

Quarterly Activities Report: September 2014



Date: 31 Oct. 2014 ASX Code: KGM

www.kalnorthgoldmines.com

Shares on issue: 274.8M ordinary shares

Share Price: \$0.025

Market Capitalization: \$ 6.9 M

Projects

Eastern Goldfields-Western Australia

Kurnalpi (100%)

- Lindsays (100%)
- Mt Jewell (100%)
- Kalpini (100%)
- Spargoville (80%)

Directors

Lijun Yang: Executive Director & Company Secretary

Jiajun Hu: Non-executive Director Yuanguang Yang: Non-executive Director

Principal Office

224 Dugan Street Kalgoorlie, WA 6430 +61 8 9021 8327

Mailing Address

224 Dugan Street Kalgoorlie, WA 6430 During the September Quarter, the board of KalNorth Gold Mines Limited ("KalNorth or the "Company", ASX: KGM) maintained its focus on the goals stated in the June 2014 Quarter with key emphasis on elimination of the company's level of debt. The board has commenced and is continuing discussions with key loan holders to resolve the secured and unsecured loans. The board secured a converting loan of \$350K with Gold Fresh Limited to provide urgent working capital and achieved partial conversion to equity of the outstanding loan interest payable to South Victory Global Limited. Concurrent with this activity the company continued its strategy to maintain and expand prospecting activities over most of the project area and progress discussions with a preferred operator to conduct a tribute mining operation at Lindsay's project.

Quarterly Summary:

- Maintained reduced operating and overhead costs.
- Converting Loan Agreement executed with Gold Fresh Limited providing the company with a short term loan of \$350,000.
- Achieved a partial conversion of the outstanding loan interest payable to South Victory Global Limited by conversion to equity at 1 cent per share and the issue of 35,842,004 shares.
- Maintained and expanded prospecting activities by third parties over tenements at Kurnalpi, Lindsay's and Kalpini.
- Progressed discussions with a preferred operator to conduct a tribute mining operation at Lindsay's.
- Continued to focus on reducing operating costs with the ongoing rationalization of the tenement holding and surrender of non-core tenure
- Changes to the Board and Company Secretary.

EXPLORATION REPORT

KalNorth holds a portfolio of exploration projects in close proximity to Kalgoorlie in the Eastern Goldfields region of Western Australia.

The main focus of exploration within the company given its current extenuating financial circumstances is to maintain the tenement portfolio to ensure individual tenements meet the statutory compliance obligations. The tenement portfolio consists of some 117 licenses in five project areas, each of which host a gold mineral resource and are considered prospective for economic gold mineralization.

Given the tight financial condition of the company and the strict focus on reducing overheads the company continues to seek alternative opportunities to explore or work the tenements to ensure statutory compliance. A key initiative has been through the prospecting activities of third party bona fide prospectors. This work has been ongoing over several years on a smaller scale on selected tenements at the Kurnalpi Project, but this activity has been increased substantially over the past 14 months at Kurnalpi, but also extending to Lindsay's and more recently at Kalpini.

All prospectors operate under agreement with the company with adherence to statutory obligations to work the tenements via a Prospecting Program of Works approved by the Department of Mines and Petroleum. Regular inspections are made by the company to view the prospecting activities and to ensure there is no unauthorized clearing of land and that rehabilitation obligations are complied with. Gold won by the prospectors is reported regularly to the company, with 10% being retained and recorded by KalNorth. Since September 2013 some 154 ounces of gold has been recovered from prospecting on the company's tenements, primarily from the Kurnalpi project.

Kurnalpi Project (KGM 100%)

Prospecting activities continued with work being undertaken by 5 prospecting parties under agreement with the company. This prospecting activity currently covers some 75% of the Kurnalpi tenements and assists the company with adding to the geological knowledge, meeting the statutory expenditure commitment and delivering a small but nonetheless important source of income via gold nuggets.

Lindsay's Project (KGM 100%)

The Lindsay's Project contains the Lindsay's mine site which remains on care and maintenance since mining was suspended on Aug 8 2013. As previously reported the company continues to focus on recommencement of mining at Lindsay's via a Tribute Mining-Right to Mine arrangement and during the quarter the board approved to commence further negotiation with a local operator whom has recent experience in this style of operation. Further details of the arrangement need to be clarified but the current option being considered would have the tribute operator re-establish mining at Lindsay's and to fund mine to mill, with the company sharing in the profit after costs. The mining could be a combined open pit and underground operation depending on favourable optimisations. The company would retain ownership of the tenements and will fund and manage the exploration.

Kalpini Project (KGM 100%)

The project is located midway between Lindsay's and Kurnalpi and consists of three tenements, one of which contains the Kalpini gold resource. No field work was undertaken during the quarter however agreements for prospecting on two tenements were executed that will see prospecting commence during the December quarter. The company is also considering the option to realize value from the Kalpini gold resource through tribute mining which may have operational synergies given the proximity and accessibility to Lindsay's.

Mt Jewell Project (KGM 100%)

The Mt Jewell Project is the most westerly of the company's projects and the largest of the five projects by area. The project was acquired from Pioneer Resources Limited in early 2012 and a final instalment payment of \$1.1Million is due to be paid on or before March 8 2015. No fieldwork was undertaken during the guarter.

Spargoville Project (KGM 80%, Mithril 20% and earning to 80 %)

The Spargoville Project, located some 45km to the south east of Kalgoorlie is subject to a farm in and Joint Venture with Mithril Resources Limited (ASX:MTH) where Mithril has earnt an initial 20% interest having completed expenditure of \$0.32M. Mithril can earn an additional 60% interest by spending a further \$1.68Mby no later than17 May 2017(total expenditure of \$2million over 4 years for an 80% interest. During the quarter Mithril reported that the only field based activity was rehabilitation of drill sites from the June 2014 drill program.

Exploration Outlook

Re commencement of gold exploration over the four wholly owned projects by the company is dependent on firstly resolving the financial constraints which have severely impacted the company from undertaking any meaningful generative exploration over the past 12 months. The company is hopeful that some of these constraints will be relaxed in the coming quarter and will allow some value adding exploration to commence. In the interim much of the tenement package will be continued to be worked by prospectors to assist in maintaining statutory expenditure obligations. The company will continue to assess the prospectivity of the tenement portfolio for large gold systems and lesser ranked tenements will either be attempted to be divested or surrendered.

CORPORATE REPORT

During the quarter the board continued to focus its attention on achieving the goals that were established and announced in the previous quarter which are reiterated below:

- Eliminate the company's current level of debt
- Substantially reduce the company's overheads
- Progress opportunities with third parties to develop its existing projects, and
- Secure the future direction of the company by establishing an ongoing revenue stream.

The company's level of debt is the major issue that needs resolution to enable it to regain financial independence and to then recommence exploration to add value its portfolio of tenements. During the quarter positive progress was made with one of its secured lenders, South Victory Global Limited ("South Victory") where on 28 August 2014 the parties agreed that part of the outstanding interest owed on this loan would be converted to equity at AUD 0.01per share through the issue of 35,842,004 shares. On 2 September 2014 South Victory announced that it had become a substantial shareholder of the company. The Board continues to discuss with its other key lenders in order to seek a satisfactory outcome to eliminate the level of debt.

During the quarter the company also negotiated and executed a converting loan agreement with Gold Fresh Limited ("GoldFresh") a Hong Kong based investment company to provide urgently needed funds for working capital. GoldFresh provided a \$350,000 loan with a term of 18 Months and at an interest rate of 8%.

Subsequent to the release of the Company's Financial Report for the year ended 30 June 2014 the Company on 8 October 2014 requested in accordance with Listing Rule 17.2 the voluntary suspension from quotation of the

Company's securities. The Board considers this to be a prudent step to allow it time to undertake the appropriate steps to strengthen its balance sheet by dealing with the approximately \$5.25M of interest bearing Liabilities of which \$4.9M will become payable at the end of November 2014, raise new equity capital and complete the sale of a non-core asset. Since suspension, the Board has been actively progressing discussions with its key lenders in order to seek a resolution of the loans, and have also well advanced negotiations with a third party for the sale of a non-core asset.

Total expenditure for the September quarter amounted to \$340,000 of which \$157,000 was attributable to exploration and evaluation, compared to a total expenditure of \$321,000 in the June quarter. The company's principal debt to loan holders remains unchanged.

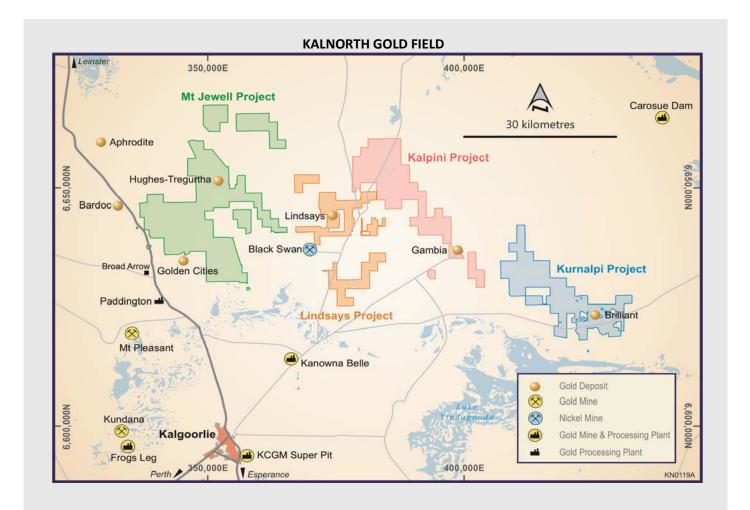
In addition the company has a \$1.1million final deferred payment due to be paid to Pioneer Resources Limited by 6 March 2015.

The cash balance at the end of the quarter was \$139,000

Board of Directors

On 28 August 2014 Mr. Brendan Connell announced his resignation as Non-Executive Director of the Board, and was immediately replaced by Mr. Yuanguang Yang. Mr. Yang is an authorized officer of South Victory Global Limited, a secured creditor of KalNorth.

On 29 August 2014 Mr. James Church, Company Secretary, announced his resignation, effective immediately. In the interim this role is currently managed by Mr. Lijun Yang until both a suitable candidate can be appointed and the company resolves its finances.



Location map of KalNorth projects showing roads and local processing plants

About KalNorth Gold Mines Limited

KalNorth Gold Mines Limited (ASX Code: KGM) is a gold mining company based in Kalgoorlie, Western Australia (WA). The Company's core suite of tenements, all 100% owned, are located some 50 to 80km north-east of the world renowned gold mining town of Kalgoorlie, WA. They cover approx. 1,200km² of highly prospective land. There are currently four gold projects each with resources within the KGM holding: Mount Jewell, Lindsays, Kalpini and Kurnalpi (collectively the KalNorth Field). Spargoville, south of Kalgoorlie, is a JV project with Mithril Resources Limited.

.KalNorth transitioned to gold producer in January 2013 when it brought the Lindsay's Project into production. KalNorth mined Lindsay's for 7 months before ceasing mining in August 2013. KalNorth is currently exploring opportunities to develop the Lindsay's as an Underground Mine focusing upon the Parrot Feathers lode beneath the Stage2 open pit.

Competent Person Statement-Exploration Results and Mineral Resources

Information in this announcement that's relates to exploration results is based on information compiled and reviewed by Mr Wade Johnson who is the Exploration Manager of KalNorth. Mr Johnson is a member of the Australian Institute of Geoscientists and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and 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". Mr Johnson consents to the inclusion in the document of the information in the form and context in which it appears.

Tenement Holdings and Movements

Schedule of Mining Tenements and Beneficial Interest Held as at the end of the September 2014 Quarter

TENEMENT NUMBER	STATUS	LOCALITY	KALNORTH PROJECT	HOLDER	INTEREST %
NOMBER			TROJECT		70
M27/485	LIVE	KALPINI	KALPINI	KALNORTH GOLD MINES LIMITED	100
E27/412	LIVE	KALPINI HILL	KALPINI	KALNORTH GOLD MINES LIMITED	100
E27/411	LIVE	MAGGIES DAM	KALPINI	KALNORTH GOLD MINES LIMITED	100
E28/2015	LIVE	COLOUR DAM	KURNALPI	KALNORTH GOLD MINES LIMITED	100
M28/0092	LIVE	KURNALPI	KURNALPI	SHANNON RESOURCES PTY LTD	100
M28/0072	LIVE	KURNALPI	KURNALPI	SHANNON RESOURCES PTY LTD	100
P28/1190	LIVE	KURNALPI	KURNALPI	KALNORTH GOLD MINES LIMITED	100
P28/1191	LIVE	KURNALPI	KURNALPI	KALNORTH GOLD MINES LIMITED	100
M28/0007	LIVE	KURNALPI	KURNALPI	SHANNON RESOURCES PTY LTD	100
P28/1228	LIVE	KURNALPI	KURNALPI	LUSITAN PROSPECTING PTY LTD	100
P28/1224	LIVE	KURNALPI	KURNALPI	LUSITAN PROSPECTING PTY LTD	100
P28/1225	LIVE	KURNALPI	KURNALPI	LUSITAN PROSPECTING PTY LTD	100
P28/1226	LIVE	KURNALPI	KURNALPI	LUSITAN PROSPECTING PTY LTD	100
P28/1227	LIVE	KURNALPI	KURNALPI	LUSITAN PROSPECTING PTY LTD	100
P28/1229	LIVE	KURNALPI	KURNALPI	LUSITAN PROSPECTING PTY LTD	100
P28/1230	LIVE	KURNALPI	KURNALPI	LUSITAN PROSPECTING PTY LTD	100
P28/1231	LIVE	KURNALPI	KURNALPI	LUSITAN PROSPECTING PTY LTD	100
M28/0084	LIVE	KURNALPI	KURNALPI	SHANNON RESOURCES PTY LTD	100
E28/2088	LIVE	DAVIES DAM	KURNALPI	KALNORTH GOLD MINES LIMITED	100
E28/2014	LIVE	MOOREE HILL	KURNALPI	KALNORTH GOLD MINES LIMITED	100
E28/2226	LIVE	6 MILE SOUTH	KURNALPI	SHANNON RESOURCES PTY LTD	100
M28/374	LIVE	KURNALPI 1	KURNALPI	SHANNON RESOURCES PTY LTD	100
M28/375	LIVE	KURNALPI 2	KURNALPI	SHANNON RESOURCES PTY LTD	100
M28/0090	LIVE	KURNALPI	KURNALPI	SHANNON RESOURCES PTY LTD	100
P28/1180	LIVE	KURNALPI	KURNALPI	KALNORTH GOLD MINES LIMITED	100
P28/1154	LIVE	RICHES FIND	KURNALPI	KALNORTH GOLD MINES LIMITED	100
P28/1155	LIVE	KURNALPI	KURNALPI	KALNORTH GOLD MINES LIMITED	100
P28/1156	LIVE	KURNALPI	KURNALPI	KALNORTH GOLD MINES LIMITED	100
P28/1157	LIVE	KURNALPI	KURNALPI	KALNORTH GOLD MINES LIMITED	100
P28/1184	LIVE	SUCCESS	KURNALPI	KALNORTH GOLD MINES LIMITED	100
M28/0089	LIVE	KURNALPI	KURNALPI	SHANNON RESOURCES PTY LTD	100
M28/0076	LIVE	SCOTTISH LASS WELL	KURNALPI	SHANNON RESOURCES PTY LTD	100
E28/2153	LIVE	5 MILE DAM	KURNALPI	KALNORTH GOLD MINES LIMITED	100
M28/0066	LIVE	KURNALPI	KURNALPI	SHANNON RESOURCES PTY LTD	100
M28/0113	LIVE	KURNALPI	KURNALPI	SHANNON RESOURCES PTY LTD	100
P28/1187	LIVE	COLOUR DAM	KURNALPI	KALNORTH GOLD MINES LIMITED	100
P28/1186	LIVE	PURPLE PATCH	KURNALPI	KALNORTH GOLD MINES LIMITED	100
P28/1097	LIVE	KURNALPI	KURNALPI	SHANNON RESOURCES PTY LTD	100
P28/1100	LIVE	KURNALPI	KURNALPI	SHANNON RESOURCES PTY LTD	100

TENEMENT NUMBER	STATUS	LOCALITY	KALNORTH PROJECT	HOLDER	INTEREST %
P28/1101	LIVE	KURNALPI	KURNALPI	SHANNON RESOURCES PTY LTD	100
P28/1102	LIVE	KURNALPI	KURNALPI	SHANNON RESOURCES PTY LTD	100
P28/1103	LIVE	KURNALPI	KURNALPI	SHANNON RESOURCES PTY LTD	100
P28/1104	LIVE	KURNALPI	KURNALPI	SHANNON RESOURCES PTY LTD	100
P28/1105	LIVE	KURNALPI	KURNALPI	SHANNON RESOURCES PTY LTD	100
P28/1106	LIVE	KURNALPI	KURNALPI	SHANNON RESOURCES PTY LTD	100
P28/1107	LIVE	KURNALPI	KURNALPI	SHANNON RESOURCES PTY LTD	100
P28/1108	LIVE	KURNALPI	KURNALPI	SHANNON RESOURCES PTY LTD	100
P28/1111	LIVE	KURNALPI	KURNALPI	SHANNON RESOURCES PTY LTD	100
P28/1112	LIVE	KURNALPI	KURNALPI	SHANNON RESOURCES PTY LTD	100
P28/1113	LIVE	KURNAPLI	KURNALPI	SHANNON RESOURCES PTY LTD	100
P28/1114	LIVE	KURNALPI	KURNALPI	SHANNON RESOURCES PTY LTD	100
P28/1115	LIVE	KURNALPI	KURNALPI	SHANNON RESOURCES PTY LTD	100
P28/1116	LIVE	KURNALPI	KURNALPI	SHANNON RESOURCES PTY LTD	100
P28/1118	LIVE	KURNALPI	KURNALPI	SHANNON RESOURCES PTY LTD	100
P28/1119	LIVE	KURNALPI	KURNALPI	SHANNON RESOURCES PTY LTD	100
P28/1125	LIVE	KURNALPI 2	KURNALPI	SHANNON RESOURCES PTY LTD	100
P28/1126	LIVE	KURNALPI 3	KURNALPI	SHANNON RESOURCES PTY LTD	100
E28/2256	LIVE	LAPAGE HILL	KURNALPI	SHANNON RESOURCES PTY LTD	100
P28/1254	LIVE	KURNALPI	KURNALPI	SHANNON RESOURCES PTY LTD	100
P28/1255	LIVE	KURNALPI	KURNALPI	SHANNON RESOURCES PTY LTD	100
E28/2056	LIVE	6 MILE DAM	KURNALPI	KALNORTH GOLD MINES LIMITED	100
E28/1477	LIVE	KURNALPI	KURNALPI	SHANNON RESOURCES PTY LTD	100
P28/1117	LIVE	KURNALPI	KURNALPI	SHANNON RESOURCES PTY LTD	100
M27/34	LIVE	LINDSAY FIND	LINDSAYS FIND	KALNORTH GOLD MINES LIMITED	100
M27/169	LIVE	LINDSAY FIND	LINDSAYS FIND	KALNORTH GOLD MINES LIMITED	100
P27/2111	LIVE	LINDSAYS NORTH	LINDSAYS FIND	KALNORTH GOLD MINES LIMITED	100
P27/2058	LIVE	GINDALBIE	LINDSAYS FIND	KALNORTH GOLD MINES LIMITED	100
P27/2084	LIVE	GINDALBIE	LINDSAYS FIND	KALNORTH GOLD MINES LIMITED	100
P27/2083	LIVE	GINDALBIE	LINDSAYS FIND	KALNORTH GOLD MINES LIMITED	100
P27/2094	LIVE	LINDSAY DAM	LINDSAYS FIND	KALNORTH GOLD MINES LIMITED	100
M27/486	LIVE	LINDSAYS	LINDSAYS FIND	KALNORTH GOLD MINES LIMITED	100
E24/146	LIVE	RINGLOCK DAM	MOUNT JEWELL	KALNORTH GOLD MINES LIMITED	100
E24/149	LIVE	GIMLET DAM	MOUNT JEWELL	KALNORTH GOLD MINES LIMITED	100
E24/171	LIVE	MULGARRIE	MOUNT JEWELL	KALNORTH GOLD MINES LIMITED	100
E27/404	LIVE	MT JEWELL	MOUNT JEWELL	KALNORTH GOLD MINES LIMITED	100
E27/422	LIVE	MULGARRIE	MOUNT JEWELL	KALNORTH GOLD MINES LIMITED	100
P27/2017	LIVE	MUGARRIE	MOUNT JEWELL	KALNORTH GOLD MINES LIMITED	100
P27/2018	LIVE	MUGARRIE	MOUNT JEWELL	KALNORTH GOLD MINES LIMITED	100
P27/2019	LIVE	MUGARRIE	MOUNT JEWELL	KALNORTH GOLD MINES LIMITED	100

TENEMENT NUMBER	STATUS	LOCALITY	KALNORTH PROJECT	HOLDER	INTEREST %
E27/333	LIVE	SILVER SWAN NORTH	MOUNT JEWELL	KALNORTH GOLD MINES LIMITED	100
P24/4654	LIVE	BARDOC	MOUNT JEWELL	KALNORTH GOLD MINES LIMITED	100
P24/4655	LIVE	BARDOC	MOUNT JEWELL	KALNORTH GOLD MINES LIMITED	100
E24/157	LIVE	KANOWNA	MOUNT JEWELL	KALNORTH GOLD MINES LIMITED	100
P27/2019	LIVE	MULGARRIE	MOUNT JEWELL	KALNORTH GOLD MINES LIMITED	100
P24/4233	LIVE	SCOTIA EAST	MOUNT JEWELL	KALNORTH GOLD MINES LIMITED	100
P24/4234	LIVE	SCOTIA EAST	MOUNT JEWELL	KALNORTH GOLD MINES LIMITED	100
E27/300	LIVE	MT JEWELL	MOUNT JEWELL	KALNORTH GOLD MINES LIMITED	100
P15/5264	LIVE	LOGANS FIND	SPARGOVILLE	KALNORTH GOLD MINES LIMITED	100
P15/4801	LIVE	SPARGOVILLE	SPARGOVILLE	KALNORTH GOLD MINES LIMITED	80
P15/4802	LIVE	SPARGOVILLE	SPARGOVILLE	KALNORTH GOLD MINES LIMITED	80
P15/5494	LIVE	LOGANS	SPARGOVILLE	KALNORTH GOLD MINES LIMITED	80
E15/1174	LIVE	SPARGOVILLE	SPARGOVILLE	KALNORTH GOLD MINES LIMITED	80
P15/5216	LIVE	LOGANS	SPARGOVILLE	KALNORTH GOLD MINES LIMITED	80
M15/1806	LIVE	LADY ALLISON	SPARGOVILLE	KALNORTH GOLD MINES LIMITED	80
P15/5236	LIVE	LOGANS	SPARGOVILLE	KALNORTH GOLD MINES LIMITED	80
P15/5537	LIVE	LARKINVILLE	SPARGOVILLE	KALNORTH GOLD MINES LIMITED	80
P15/5545	LIVE	LOGANS	SPARGOVILLE	KALNORTH GOLD MINES LIMITED	80
P15/5546	LIVE	LOGANS	SPARGOVILLE	KALNORTH GOLD MINES LIMITED	80
P15/5547	LIVE	LOGANS	SPARGOVILLE	KALNORTH GOLD MINES LIMITED	80
P15/5548	LIVE	LOGANS	SPARGOVILLE	KALNORTH GOLD MINES LIMITED	80
P15/5392	LIVE	LARKINVILLE	SPARGOVILLE	KALNORTH GOLD MINES LIMITED	80
P15/5409	LIVE	LARKINVILLE	SPARGOVILLE	KALNORTH GOLD MINES LIMITED	80
P24/4317	LIVE	ROSE DAM EAST	MOUNT PLEASANT	KALNORTH GOLD MINES LIMITED	100
L27/82	LIVE	LINDSAYS HAUL RD	LINDSAYS FIND	KALNORTH GOLD MINES LIMITED	100
L27/84	LIVE	LINDSAYS HAUL RD	LINDSAYS FIND	KALNORTH GOLD MINES LIMITED	100
L27/88	LIVE	KALPINI HAUL RD	KALPINI	KALNORTH GOLD MINES LIMITED	100
P27/2110	LIVE	LINDSAYS SOUTH	LINDSAYS FIND	KALNORTH GOLD MINES LIMITED	100
M24/944	PENDING	LIGNUM DAM	MOUNT JEWELL	KALNORTH GOLD MINES LIMITED	100
P 15/5766	LIVE	NORTH DAM	SPARGOVILLE	KALNORTH GOLD MINES LIMITED	80
P 15/5772	LIVE	LADY ALLISON	SPARGOVILLE	KALNORTH GOLD MINES LIMITED	80
E 27/506	LIVE	GINDALBIE STATION	LINDSAYS FIND	KALNORTH GOLD MINES LIMITED	100
P 27/2162	LIVE	LINDSAYS SOUTH	LINDSAYS FIND	KALNORTH GOLD MINES LIMITED	100
E 27/517	LIVE	LINDSAYS EAST	LINDSAYS FIND	KALNORTH GOLD MINES LIMITED	100
E28/2303	LIVE	CLAYPAN EAST	YINIDI WOOLSHED	KALNORTH GOLD MINES LIMITED	100
E28/2304	LIVE	LAKE ROE	YINIDI WOOLSHED	KALNORTH GOLD MINES LIMITED	100