
Quarterly Report for the Period Ending 30 September 2014

Highlights

- **Exercise of Option to Acquire Spookfish and Geospatial Investments**
- **Firm commitments received to raise \$4 million pursuant to a prospectus**
- **Data processing system tested & 3D imagery generated**
- **Flight system & survey test flight successfully completed**
- **Initial patent applications for Spookfish Technology**
- **Appointment of Jason Marinko as Executive Director**
- **12.5% equity interest acquired in Spookfish**
- **Formal agreements for Spookfish Option finalised**

White Star Resources Limited (ASX: WSR) ("Company provides the following commentary regarding its activities during the three months ended 30 September 2014 and Appendix 5B.

During the quarter the Company entered into formal binding agreements for an option to acquire Spookfish Pty Ltd ("Spookfish") and Geospatial Investments Pty Ltd following payment of an option fee of \$250,000. The option is available to be exercised by the Company within the next 9 months or completion of the enhancement and testing of the first phase technology demonstrator. The Company then acquired a 12.5% equity interest in Spookfish for a cash payment of \$1,000,000 effective 1 August 2014. Further details are set out in the announcements made to the ASX on 17 July 2014 and 1 August 2014.

During the quarter Spookfish progressed its technology demonstrator significantly with an initial flight system and survey test undertaken. This was conducted to further validate a number of key development assumptions related to the Spookfish's "Snapper" sensor and its integration with the Survey Flight Control System. Furthermore the data captured during sensor testing was processed and full 3D models were generated with the captured imagery. In addition Spookfish filed its initial patents in respect of its advanced flight control system and aerial camera system.

The Spookfish Technology Demonstrator will test all aspects of the revolutionary Spookfish Technology including camera systems, data storage, processing, delivery and flight operations which will then be scaled up for the Spookfish commercial offering.



ASX ANNOUNCEMENT

Board & Management:

Steve Anastos
Chairman

Jason Marinko
Director

Shannon Robinson
Director | Company Secretary

Issued Capital:
363 million shares

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Subiaco WA 6008

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ASX Code:
WSR

Share Registry:
Advanced Share Registry
110 Stirling Highway
Nedlands WA 6009

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Subsequent to the end of the quarter, the Company exercised its option to acquire Spookfish and Geospatial Investments while receiving firm commitments to raise a minimum of \$4 million by way a capital raising pursuant to a re-compliance prospectus. The raising will be for the issue of at least 115,000,000 shares at an issue price of \$0.035 each with a 1 for 2 free attaching option (\$0.05; 30 November 2018). The capital raising is subject to successful completion of the acquisition, WSR re-complying with chapters 1 and 2 of the ASX Listing Rules and completion of due diligence including full-scale testing of the Spookfish Technology Demonstrator (which is anticipated to be completed prior to the shareholder meeting).

In addition the Company advises that Mr Davide Bosio has resigned as a director of the Company effective today. The Company sincerely thanks Mr Bosio for his contribution and assistance over the last 18 months. A final director interest notice is attached.

The Company continues to maintain its strategic land holding in Chile and will reevaluate the projects in the new year, subject to completion of the Spookfish Transaction seeking either a strategic partner or divestment. Details of the Company's mining licenses are attached in accordance with ASX Listing Rule 5.3.3.

For more information, please contact:

Jason Marinko
Executive Director
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About Spookfish Pty Ltd

Spookfish is an Australian company focused on the commercialisation of premium geospatial imagery products and services. Spookfish is seeking to redefine the global geospatial industry by aiming to provide the highest quality aerial imagery at significantly improved levels of resolution, accuracy, cost effectiveness and consistency compared to current industry offerings.

Spookfish has planned a clear, pragmatic, staged approach to develop, evolve and commercialise its suite of technologies over the next few years. Spookfish has a world-class management and technical team with a high degree of knowledge in geospatial, engineering aeronautics, data processing, data storage, control systems, communications, optics and sensor devices. These skills will be employed to perform the first demonstration step for launching commercial operations.

White Star acquired a 12.5% interest in Spookfish for a cash payment of \$1,000,000 on 1 August 2014 and has exercised its option to acquire the remaining share capital of Spookfish. Completion of the acquisition is conditional on due diligence including completion of the enhancement and testing of the first phase technology demonstrator.

Mining Tenement (License)		Project	Location	Interest Held
AMIGO 2, 1-30	1013-2010	Project Amigo	Chile	100%
AMIGO 6, 1-30	1014-2010	Project Amigo	Chile	100%
AMIGO 8,1-30	1016-2010	Project Amigo	Chile	100%
AMIGO 9, 1-20	1017-2010	Project Amigo	Chile	100%
AMIGO 1-A	386-2011	Project Amigo	Chile	100%
AMIGO 2-A	387-2011	Project Amigo	Chile	100%
AMIGO 6	728-2011	Project Amigo	Chile	100%
AMIGO 7-A	389-2011	Project Amigo	Chile	100%
AMIGO 8	390-2011	Project Amigo	Chile	100%
AMIGO 9	729-2011	Project Amigo	Chile	100%
AMIGO 10	719-2013	Project Amigo	Chile	100%
AMIGO 11	720-2013	Project Amigo	Chile	100%
AMIGO 12	721-2013	Project Amigo	Chile	100%
AMIGO 13	2-2014	Project Amigo	Chile	100%
CONDOR 1-55	50622-2010	Project Condor	Chile	100%
CONDOR 2, 1-30	50623-2010	Project Condor	Chile	100%
CONDOR CINCO 1-60	1759-2011	Project Condor	Chile	100%
CONDOR NUEVE 1 AL 10	1391-2011	Project Condor	Chile	100%
SAN PABO UNO AL TRES	-	Project Condor	Chile	50%
CATHERINE	V-212-2012	Project Condor	Chile	100%
CONDOR 9	V-735-2012	Project Condor	Chile	100%
CONDOR 4	V-736-2013	Project Condor	Chile	100%
CONDOR SEIS	V-1388-2011	Project Condor	Chile	100%
CONDOR SIETE	V-1389-2011	Project Condor	Chile	100%
NICOLE	V-113-2012	Project Condor	Chile	100%
DUNDEE 1 AL 10	1167-2008	Project Dundee	Chile	100%
DANIELA 1 AL 20	1279-2011	Project Henry	Chile	100%
DANIELA DOS 1 AL 20	1280-2011	Project Henry	Chile	100%
FILETE 1 AL 60	22962-2009	Project Henry	Chile	100%
HENRY A 1 AL 2	24411-2010	Project Henry	Chile	100%
HENRY B 1 AL 2	24412-2010	Project Henry	Chile	100%
HENRY DOS 1 AL 60	23614-2009	Project Henry	Chile	100%
HENRY TRES 1 AL 60	1281-2011	Project Henry	Chile	100%
HENRY UNO 1 AL 40	48635-2009	Project Henry	Chile	100%
ORITO UNOF1	V-470-2012	Project Henry	Chile	100%
ORITO TRES A1	V-471-2012	Project Henry	Chile	100%
ORITO DOS A 1 AL 13	V-927-2011	Project Henry	Chile	100%
ORITO DOS A 1 AL 17	1350-2011	Project Henry	Chile	100%
ORITO DOS C 1	1348-2011	Project Henry	Chile	100%
ORITO DOS D1	1347-2011	Project Henry	Chile	100%
ORITO DOS E1	1346-2011	Project Henry	Chile	100%
ORITO DOS G1 AL 4	1345-2011	Project Henry	Chile	100%
ORITO TRES A 1 39	1276-2011	Project Henry	Chile	100%
ORITO UNO 1 AL 53	926-2011	Project Henry	Chile	100%
RAMON 1 AL 20	1140-2011	Project Henry	Chile	100%
ROSS 1 AL 40	23613-2009	Project Henry	Chile	100%
ANDROMEDA 1	V-991-2012	Project Henry	Chile	100%

Mining Tenement (License)		Project	Location	Interest Held
ANDROMEDA 2	V-990-2012	Project Henry	Chile	100%
ANDROMEDA 3	V-989-2012	Project Henry	Chile	100%
ANDROMEDA 4	V-988-2012	Project Henry	Chile	100%
ANDROMEDA 5	V-987-2012	Project Henry	Chile	100%
ANDROMEDA 6	V-986-2012	Project Henry	Chile	100%
ANDROMEDA 7	V-984-2012	Project Henry	Chile	100%
ANDROMEDA 8	V-984-2012	Project Henry	Chile	100%
ORION A 1	V-1264-2011	Project Henry	Chile	100%
ORION A 2	V-1265-2011	Project Henry	Chile	100%
ORION A 3	V-1266-2011	Project Henry	Chile	100%
ORION A 4	V-1267-2-11	Project Henry	Chile	100%
ORION A 5	V-1268-2011	Project Henry	Chile	100%
ORION A 6	V-1269-2011	Project Henry	Chile	100%
ORION A 7	V-1270-2011	Project Henry	Chile	100%
ORION A 8	V-1271-2011	Project Henry	Chile	100%
ORION A 9	V-1272-2011	Project Henry	Chile	100%
ORION A 10	V-1273-2011	Project Henry	Chile	100%
ORION7, 1-6	V-1035-2013	Project Henry	Chile	100%
NANY 1 AL 12	15017	Project Nany	Chile	100%
NANY 1, 1 AL 9	V-2377-2010	Project Nany	Chile	100%
NANY 2, 1 AL 13	V-2378-2010	Project Nany	Chile	100%
NANY 3, 1 AL 10	V-2379-2010	Project Nany	Chile	100%
NANY 4, 1 AL 11	V-2380-2010	Project Nany	Chile	100%
NANY A, 1 AL 3	V-3896-2011	Project Nany	Chile	100%
NANY B 1, AL 5	V-3897-2011	Project Nany	Chile	100%
NANY C, 1 AL 5	V-3927-2011	Project Nan	Chile	100%
NANY D, 1 AL 5	V-3898-2011	Project Nany	Chile	100%
NANY E1 AL 5	V-3899-2011	Project Nany	Chile	100%
NANY F1 AL 9	V-3900-2011	Project Nany	Chile	100%
NANY G1	V-3901-2011	Project Nany	Chile	100%
NANY H1	V-3902-2011	Project Nany	Chile	100%
NANY I1	V-5000-2011	Project Nany	Chile	100%
DOMINO CERO 1 AL 5	V-1958-2013	Project Nany	Chile	100%

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

WHITESTAR RESOURCES LIMITED

ABN

24 123 511 017

Quarter ended ("current quarter")

30 September 2014

Consolidated statement of cash flows

Cash flows related to operating activities		Current quarter \$A'000	Year to date (9 months) \$A'000
1.1	Receipts from product sales and related debtors		
1.2	Payments for (a) exploration & evaluation	(60)	(183)
	(b) development	-	-
	(c) administration	(126)	(367)
	(d) production	-	-
1.3	Dividends received		
1.4	Interest and other items of a similar nature received	18	105
1.5	Interest and other costs of finance paid	-	-
1.6	Income taxes paid	-	-
1.7	Other (provide details if material)	-	17
Net Operating Cash Flows		(168)	(428)
Cash flows related to investing activities			
1.8	Payment for purchases of:		
	(a) project acquisition	-	-
	(b) equity investments	(1,250)	(1,250)
	(c) other fixed assets	(4)	(4)
1.9	Proceeds from sale of:		
	(a) prospects		
	(b) equity investments	-	-
	(c) other fixed assets	-	-
1.10	Loans to other entities - Spookfish	-	-
1.11	Loans repaid by other entities	-	-
1.12	Other – Due diligence Spookfish	(423)	(423)
Net investing cash flows		(1,677)	(1,677)
1.13	Total operating and investing cash flows (carried forward)	(1,845)	(2,105)

+ See chapter 19 for defined terms.

Appendix 5B
Mining exploration entity quarterly report

1.13	Total operating and investing cash flows (brought forward)	(1,845)	(2,105)
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares, options, etc.	88	1,438
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 Cost of Issue	(65)	(82)
	Net financing cash flows	23	1,356
	Net increase (decrease) in cash held	(1,822)	(749)
1.20	Cash at beginning of quarter/year to date	4,148	3,076
1.21	Exchange rate adjustments to item 1.20	-	(1)
1.22	Cash at end of quarter	2,326	2,326

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	37
1.24	Aggregate amount of loans to the parties included in item 1.10	Nil

1.25 Explanation necessary for an understanding of the transactions

Payments of Directors Fees, Remuneration and Company Secretarial Services	37
Payments to Director Related Companies	Nil

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

Nil

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

Nil

+ 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	Nil	
3.2 Credit standby arrangements	Nil	

Estimated cash outflows for next quarter

	\$A'000
4.1 Exploration and evaluation	75
4.2 Development	-
4.3 Production	-
4.4 Administration	700
Total	775

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	112	160
5.2 Deposits at call	2,214	3,988
5.3 Bank overdraft		
5.4 Other (provide details)		
Total: cash at end of quarter (item 1.22)	2,326	4,148

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				

+ See chapter 19 for defined terms.

Appendix 5B

Mining exploration entity quarterly report

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)	Nil			
7.2	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions	Nil			
7.3	*Ordinary securities	363,085,005	363,085,005		
7.4	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs	2,500,000 2,500,000	2,500,000 2,500,000	3.50 cents 4.00 cents	
7.5	*Convertible debt securities (description)	Nil			
7.6	Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted	Nil			
7.7	Options (description and conversion factor)	Nil			
7.8	Issued during quarter	Nil	Nil		Nil
7.9	Exercised during quarter	Nil	Nil		
7.10	Expired during quarter	Nil			
7.11	Debentures (totals only)	Nil	Nil		
7.12	Unsecured notes (totals only)	Nil			

+ 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.

Jason Marinko
Executive Director
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 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.== == ==
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+ See chapter 19 for defined terms.

Appendix 3Z

Final Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity	White Star Resources Limited
ABN	24 123 511 017

We (the entity) give ASX the following information under listing rule 3.19A.3 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of director	Davide Bosio
Date of last notice	3 May 2013
Date that director ceased to be director	31 October 2014

Part 1 – Director's relevant interests in securities of which the director is the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Number & class of securities
Nil

Appendix 3Z

Final Director's Interest Notice

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Name of holder & nature of interest Note: Provide details of the circumstances giving rise to the relevant interest	Number & class of securities
N/A	

Part 3 – Director's interests in contracts

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
No. and class of securities to which interest relates	N/A

+ See chapter 19 for defined terms.