



ASX Announcement

30 April 2019

Quarterly Activities Report – Quarter Ended 31 March 2019

Caeneus Minerals Ltd (“Caeneus” or “the Company”) is pleased to provide the following report on its activities for the quarter ended 31 March 2019.

Corporate

Convertible Note Facility – Conversion Notice Received

On 26 February 2019, the Company advised that it received formal notice of conversion in respect of the \$450,000 convertible note (“**Convertible Note**”).

As set out in the Company’s announcement on 11 Dec 2018, interest accrued on the Convertible Note at 6% per annum, which was converted into additional shares and free attaching options along with the principal amount. \$5,657 (subject to rounding) interest was payable under the Convertible Note to the date of conversion.

Accordingly, the total securities issued pursuant to the Conversion Notice is set out below:

- 4,556,567,913 fully paid ordinary share; and
- 2,278,283,957 option exercisable at \$0.0015 per option on or before 31 December 2023

Cleansing Prospectus

A Cleansing Prospectus was issued on 26 February 2019 for the purposes of removing any trading restrictions on shares issued by the Company prior to the closing date of the prospectus.

General Meeting

The Company refers to its notice on 11 March 2019 that the General Meeting of Shareholders will be held at 10.00am WST on Friday, 12 April 2019 at BGC Conference Centre, Ground Floor, 28 The Esplanade, Perth.

The Explanatory Statement within the announcement provides additional information on matters to be considered at the General Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 10.00am WST on Wednesday, 10 April 2019.

Exploration

There was no material information reported on the Company's exploration activities during this quarter.

For and on behalf of the board

Johnathon Busing

Non-Executive Director and Company Secretary

Caeneus Minerals Limited

Competent Persons Statement

The information in this announcement that relates to Exploration Results and Mineral Resources has been compiled under the supervision of Mr Bill Oliver, a consultant to the Company. Mr Oliver is a Member of the Australasian Institute of Mining and Metallurgy and the Australasian Institute of Geoscientists. He has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (JORC Code). Mr Oliver consents to the inclusion in this announcement of the matters based on his information in the form and context in which it appears.

Forward Looking Statements Disclaimer

This announcement contains forward-looking statements that involve a number of risks and uncertainties. These forward-looking statements are expressed in good faith and believed to have a reasonable basis. These statements reflect current expectations, intentions or strategies regarding the future and assumptions based on currently available information. Should one or more of the risks or uncertainties materialise, or should underlying assumptions prove incorrect, actual results may vary from the expectations, intentions and strategies described in this announcement. No obligation is assumed to update forward looking statements if these beliefs, opinions and estimates should change or to reflect other future developments.

CORPORATE INFORMATION

Board

Peter Christie	Chairman
David Sanders	Non-Executive Director
Johnathon Busing	Non-Executive Director/Company Secretary

Registered Office and Principal Place of Business

Ground Floor
168 Stirling Highway
Nedlands WA 6009
Telephone: +61 (08) 6165 8858

Forward Shareholder Enquiries to

Advanced Share Registry Pty Ltd
110 Stirling Hwy, Nedlands WA 6009
Telephone: 61 8 9389 8033

Issued Share Capital

As at the date of this report (31 March 2019), the total fully paid ordinary shares on issue were 18,619,643,391.

TENEMENT INFORMATION (ASX Listing Rule 5.3.3)

The table below shows the interests in tenements held by Caeneus Minerals Ltd and its wholly owned subsidiaries and is provided in accordance with ASX Listing Rule 5.3.3.

STATE OF NEVADA, UNITED STATES OF AMERICA TENEMENTS

Columbus Marsh Project

Location	Project Name	Claim #	Ownership	Titleholder
Nevada, USA	Columbus Marsh	CSM32	<i>Refer to Note 1 below</i>	Gold Exploration Management Inc.
Nevada, USA	Columbus Marsh	CSM33	<i>Refer to Note 1 below</i>	Gold Exploration Management Inc.
Nevada, USA	Columbus Marsh	CSM34	<i>Refer to Note 1 below</i>	Gold Exploration Management Inc.
Nevada, USA	Columbus Marsh	CSM35	<i>Refer to Note 1 below</i>	Gold Exploration Management Inc.
Nevada, USA	Columbus Marsh	CSM36	<i>Refer to Note 1 below</i>	Gold Exploration Management Inc.
Nevada, USA	Columbus Marsh	CSME1	<i>Refer to Note 1 below</i>	Gold Exploration Management Inc.
Nevada, USA	Columbus Marsh	CSME2	<i>Refer to Note 1 below</i>	Gold Exploration Management Inc.
Nevada, USA	Columbus Marsh	CSME3	<i>Refer to Note 1 below</i>	Gold Exploration Management Inc.
Nevada, USA	Columbus Marsh	CSM1	<i>Refer to Note 1 below</i>	Gold Exploration Management Inc.
Nevada, USA	Columbus Marsh	CSM2	<i>Refer to Note 1 below</i>	Gold Exploration Management Inc.
Nevada, USA	Columbus Marsh	CSM3	<i>Refer to Note 1 below</i>	Gold Exploration Management Inc.
Nevada, USA	Columbus Marsh	CSM4	<i>Refer to Note 1 below</i>	Gold Exploration Management Inc.
Nevada, USA	Columbus Marsh	CSM5	<i>Refer to Note 1 below</i>	Gold Exploration Management Inc.
Nevada, USA	Columbus Marsh	CSM6	<i>Refer to Note 1 below</i>	Gold Exploration Management Inc.
Nevada, USA	Columbus Marsh	CSM1W	<i>Refer to Note 1 below</i>	Gold Exploration Management Inc.
Nevada, USA	Columbus Marsh	CSM5W	<i>Refer to Note 1 below</i>	Gold Exploration Management Inc.
Nevada, USA	Columbus Marsh	CSM28	<i>Refer to Note 1 below</i>	Gold Exploration Management Inc.
Nevada, USA	Columbus Marsh	CSM27	<i>Refer to Note 1 below</i>	Gold Exploration Management Inc.
Nevada, USA	Columbus Marsh	CSM29	<i>Refer to Note 1 below</i>	Gold Exploration Management Inc.
Nevada, USA	Columbus Marsh	CSM30	<i>Refer to Note 1 below</i>	Gold Exploration Management Inc.
Nevada, USA	Columbus Marsh	CSM31	<i>Refer to Note 1 below</i>	Gold Exploration Management Inc.

Note 1: ATC Resources Pty Ltd ("ATC Resources") has entered into the assignments of binding Options Agreements to acquire 100% of Scotty's South and Columbus Marsh from Gold Exploration Management Inc. ATC Resources is a wholly owned subsidiary of Caeneus Minerals Ltd.

New King Project

Location	Project Name	Claim #	Ownership	Titleholder
Nevada, USA	New King	KVA1	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	KVA2	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	KVA3	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	KVA4	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	KVA5	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	KVA6	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	KVA7	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	KVA8	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	KVA9	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	KVA10	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	KVA11	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP1	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP2	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP3	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP4	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP5	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 9	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 10	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 11	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 12	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 13	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 17	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 18	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 19	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 20	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.

Nevada, USA	New King	MTP 21	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 25	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP26	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 27	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 28	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 29	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MPT 36	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 37	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 38	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MPT 39	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP51	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP52	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP53	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP54	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP55	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP56	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 60	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 61	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 62	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 63	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 64	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 65	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 66	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 85	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 86	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 87	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 88	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.

Nevada, USA	New King	MTP 89	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 90	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 91	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 92	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 96	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 97	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 98	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 99	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 100	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 101	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 102	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 107	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 108	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 109	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 110	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 111	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 112	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 113	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 114	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 115	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 116	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 117	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 118	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.

Note 2: Nevada Clays Pty Ltd ("Nevada Clays") has entered into the assignments of binding Options Agreements to acquire 100% of New King from Gold Exploration Management Inc. Nevada Clays is a wholly owned subsidiary of Caeneus Minerals Ltd.

AUSTRALIAN TENEMENTS

Location	Project Name	Tenement #	Ownership	Titleholder
Western Australia	Pardoo	E45/1866	100%	Plumridge East Pty Ltd
Western Australia	Pardoo	E45/4279	100%	Plumridge East Pty Ltd
Western Australia	Pardoo	E45/4585	100%	Port Exploration Pty Ltd
Western Australia	Pardoo	E45/4671	100%	Plumridge East Pty Ltd
Western Australia	Roberts Hill Project	E47/3846	100%	Mount Roe Mining Pty Ltd
Western Australia	Mt Berghaus Project	E45/5041	100%	Mount Roe Mining Pty Ltd
Western Australia	Yule River Project	E47/3857	100%	Blue Ribbon Mines Pilbara Pty Ltd

Caeneus Minerals Ltd ABN 42 082 593 235

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Appendix 5B

Mining exploration entity and oil and gas 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, 01/05/13, 01/09/16

Name of entity

CAENEUS MINERALS LTD

ABN

42 082 593 235

Quarter ended ("current quarter")

31 March 2019

Consolidated statement of cash flows	Current quarter \$A'000	Year to date (9 months) \$A'000
1. Cash flows from operating activities		
1.1 Receipts from customers		
1.2 Payments for		
(a) exploration & evaluation	(53)	(783)
(b) development	-	-
(c) production	-	-
(d) staff costs	(26)	(102)
(e) administration and corporate costs	(99)	(459)
1.3 Dividends received (see note 3)	-	-
1.4 Interest received	-	-
1.5 Interest and other costs of finance paid	-	-
1.6 Income taxes paid	-	-
1.7 Research and development refunds	-	-
1.8 Other (GST refunds)	32	121
1.9 Net cash from / (used in) operating activities	(146)	(1223)

2. Cash flows from investing activities		
2.1 Payments to acquire:		
(a) property, plant and equipment	-	-
(b) tenements (see item 10)	-	-
(c) investments	-	-
(d) other non-current assets	-	-

Consolidated statement of cash flows		Current quarter	Year to date (9 months)
		\$A'000	\$A'000
2.2	Proceeds from the disposal of:		
	(a) property, plant and equipment	-	-
	(b) tenements (see item 10)	-	-
	(c) investments	-	-
	(d) other non-current assets	-	-
2.3	Cash flows from loans to other entities	-	-
2.4	Dividends received (see note 3)	-	-
2.5	Other (provide details if material)	-	-
2.6	Net cash from / (used in) investing activities	-	-

3.	Cash flows from financing activities		
3.1	Proceeds from issues of shares	-	586
3.2	Proceeds from issue of convertible notes	-	450
3.3	Proceeds from exercise of share options	-	-
3.4	Transaction costs related to issues of shares, convertible notes or options	-	(17)
3.5	Funds Advanced	-	-
3.6	Repayment of borrowings	-	-
3.7	Transaction costs related to loans and borrowings	-	-
3.8	Dividends paid	-	-
3.9	Other (shares yet to be issued)	-	-
3.10	Net cash from / (used in) financing activities	-	1,019

4.	Net increase / (decrease) in cash and cash equivalents for the period		
4.1	Cash and cash equivalents at beginning of period	311	369
4.2	Net cash from / (used in) operating activities (item 1.9 above)	(146)	(1,223)
4.3	Net cash from / (used in) investing activities (item 2.6 above)	-	-
4.4	Net cash from / (used in) financing activities (item 3.10 above)	-	1,019
4.5	Effect of movement in exchange rates on cash held	-	-
4.6	Cash and cash equivalents at end of period	165	165

5. Reconciliation of cash and cash equivalents at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	Current quarter \$A'000	Previous quarter \$A'000
5.1 Bank balances	165	311
5.2 Call deposits	-	-
5.3 Bank overdrafts	-	-
5.4 Other (provide details)	-	-
5.5 Cash and cash equivalents at end of quarter (should equal item 4.6 above)	165	311

6. Payments to directors of the entity and their associates

- 6.1 Aggregate amount of payments to these parties included in item 1.2
- 6.2 Aggregate amount of cash flow from loans to these parties included in item 2.3
- 6.3 Include below any explanation necessary to understand the transactions included in items 6.1 and 6.2

Current quarter \$A'000
26
-

Payments for director fees: \$26,400*

All payments are on normal commercial terms

*Payments on cash basis includes services rendered prior to and including March quarter

7. Payments to related entities of the entity and their associates

- 7.1 Aggregate amount of payments to these parties included in item 1.2
- 7.2 Aggregate amount of cash flow from loans to these parties included in item 2.3
- 7.3 Include below any explanation necessary to understand the transactions included in items 7.1 and 7.2

Current quarter \$A'000
-
-

N/A

8. Financing facilities available <i>Add notes as necessary for an understanding of the position</i>	Total facility amount at quarter end \$A'000	Amount drawn at quarter end \$A'000
8.1 Loan facilities	-	-
8.2 Credit standby arrangements	-	-
8.3 Other (please specify)	-	-
8.4 Include below a description of each facility above, including the lender, interest rate and whether it is secured or unsecured. If any additional facilities have been entered into or are proposed to be entered into after quarter end, include details of those facilities as well.		

N/A

9. Estimated cash outflows for next quarter	\$A'000
9.1 Exploration and evaluation	40
9.2 Development	-
9.3 Production	-
9.4 Staff costs	-
9.5 Administration and corporate costs	80
9.6 Total estimated cash outflows	120

10. Changes in tenements (items 2.1(b) and 2.2(b) above)	Tenement reference and location	Nature of interest	Interest at beginning of quarter	Interest at end of quarter
10.1 Interests in mining tenements and petroleum tenements lapsed, relinquished or reduced				
10.2 Interests in mining tenements and petroleum tenements acquired or increased				

Compliance statement

- 1 This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.
- 2 This statement gives a true and fair view of the matters disclosed.

Sign here:

Company Secretary

Date: 30 April 2019

Print name: Johnathon Busing

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 that wishes to disclose additional information is encouraged to do so, in a note or notes included in or attached to this report.
2. If this quarterly report has been prepared in accordance with Australian Accounting Standards, 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. If this quarterly report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standards apply to this report.
3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.