
1.20	Cash at beginning of quarter/year to date	99	267
1.21	Exchange rate adjustments to item 1.20	(6)	(20)
1.22	Cash at end of quarter *	46	46

* The company has additional draw down of US\$300k available on its convertible debt instrument.

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
1.2 Aggregate amount of payments to the parties included in item 1.2	-
1.2 Aggregate amount of loans to the parties included in item 1.10	-

1.2 Explanation necessary for an understanding of the transactions

Non-cash financing and investing activities

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

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

+ 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	300	-
3.2 Credit standby arrangements	-	-

Estimated cash outflows for next quarter

	\$A'000
4.1 Exploration and evaluation	-
4.2 Development	-
4.3 Production	150
4.4 Administration	100
Total *	250

* The company has additional draw down of US\$300k available on its convertible debt instrument.

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	46	266
5.2 Deposits at call	-	-
5.3 Bank overdraft	-	-
5.4 Other (provide details)	-	-
Total: cash at end of quarter (item 1.22)	46	266

+ See chapter 19 for defined terms.

Appendix 5B
Mining exploration entity quarterly report

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			

**Full details of the Groups tenement holdings are set out in the attached Schedule of Licenses*

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>			
7.2	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions			
7.3	*Ordinary securities	1,271,266,354	1,271,266,354	
7.4	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs	175,403,226	175,403,226	
7.5	*Convertible debt securities <i>(Convertible Notes)</i>			

+ See chapter 19 for defined terms.

7.6	Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted				
7.7	Options <i>(description and conversion factor)</i>			<i>Exercise price</i>	<i>Expiry date</i>
	4,000,000	-		\$0.03	15 July 2015
	9,979,382	-		\$0.022	1 December 2014
	45,000,000	-		\$0.02	28 September 2015
	23,666,667	-		\$0.02	31 December 2014
	60,000,000	-		\$0.01	31 January 2016
	292,415,898	292,415,898		\$0.012	31 August 2016
	100,000,000			\$0.01	31 October 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>				

+ See chapter 19 for defined terms.

Compliance statement

- 1 This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Act or other standards acceptable to ASX (see note 5).
- 2 This statement does give a true and fair view of the matters disclosed.



Sign here: Date: 31 July 2014
(Company secretary)

Print name: Jane Flegg

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 6: Exploration for and Evaluation of Mineral Resources* and *AASB 107: Statement of Cash Flows* apply to this report.
- 5 **Accounting Standards** ASX will accept, for example, the use of International Financial Reporting 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.

== == == == ==