

ASX Announcement 30 April 2015

Victory Mines Limited Quarterly Activities Report ending 31 March 2015

Highlights

- Victory's subsidiaries are conducting a 3,200 metre surface channel sampling programme at the San Pedrito Mine. Phase 1 is complete with 2,402 metres of trenches excavated
- Trenching programme has been extended based on the work done to-date
- Targeting +1.2% tin ('Sn') grades at San Pedrito, plus associated zinc and silver ('Zn' & 'Ag') the trenching is aimed at expanding the near surface feed material for the planned initial toll treatment plant
- A new major surface target discovered with mineralisation associated with two acid dykes that has been worked by the local Juan del Valle Mining Cooperative. The larger of the dykes has a maximum width of 6 metres and can now be traced over a strike length of approximately 500 metres following its intersection in a number of the trenches
- Work at the San Pedrito Mine is focussed on near-term cash flow from the mining of near-surface open pit and underground ore
- Labour for the hand trenching is being supplied by the local Cooperative under the geological supervision of Gondwanaland
- With a focus on cash generation, the Company is in negotiations with a number of parties to form a metals concentrate purchasing enterprise in Bolivia

Victory Mines Limited (ASX: VIC) ('Victory' or 'the Company') is pleased to present the Quarterly Activities Report for the period ending 31 March 2015.

Victory's wholly owned subsidiary, South American Tin Limited ('SAT'), has an 80% interest in a local Bolivian entity CM Gondwanaland which is developing the San Pedrito Mine, in conjunction with the local Juan del Valle Mining Cooperative. SAT is working with this Cooperative to develop a small-scale toll treatment project of 150 tonnes per day from the mining of veins, dykes and surface stockpile material. Ongoing sampling is aimed at expanding the near surface feed material for an initial toll treatment processing plant. Planning has advanced significantly regarding the plant fabrication and construction in consultation with a local foundry.

A channel sampling programme is progressing at the San Pedrito Tin Mine, which forms part of the Siglo XX Tin Project located in the North of Potosi, Bolivia.

Prior to 2015 Gondwanaland/SAT had already completed 1,165 metres of underground channel sampling, 185 metres of diamond drilling and underground and surface mapping at



San Pedrito. Geological details on the San Pedrito Project were previously reported to the ASX on 12 May 2014.

Bolivia

Surface Channel Sampling Programme

Stage 1 of the San Pedrito surface channel sampling programme has commenced, with 10 trenches in the lower part of the project area effectively completed. The trenches are located approximately 50 metres apart and are adjusted in the field according to conditions. A total of 2,680 metres has now been completed. Table 1 shows the progress to-date.

Trenches SPT00 and SPT01 have been extended up the slope of the hill. Trench SPT00 now terminates at a zone of glacial moraine (see discussion below). Trench SPT01 has been extended by 220 metres and is adjacent to the glacial moraine that terminated Trench SPT00. This trench was extended to cover a zone of old workings of north-south veins not previously mapped. It now terminates just past the upper-most north-south old working. Trench SPT02 was cut short because it intersected a zone of hard ferricrete. This ferricrete zone will be analysed to determine if it is Sn-bearing, in which case the trench will be continued.

Channel No	Original Planned	New Length	Completed Length				
	Length						
Adit Nos 1-4 Zone							
SPT00	300	310	210				
SPT01	340	560	406				
SPT02	380	255	255				
SPT03	400	400	400				
SPT04	265	265	263				
SPT05	220	220	220				
SPT06	200	200	198				
SPT07	175	175	175				
SPT08	150	150	130				
SPT09	145	145	145				
Total	2,575	2,680	2,402				
Top of the San Pedr	ito Hill						
SPT10	130	130	0				
SPT11	135	135	0				
SPT12	180	180	0				
SPT13	90	90	0				
SPT14	95	95	0				
Total	630	630	0				

Table 1 – Trenching Progress at the San Pedrito Project



Whilst the trenching has been undertaken Gondwanaland's supervising geologist has been extending the Company's geological mapping programme in the area. This mapping programme is still incomplete and to-date has identified a number of important geological features, as follows: -

- 5 zones of glacial moraine within the San Pedrito Project area and a 6th zone just outside the San Pedrito Project area in a part of the old mine controlled by the XX de Octubre Cooperative. It is unknown if this moraine is tin-bearing. Trenches SPT00 and SPT01 have intersected a small portion of the moraine and if sampling indicates Sn-bearing potential then all of the areas of moraine will be sampled. Figure 1 below shows Trench Nos SPT00 and SPT01. Additional figures in the Appendix show other trenches;
- A large zone of colluvial material to the west of Trench Nos SPT03 to SPT09. The Company believes that this colluvial material is very prospective for Sn. Alluvial/colluvial material on the flanks of the Cerro Rico much further south in the Department of Potosi is known to be Sn-bearing. The colluvial zone is approximately 280 metres long north-south and averages approximately 100 metres in width east-west. Some of the trenching into this colluvial zone indicates alteration of the underlying bedrock indicating the potential for unmined veins beneath this colluvial material;
- Trench SPT01 was extended significantly to the west an additional 220 metres. In the last few metres of this trench a very minor north-south vein was intersected. Approximately 100 metres to the south along this vein the trench intersects a series of the approximately east-west veins that extend down from the top of the San Pedrito Hill. This zone of intersection of the two veins sets could produce interesting results. This zone was not planned to be trenched in the original programme but now will be; and
- As would be expected, large areas of the hill are geologically altered. The alteration occurs as both argillic-sericite (bleaching) and pyrite-sericite silicification. The alteration increases in intensity to the south.

Sampling of the trenches was expected to commence in mid-March when the wet season normally finishes in the Andes. Persistent heavy rain since mid-March has delayed sampling.

Figure 2 below shows the trenches, plus the various geological features mapped by the Company's geologist as discussed above. The black outlines show the glacial moraine. The sky blue outlines show the colluvial material. The purple outlines show the ferricrete. The orange lines show the two dykes. The white and grey lines show veins mined at surface. The dark blue polygon shows the zone of argillic-sericitic alteration. The large brown polygon shows the zone of silicic alteration. This zone of alteration is much larger than previously thought. Previously the Company had thought that the western edge of this zone finished along the crest of the ridge at the top of the San Pedrito Hill. It now goes well into the valley to the west below this ridge.



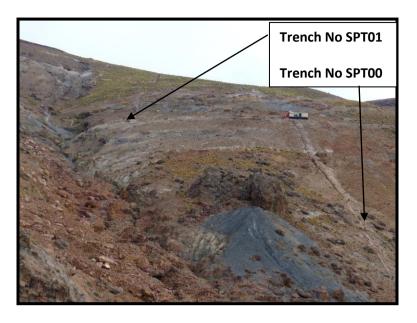


Figure 1 – San Pedrito Trench Nos SPT00 and SPT01

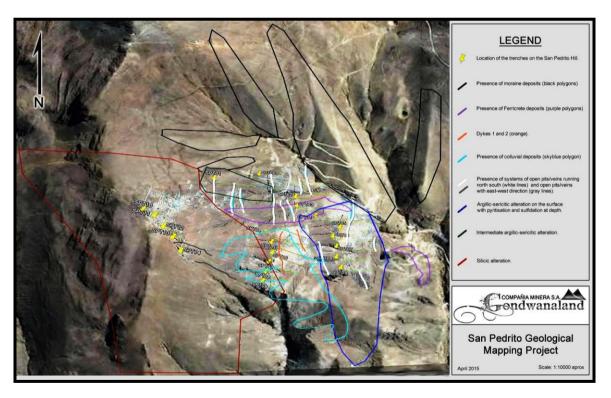


Figure 2 – Channel Locations and Geological Features at the San Pedrito Mine

Mineralised Dykes at San Pedrito

As part of the current trenching and mapping programme two significant mineralised acid dacite dykes have been mapped – see Figure 2 above. These dyke structures are associated with two of three major faults that run through the adjacent La Salvadora Porphyry orebody



at the Siglo XX Mine. Dyke No 1 to the east is believed to be associated with the Stanton Fault and Dyke No 2 is believed to be associated with the Diaz Fault. A third major fault, the Transformador Fault, is to the west of the Diaz Fault and could lie underneath the colluvial material shown in Figure 2 above. If so, this fault could have an associated dyke. Both dykes display dilatant properties, i.e. alternatively thickening and then thinning. The dykes are converging to the north and diverging to the south.

Based on the mapping done to-date, the following information is known about these dykes: -

- Dyke No 1 (eastern-most dyke) -
 - Oriented approximately north-south, the same as the vein set for the lower part of the San Pedrito Hill;
 - Has been mapped over approximately +350 metres;
 - Dips at an angle of 80° to the west;
 - Has a maximum width of approximately 3 metres;
 - Strikes towards the Luz Mila Adit and a series of yet to the mapped veins in the zone above the initial one kilometre of the Adit; and
 - According to members of the Juan del Valle Cooperative, who have mined Dyke No 1, it contains Sn/Ag mineralisation.
- Dyke No 2 (western-most dyke) -
 - Trending approximately north-south, the same orientation as the vein set for the lower part of the San Pedrito Hill;
 - Mapped over approximately +500 metres; cut by Trench Nos SPT05 to SPT09;
 - Dips at an angle of 80° to the west;
 - Has a maximum width of approximately 6 metres;
 - Strikes in the direction of the Oropeza Adit further to the south. It has the potential for an additional 800 metres of strike if it is connected with the Oropeza vein subsystem; and
 - According to members of the Juan del Valle Cooperative, who have mined Dyke No 2, it also has Sn/Ag mineralisation.

Both dykes have been mapped in Adit No 1, at approximately the same spacing as at surface above Adit No 1, i.e. 110 metres apart. Dyke No 1 is mapped in the adit as approximately 5 metres wide and Dyke No 2 mapped in the adit as approximately 3 metres wide. The sample intersection in Adit No 1 for Dyke No 1 is 0.16% Sn, 0.3% Zn, 10 g/t In and 12.5 g/t Ag. And for Dyke No 2 is 0.19% Sn and 6 g/t Ag.

Dyke No 2 has been extensively worked at the surface by the Juan del Valle Cooperative; see Figure 3 below.





Figure 3 – Juan del Valle Cooperative Workings on Dyke No 2. Left-Hand Photo is the Southern End of the Workings. Right-Hand Shows the Workings Continuing to the North

Victory's Managing Director John Kelly commented: "I've walked the San Pedrito Hill with our geologist a number of times now and am impressed with the work of our geological team, which includes of course the Juan del Valle Cooperative members.

"To be able to view what we are calling Dyke No 2 recently and have it put in geological context by our geologist was exciting. As mentioned above, this dyke has some scale with it currently traceable over approximately 500 metres in strike length. Our geologist is confident this structure is important for the mineralisation at the Oropeza Adits much further to the south. If he is correct then this would add another 750 metres to the length of the dyke.

"Dyke No 1 is headed in the general direction of the Luz Mila Adit which is being built into our future production plans.

"We are getting to the point where we will trying to join the geological dots; matching up what we see on the surface with what we see underground, particularly in Adit No 1, the longest currently accessible adit. The geological dots can be joined for the dykes, so the next step will be on joining the veins seen at surface with those seen in Adit No 1 and the other adits.

"The San Pedrito Project covers a large area and it will take time to put the total basic geological picture together. To-date we have concentrated on the northern zone of the San Pedrito Hill. Once we have put together the basic geological picture here we will move south to study the Oropeza and Luz Mila Adits areas."

Concentrate Purchasing Enterprise

Significant volumes of tin and zinc concentrates are produced by the Cooperatives of the North of Potosi where the Siglo XX Mine, including San Pedrito is located. Other metal



concentrates are also produced, as well as gold. Figure 4 below shows bags of concentrate ready for sale at the Patiño Adit.

Gondwanaland has produced a business plan for this mineral concentrate purchasing enterprise which demonstrates attractive returns. Discussions are underway with a number of groups to further this mineral concentrate purchasing enterprise.



Figure 4 – Bags of Concentrates at the Patiño Adit on the Uncia Side of the Mine

Gondwanaland has also had preliminary discussions with a local bank in Bolivia about potential debt funding for its toll treatment plants. These discussions are positive and continuing.

Exploration Target for Stage 1 of the San Pedrito Project

SAT has previously estimated an Exploration Target for the San Pedrito Project and the Company reported this to the ASX on 12 May 2014. For Stage 1 of the San Pedrito Project, SAT has developed a smaller, higher grade Exploration Target aiming at a minimum of 2 years feed for the toll treatment plant. The Exploration Target will be made up of primary ore from narrow veins (0.8-1.5m wide) and stockpiles that exist at the entrances of many of the adits.

The potential quantity and grade of these Exploration Targets are conceptual in nature and there has been insufficient exploration to estimate a Mineral Resource and that it is uncertain if further exploration will result in the estimation of a Mineral Resource.



Table 2 below shows SAT's Exploration Target estimate for the complete San Pedrito vein system, which is based upon the historical data available to SAT and SAT's future work plan. SAT's minimum Exploration Target for the first 2 years of production for the toll treatment plant is shown in Table 3 below.

Zone	Lower Target Tonnage	Upper Target Tonnage	Lower Target Grade		Target Grade Upper Target Grade		Grade	
			%	%	Ag	%	% Zn	Ag g/t
			Sn	Zn	g/t	Sn		
Socavon Luzmila to Adit No 1	3,300,000	3,900,000	0.6	1.0	50	0.7	3.0	150
Above Adit No 1	2,700,000	3,300,000	0.4	0.9	7	0.5	1.3	11
Total	6,000,000	7,200,000	0.5	0.9	30	0.6	2.1	80

Table 2 – SAT's Exploration Target for Vein Mineralisation at the San Pedrito Project

Zone	Lower Target Tonnage	Upper Target Tonnage	Lower Target Grade		Upp	er Target	t Grade	
			%	%	Ag	%	% Zn	Ag g/t
			Sn	Zn	g/t	Sn		
Adits No. 1-4	70,000	80,000	1.2	2.5	70	2.4	3.5	110
Top of the Hill	40,000	48,000	1.5	1.3	20	2.5	2.3	30
Stockpile Material	48,000	65,000	1.0	0.6	20	1.4	1.0	30
Total	158,000	193,000	1.2	1.6	42	2.1	2.4	63

Table 3 – SAT's Exploration Target for Vein Mineralisation and Stockpiles at the San Pedrito Project for the First 2 Years of Production



Western Australia

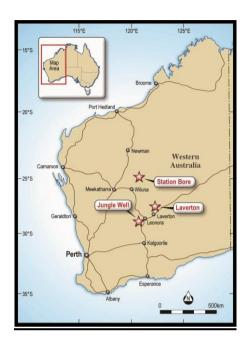


Figure 5 – Western Australian Project Locations

Laverton Project (E38/2374)

1. No field work was conducted, although a planned auger programme is in place to infill the areas already defined on a closer spaced pattern to more clearly define existing anomalies and extend the auger programme to areas that have not been sampled to assist in defining other areas of interest.

Jungle Well Project (E29/679)

No field work was conducted.

Station Bore Project (E69/2872)

No field work was conducted.



ASX Listing Rule 5.3.3 Information

The Company presents the following information in line with ASX Listing Rule 5.3.3.

Location	Tenement No	Interest Held at 31 December 2014	Interest Acquired /disposed of	Interest Held at 31 March 2015
Jungle Well	E29/679	70%	N/A	70%
Laverton	E38/2374	70%	N/A	70%
Station Bore	E69/2872	70%	N/A	70%

JORC Code Table 1 Checklist of Assessment and Reporting Criteria

No changes are necessary to the JORC Table 1 over what was reported on 12 May 2014 for San Pedrito. The surface channels will be sampled and then will be analysed in the same fashion as the underground channel samples discussed in the JORC Table 1 on 12 May 2014.

Competent Person's Statement Relating to Western Australian Projects Exploration

The information in this report that relates to Exploration Results, Mineral Resources or Ore Reserves is based on information compiled by Mr Peter Peebles who is a Member of The Australasian Institute of Mining and Metallurgy and a Member of the AIG. Mr Peebles is employed by Darlington Geological Services Pty Ltd and is also the Technical Director of Victory Mines Ltd. Mr Peebles 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'. Mr Peebles consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

Competent Person's Statement Relating to SAT Exploration

The information herein that relates to Exploration Results is based on information compiled by Mr John Kelly BE(Min), who is a Fellow of The Australian Institute of Mining and Metallurgy. Mr Kelly takes responsibility for the form and context of the Exploration Target reported. Mr Kelly is a full-time employee, director and shareholder of South American Tin Limited. Mr Kelly has 34 years' experience in mining and exploration activities. Mr Kelly has more than five years' experience which is relevant to the style of mineralisation and type of deposit being reported 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, Minerals Resources and Ore Reserves" (the JORC Code). Mr Kelly takes responsibility



for the Exploration Target in this report. This public report is issued with the prior written consent of the Competent Person as to the form and context in which it appears.

Corporate

Suspension from ASX Quotation

Victory is currently suspended from ASX quotation pending lodgement of the half year accounts for the period ended 31 December 2014.

Integrating the accounts of its now wholly owned subsidiary (SAT) has met unforeseen complexities with the financial reports of Gondwanaland and has resulted in the Company requiring more time to consolidate these accounts and complete the half year review.

Victory will update the ASX on the expected timeline for completion of the consolidated accounts in due course.

Cash Position of the Company

As at 31 March 2015, the Company held \$39k in cash. Victory is negotiating with a number of parties regarding project development and trading opportunities as a part of reviewing various funding options available in the near term to advance the projects.

SAT is also in preliminary discussions with a number of parties regarding the purchase and treatment of tin concentrate currently produced at the Siglo XX mine. These negotiations are positive and remain ongoing, despite the current suspension from quotation.

- ENDS -

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APPENDIX

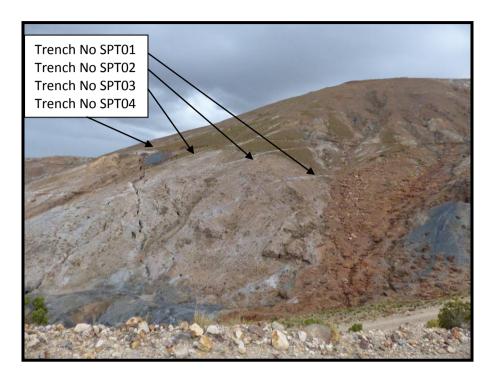


Figure 6 – Trench Nos SPT01, SPT02, SPT03 and SPT04



Figure 7 – Uppermost Part of Trench No SPT01 Where the Uppermost N-S Vein is Intersected





Figure 8 – Uppermost Part of Trench No SPT06

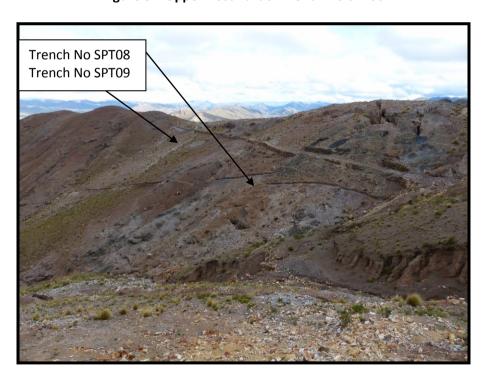


Figure 9 – Trench Nos SPT08 and SPT09

Rule 5.5

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, 01/05/2013

Name of entity	
VICTORY MINES LIMITED	
ABN	Quarter ended ("current quarter")
39 151 900 855	31 March 2015

Consolidated statement of cash flows

		Current quarter	Year to date
Cash i	flows related to operating activities	\$A'000	(9 months)
			\$A'000
1.1	Receipts from product sales and related		
	debtors	-	-
	D	(()	
1.2	Payments for (a) exploration & evaluation (b) development	(96)	(162)
	(c) production	_	_
	(d) administration	(262)	(469)
1.3	Dividends received	- (202)	(409)
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)	-	-
		(358)	(631)
	Net Operating Cash Flows	(5)%	(*)2/
- 0	Cash flows related to investing activities		
1.8	Payment for purchases of: (a) prospects	-	-
	(b) equity investments(c) other fixed assets	-	-
1.9	Proceeds from sale of: (a) prospects	_	_
1.9	(b) equity investments	_	15
	(c) other fixed assets	_	-
1.10	Loans to other entities	_	_
1.11	Loans repaid by other entities	-	-
1.12	Other (provide details if material)	-	-
	Net investing cash flows	-	15
1.13	Total operating and investing cash flows		
	(carried forward)	(358)	(616)

⁺ See chapter 19 for defined terms.

Appendix 5B Mining exploration entity and oil and gas exploration entity quarterly report

1.13	Total operating and investing cash flows (brought forward)	(258)	(6.6)
	(brought forward)	(358)	(616)
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares, options, etc.	350	565
1.15	Proceeds from sale of forfeited shares	-	-
1.16	Proceeds from borrowings	51	114
1.17	Repayment of borrowings	(42)	(43)
1.18	Dividends paid	-	-
1.19	Other - costs of share issues	(16)	(22)
	proceeds from intended issue of	` '	i i
	securities	25	25
	Net financing cash flows	368	639
	Net increase (decrease) in cash held	10	23
1.20	Cash at beginning of quarter/year to date	39	26
1,21	Exchange rate adjustments to item 1.20	4	4
1.22	Cash at end of quarter	53	53

Payments to directors of the entity, associates of the directors, 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	90
1.24	Aggregate amount of loans to the parties included in item 1.10	-

1.25 Explanation necessary for an understanding of the transactions

1.23 includes directors' fees, directors' consulting fees and salaries for executive and non-executive directors

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

During the period the Company issued 233,333,332 fully paid ordinary shares to the value of \$700,000 to creditors in lieu of cash payments for invoices.

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⁺ See chapter 19 for defined terms.

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					
	nancing facilities available I notes as necessary for an understanding of the position	n.				
		Amount ava	ilable	Amount used \$A'ooo		
3.1	Loan facilities	\$A 000	_	\$A 000	_	
3.2	Credit standby arrangements		-		-	
Es	timated cash outflows for next qua	rter				
4.1	Exploration and evaluation		\$A'000		_	
4.1					50	
4.2	Development				-	
4.3	Production				-	
4.4	Administration			5	50	
	Total			10	00	
Re	econciliation of cash					
show	nciliation of cash at the end of the quarter (as n in the consolidated statement of cash flows) e related items in the accounts is as follows.	Current qua \$A'ooo	nrter	Previous quarter \$A'000		
5.1	Cash on hand and at bank		53	3	39	
5.2	Deposits at call		-		_	
5.3	Bank overdraft		-		_	
5.4	Other (provide details)		-		_	
	Total: cash at end of quarter (item 1.22)		53	3	39	

⁺ See chapter 19 for defined terms.

Changes in interests in mining tenements and petroleum tenements

		Tenement reference and location	Nature of interest (note (2))	Interest at beginning of quarter	Interest at end of quarter
6.1	Interests in mining tenements and petroleum tenements relinquished, reduced or lapsed	Nil			
6.2	Interests in mining tenements and petroleum tenements acquired or increased	Nil			

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)				
7.2	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buybacks, redemptions				
7.3	[†] Ordinary securities	(a) 1,834,570,288	930,269,022	-	-
7.4	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buybacks	(a) 345,833,333	(a) 345,833,333		
7.5	*Convertible debt securities (description)				

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 $[\]boldsymbol{+}$ See chapter 19 for defined terms.

Appendix 5B Mining exploration entity and oil and gas exploration entity quarterly report

7.6	Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted				
7.7	Options (description and conversion factor)	(a) 41,500,000 (b) 4,658,000 (c) 4,000,000 (d)9,429,007 (e)104,650,000	9,429,007	Exercise price 20 cents 40 cents 20 cents 20 cents 3 cents	Expiry date 9 October 2015 9 October 2017 9 October 2017 9 April 2015 31 December 2016
7.8	Issued during quarter	(6)104,030,000) cents	Ji Becember 2010
7.9	Exercised during quarter				
7.10	Expired during quarter				
7.11	Debentures (totals only)				
7.12	Unsecured notes (totals only)				

Compliance statement

- 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).
- This statement does give a true and fair view of the matters disclosed.

Sign here: Date: 30 April 2015

Company Secretary

Print name: Elizabeth Hunt

⁺ See chapter 19 for defined terms.

Notes

- 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.
- The "Nature of interest" (items 6.1 and 6.2) includes options in respect of interests in mining tenements and petroleum 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 or petroleum tenement, it should disclose the change of percentage interest and conditions precedent in the list required for items 6.1 and 6.2.
- 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.
- 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.
- 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.