

JUNE 2015 QUARTERLY ACTIVITIES REPORT

HIGHLIGHTS

- **Proposed White Lion acquisition targets rapidly growing Zambian construction sector**
- **Planning work for mapping, sampling and drilling programs at White Lion underway**
- **First phase of introductory meetings to African-focused investment groups begins**

ASX Code: SPI
SPIOA

Issued Capital:
255.1M Ordinary Shares

Directors:
Executive Chairman:
James Hamilton

Director/Secretary:
Russell Hardwick

Non Executive Director:
Ian Huitson

Contact:
41 York Street Subiaco
Perth, Western Australia 6008
ABN:40 125 578 743

PO Box 8050
Subiaco East, Western Australia
6008

1. White Lion Limestone Project

In March 2015, Spitfire Resources Limited announced that it had entered into a Binding Heads of Agreement to acquire 100% of the White Lion Limestone Project in Zambia. *(For full details see ASX White Lion release dated March 25).*

The White Lion limestone project is located approximately 100km North West from the Zambian capital Lusaka. It sits on a granted Large Scale Mining Licence (14948-HQ-LML) and covers a total area of 245 square kilometres.

Initial mapping and airborne surveys of the White Lion project indicate that the large, flat lying limestone deposition covers an area of approximately 60 square kilometres.

Planning for a series of mapping, sampling and drilling programs is well underway with key Spitfire personnel currently at site to oversee work preparation.

Strong GDP growth across Africa is driving infrastructure developments and therefore strong cement demand. This is particularly true for Zambia where GDP and construction growth have been most robust. The White Lion acquisition is designed to build on this growth and to establish itself as a future key construction materials supplier for the region.

The upfront consideration for the acquisition is \$A2.1 million in fully paid ordinary Spitfire Resources shares based on a 30 day volume weighted average price. These shares will be escrowed for 12 months in accordance with Chapter 9 of the ASX Listing Rules.

A second conditional payment of A\$4.2 million in fully paid ordinary Spitfire Resources shares is proposed when not less than 80 million tonnes of limestone is delineated into a inferred JORC resource and the Company receiving a Scoping Study that demonstrates the potential for a large scale, long life, economic limestone orebody to be developed and mined and the Board resolving to proceed with the development and commercialisation of the project.

With the acquisition comes access to an in-country development team with more than four years experience in Zambia. Spitfire personnel will also be given access to office and operational infrastructure in Johannesburg (to ensure best practice technical support and facilitate future discussions with supportive African financial institutions), in Lusaka (for in-country project management) and at the White Lion exploration site (for man mobilisation and drill core storage).

The acquisition is conditional on the satisfaction of certain conditions precedent including the approval of shareholders. This approval will be sought by way of a general meeting of the Company's shareholders on August 17.

In recent weeks Spitfire has released and posted its Notice of Meeting. Included in the Notice of Meeting is a Technical Review and Independent Valuation of the White Lion Project by Johannesburg based consulting specialists, MSA Group. MSA's preferred value for the project was US\$4.27 million.

The Notice of Meeting also included a legal verification of Mining Licence 14948-HQ-LML by legal practitioners Sharpe & Howard and an Independent Expert's Report on the transaction by Moore Stephens. Moore Stephens found the proposed transaction "fair and reasonable" to the non-associated shareholders of Spitfire Resources Limited.

Subject to receiving shareholder approval for the acquisition, Spitfire plans to begin fieldwork at White Lion immediately. The Company has put together preliminary budgets for programs that will cost approximately \$1 million and work is expected to be ongoing at White Lion until the middle of 2016.

During the Quarter management began a first phase of introductory meetings with individuals, funds and brokers who are African-focused and construction materials savvy. This program, to predominantly international groups, will be ramped up following completion of the acquisition as part of a strategy to reinvigorate the Company's shareholder base.

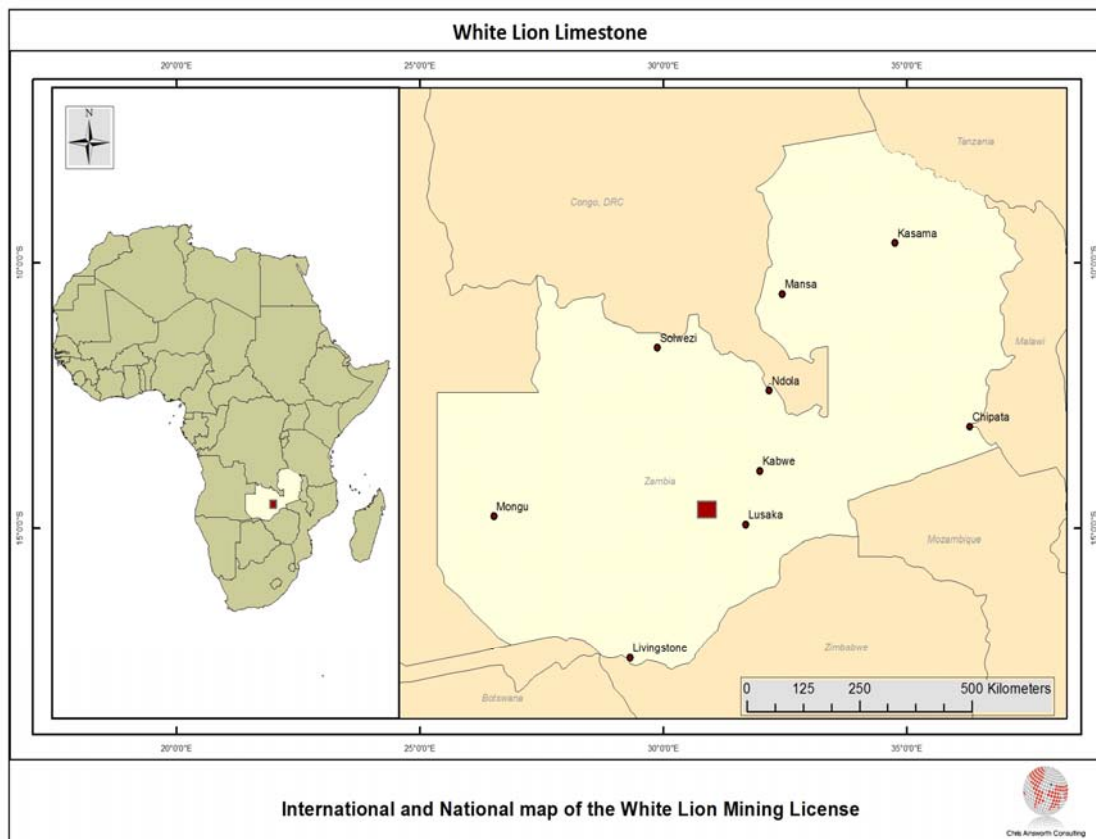


Figure 1. White Lion location map.



Figure 2. Industrial minerals geologist Robert Barnett inspecting a large limestone outcrop on site.



Figure 3. This existing quarry has been mined to 10 metres depth for road base – sampling shows it contains cement grade limestone and that the mineralisation is open in all directions and at depth.



Figure 4. Outcropping limestone is abundant at White Lion. The estimated size of the deposition area is 60 square kilometres with a depth of at least 10m.

2. South Woodie Woodie Manganese Project

No fieldwork was conducted at South Woodie Woodie during the quarter. Spitfire continues to look at ways of maximising value from this project in light of its planned change of focus and jurisdiction. A data room has been established and discussions with interested parties are continuing.

3. Cash Position

The company had cash reserves of \$A2.73 million at the end of the quarter.

James Hamilton
Executive Chairman

For further information please contact:

Mr. James Hamilton

Tel: +61 (0)8 6382 3700

Fax: +61 (0)8 6382 3777

Email: admin@spitfireresources.com

Competent Person's Statement

The information in this report relating to exploration results and mineral resources is based on information compiled by Mr. Stuart Peterson, the Company's Consulting Exploration Manager, who is a Member of the Australian Institute of Mining and Metallurgy. Mr Peterson has sufficient experience relevant to the styles of mineralisation mentioned and to the type of activities described 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.'

SCHEDULE OF TENEMENTS

State	Tenement Code	Beneficial Interest (%)
SOUTH WOODIE WOODIE MANGANESE PROJECT		
Western Australia	E46/710	80
Western Australia	E46/615	80
Western Australia	E46/616	80
Western Australia	E46/787	100
Western Australia	E46/828	100
Western Australia	E46/829	100
Western Australia	E46/830	100
Western Australia	E46/834	100
Western Australia	E46/835	100
Western Australia	E46/893	100
Western Australia	E46/0976	100
Western Australia	E46/0968	100