

ASX Release

31 July 2015

Southern Crown Resources Limited

ABN: 52 143 416 531

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Executive Chairman
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Directors / Officers:

Rhod Grivas
Mark Papendieck
Adrian Hill

Issued Shares and Options:

Shares: 62 million
Unlisted options: 3 million

ASX Code: **SWR**

JUNE 2015 QUARTERLY ACTIVITIES REPORT

During the quarter ended 30 June 2015, Southern Crown Resources Limited ("**Southern Crown**" or "**the Company**") informed Afranex and related partners that it would not elect to exercise the Afranex Option and thereby terminated the Option Agreement over the Alaskan project.

On 29 April 2015 Southern Crown executed a Binding Term Sheet to acquire all the shares in Homepeople Corporation, the owner of ROMIO, an online recommendations platform provider in a reverse takeover that would see the New York-based company list on the Australian Securities Exchange.

Subsequent to the end of the quarter on 31 July 2015, the Company announced it had given formal notice to terminate the agreement between the Company and Homepeople Corporation, owners of ROMIO Inc ("ROMIO") and the ROMIO social media platform.

ALASKAN PROJECTS

As a result of the exploration conducted during the September quarter 2014 and a review of the results, it was determined that significant exploration funds would need to be spent in a difficult exploration environment to properly test the intrusion related gold system targets within the Luna-Quicksilver and Kisa project areas.

On balance, although the results of the Luna Quicksilver exploration were encouraging, they did not clearly demonstrate significant expansion of the target beyond the Luna and Luna East prospects.

Under the option agreement signed with Afranex Gold Ltd on 20 August 2014, the Company elected to terminate the Option agreement during the quarter, having satisfied the conditions of the agreement.

ROMIO TRANSACTION UPDATE

On 29 April the Company signed a binding Term Sheet to acquire ROMIO, a next generation social media crowd-sourced review and recommendation provider. ROMIO provides users with trusted local recommendations by handpicking local experts and leveraging social networks to find the best service providers available. As well as providing the Romio user with high quality personalised recommendations it assists service providers in getting more clients by turning their social network and client base into a referral network.

Subject to satisfaction of a number of conditions precedent including due diligence, fund raising and re-compliance, Southern Crown was to issue 200 million fully paid ordinary shares in the Company to the shareholders of Homepeople Corporation, a company incorporated in the US State of Delaware which owns 100% of ROMIO Inc. for the acquisition of 100% of their shares.

After consultation with its advisors, Foster Stockbroking, Southern Crown believes that the completion of version 3 of the social media platform and the rollout of ROMIO's marketing strategy to bring experts and users onto the platform is required prior to commencing a public offer and listing on the ASX via a merger with Southern Crown. In addition, current market conditions do not support a substantial capital raising at this time. As a result the Company gave formal notice that it was terminating the agreement between Southern Crown and Homepeople Corporation to acquire the ROMIO platform.

ROMIO has indicated that it is scheduled to release version 3 of its platform during August 2015, which introduces features that transform the user experience through extraordinary design, with a launch of the revised platform later in the month.

In addition ROMIO has commenced its marketing plan with the onboarding of quality local experts who will assist to build the user base. ROMIO has secured the participation of quality neighbourhood and local experts with key brands in popular areas such as fitness, real estate, pets and parenting which hold a long running attachment in their community in the various cities in the US that ROMIO has previously identified as its launching pad.

The Company will work with ROMIO to try to determine a suitable alternative interim funding strategy and renegotiate terms, should market conditions improve and ROMIO has been able to successfully establish its revised platform.

The Company provided a A\$420,000 loan to ROMIO to develop and market the platform whilst the transaction process and due diligence was being undertaken. The repayment date of the loan is 31 December 2015. If the loan is not repaid by the repayment date the Company, at its sole election, may elect to convert the outstanding monies to an equity interest in Homepeople Corporation.

AUSTRALIAN EXPLORATION PROJECTS

Ropewalk project (EPM 17643)

During the quarter the company reduced the total tenement area by 40%, dropping 40 of the 100 original sub-blocks. All the key exploration targets are still located within the retained 195 km² area.

No exploration work was conducted on the Ropewalk project during the quarter. A small exploration reconnaissance program is planned for the next quarter.

The Dish project (EL 6910)

No work was conducted on The Dish. Southern Crown is preparing to relinquish the tenure as it is close to its expiry and in the current resource market does not warrant holding the project beyond the tenement expiry.

OTHER OPPORTUNITIES

Southern Crown continues to evaluate new resource and technology opportunities both in Australia and overseas that could complement the existing portfolio and have the potential to add shareholder value.

SCHEDULE OF MINING AND EXPLORATION TENEMENTS

At 30 June 2015, the Company held the following exploration tenements:

Project Name	Locality	Tenement	Equity
Ropewalk	Queensland	Exploration Permit 17643	100%
The Dish	New South Wales	Exploration Licence 6910	100%

CASH POSITION

At 30 June 2015, the Company held cash reserves of approximately \$1.23 million.

SHAREHOLDER INFORMATION

At 30 June 2015, the Company had 61,851,697 shares on issue with the Top 20 holding approximately 55% of the total issued capital.

For further information please contact:

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Executive Chairman

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About Southern Crown Resources Limited

Southern Crown Resources Limited has copper-gold exploration projects located in western NSW and far north Queensland. In the light of the junior resources market, the Company is looking at investment opportunities outside the resource sector.

The Board of Directors has a strong mix of technical, financial and corporate skills and continues to evaluate acquisition opportunities, considered likely to add value to shareholders.

Competent Person's Statement

The information in this report that relates to Exploration Targets, Exploration Results, Mineral Resources or Ore Reserves is based on information compiled by Mr Rhoderick Grivas, an employee of the Company and a Competent Person who is a Member of The Australasian Institute of Mining and Metallurgy and the Australian Institute of Geoscientists. Mr Grivas 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'. Mr Grivas consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

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

SOUTHERN CROWN RESOURCES LIMITED

ABN

52 143 416 531

Quarter ended ("current quarter")

30 JUNE 2015

Consolidated statement of cash flows

		Current quarter \$A'000	Year to date (12 months) \$A'000
Cash flows related to operating activities			
1.1	Receipts from product sales and related debtors	-	-
1.2	Payments for (a) exploration & evaluation	(11)	(722)
	(b) business development	(104)	(120)
	(c) production	-	-
	(d) administration	(83)	(325)
1.3	Dividends received	-	-
1.4	Interest and other items of a similar nature received	11	48
1.5	Interest and other costs of finance paid	-	-
1.6	Income taxes paid	-	-
1.7	Other (provide details if material)	-	-
Net Operating Cash Flows		(187)	(1,119)
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	-	-
	(b) equity investments	-	-
	(c) other fixed assets	-	-
1.10	Loans to other entities	(370)	(370)
1.11	Loans repaid by other entities	-	-
1.12	Other (provide details if material)	-	-
Net investing cash flows		(370)	(370)
1.13	Total operating and investing cash flows (carried forward)	(557)	(1,490)

+ 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)	(557)	(1,490)
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares, options, etc.	536	1,171
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 (Authorised & unissued shares)	-	-
	Net financing cash flows	536	1,171
	Net increase (decrease) in cash held	(21)	(319)
1.20	Cash at beginning of quarter/year to date	1,249	1,547
1.21	Exchange rate adjustments to item 1.20	-	-
1.22	Cash at end of quarter	1,228	1,228

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	48
1.24	Aggregate amount of loans to the parties included in item 1.10	-

1.25 Explanation necessary for an understanding of the transactions

Executive and Non-Executive Director Salaries

48

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

N/A

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

N/A

+ 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	-	-
3.2 Credit standby arrangements	-	-

Estimated cash outflows for next quarter

	\$A'000
4.1 Exploration and evaluation	30
4.2 Development	-
4.3 Production	-
4.4 Administration and Business Development	250
Total	280

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	98	63
5.2 Deposits at call	712	101
5.3 Bank overdraft	-	-
5.4 Other (Term Deposits)	418	1,084
Total: cash at end of quarter (item 1.22)	1,228	1,249

+ 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	Ropewalk EPM 17643 QLD	Reduced tenement area by 40%, dropping 40 of the 100 original sub-blocks.	100% 100%
6.2	Interests in mining tenements and petroleum tenements acquired or increased			

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, buy-backs, redemptions				
7.3 +Ordinary securities	61,851,697	51,101,697	Fully Paid	Fully Paid
7.4 Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs	18,850,215	18,850,215	0.03	Fully Paid
7.5 +Convertible debt securities (description)				
7.6 Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted				

+ See chapter 19 for defined terms.

Appendix 5B

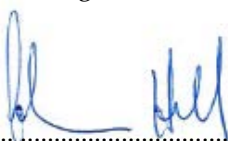
Mining exploration entity and oil and gas exploration entity quarterly report

			<i>Exercise price</i>	<i>Expiry date</i>
7.7	Options (description and conversion factor)	500,000	0.25	23 Jul 2015
		500,000	0.25	2 Jun 2016
		500,000	0.35	2 Jun 2016
		2,000,000	0.12	31 Mar 2017
7.8	Issued during quarter			
7.9	Exercised during quarter			
7.10	Expired during quarter			
7.11	Debentures (totals only)			
7.12	Unsecured notes (totals only)			

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.

Sign here:



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Company Secretary

Date: 31/07/2015

Print name:

Adrian Hill

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 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.
- 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.

+ See chapter 19 for defined terms.

Appendix 5B

Mining exploration entity and oil and gas exploration entity quarterly report

- 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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