

# Quarterly Report

For the quarter ending 30 September 2015

## HIGHLIGHTS

- *PIOP Option and Sale Agreement with Todd Corporation rejected by shareholders at general meeting on 24 September 2015*
- *Ongoing discussions with Todd Corporation prior to the expiry of the Alliance Agreement on 31 December 2015*
- *Follow-up exploration completed at the Canegrass Project in WA*

## CORPORATE

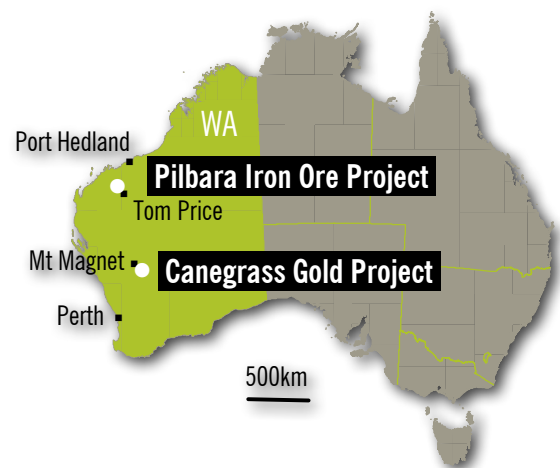
### Todd Transaction

On 11 May 2015, Flinders Mines announced it had signed an Option and Sale Agreement with a subsidiary of New Zealand's Todd Corporation for the 100% sale of Flinders' Pilbara Iron Ore Project (PIOP) (refer to ASX announcement dated 11/05/2015). This proposed transaction was rejected by shareholders at a general meeting held in Adelaide on 24 September 2015.

### Future Outlook

The Company continues to hold meetings with Todd Corporation to discuss adding further value to the project within the framework of the existing Alliance Agreement. If no beneficial outcome is agreed by 31 December 2015, then Flinders will commence discussions with other parties in respect to developing the project.

Flinders also plans to reinvigorate its discussions with Chinese steel mills in respect to finalising offtake agreements and potential project investment.



### Corporate Costs

The Company has completed a number of cost reduction measures during the quarter including a significant reduction in staff numbers and other corporate costs. The Directors, including the Managing Director, have agreed to reduce their fees and salary by 20% from 1 November 2015.

## PROJECTS

### Pilbara Iron Ore Project (PIOP) - WA

During the quarter, the Company received approval from the Environment Minister in Western Australia for the expanded project. Further assessments and approvals are progressing with the State Minister for Aboriginal Affairs and the Federal Government.

# EXPLORATION AND EVALUATION ACTIVITIES

## WESTERN AUSTRALIA

### Pilbara Iron Ore Project

There were no exploration and evaluation activities carried out on the Company's Pilbara Iron Ore Project tenements during the September 2015 quarter.

### Canegrass Gold Project

During the quarter a small follow up air-core (AC) drilling program was undertaken at the Honeypot gold prospect (Figure 1). A total of 31 holes for 428m were drilled (Figure 2 and Table 1).

The drilling was designed to cover the intersection of a major shear zone and a secondary fault to the north of a significant intersection of 8m @ 2.03 g/t Au from 12m in hole HAC022 drilled earlier this year. Hole HAC022 is located at the northern end of a trend of anomalous holes that intersected a deformed and foliated mafic schist as well as late stage undeformed granitic dykes and quartz veining.

All assays from the current round of drilling have now been received and there were no significant intersections.

## SOUTH AUSTRALIA

There were no exploration and evaluation activities carried out on the Company's South Australian tenements during the September 2015 quarter.



**Ian Gordon**  
 Managing Director  
 30 October 2015

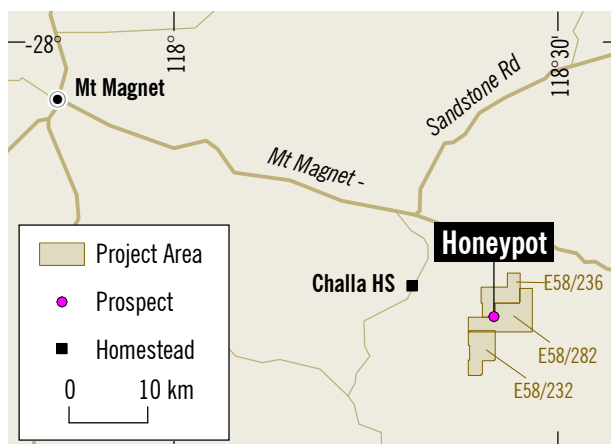


Figure 1 : Canegrass Gold Project is located approximately 60km SE from Mt Magnet, Western Australia.

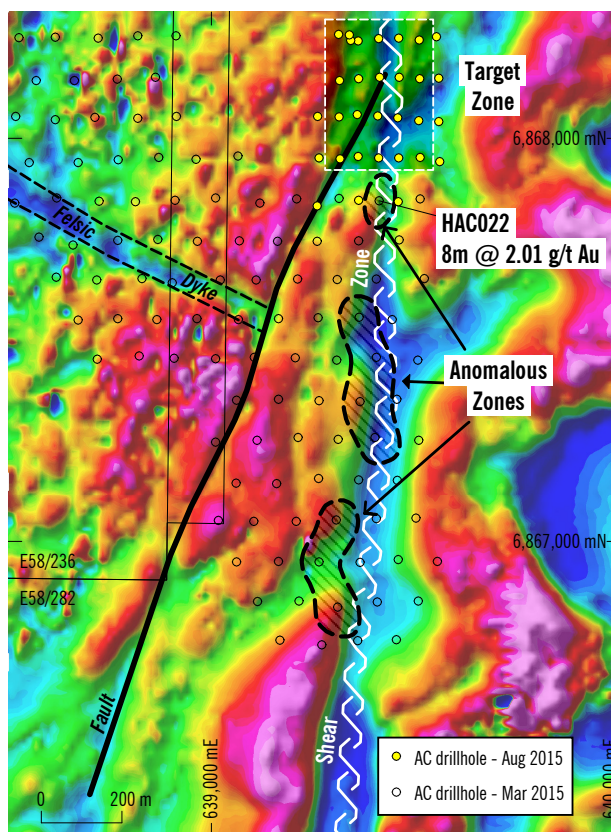


Figure 2 : Honeypot prospect AC drillholes over ground TMI (magnetic) image.

## Contact us

### Ian Gordon

Managing Director  
Ph: (08) 8132 7950  
Email: [info@flindersmines.com](mailto:info@flindersmines.com)

### Investor Relations

#### Duncan Gordon

Executive Director - Adelaide Equity Partners  
Ph: (08) 8232 8800 or 0404 006 444  
Email: [dgordon@adelaideequity.com.au](mailto:dgordon@adelaideequity.com.au)

### Head Office

Level 1, 135 Fullarton Road  
Rose Park  
South Australia 5067

PO Box 4031  
Norwood South  
South Australia 5067

Ph: (08) 8132 7950  
Fax: (08) 8132 7999  
Email: [info@flindersmines.com](mailto:info@flindersmines.com)

[www.flindersmines.com](http://www.flindersmines.com)

## Qualifying Statements

### Forward-looking statements

*This release may include forward-looking statements. These forward-looking statements are based on management's expectations and beliefs concerning future events as of the time of the release of this document. Forward-looking statements are necessarily subject to risks, uncertainties and other factors, some of which are outside the control of Flinders Mines Limited, that could cause actual results to differ materially from such statements. Flinders Mines Limited makes no undertaking to subsequently update or revise the forward-looking statements made in this release to reflect events or circumstances after the date of this release.*

### Competent Persons

*The information in this report that relates to Exploration Targets, Exploration Results, or Mineral Resources is based on information compiled by Dr Graeme McDonald who is a member of the Australian Institute of Mining and Metallurgy and a full-time employee of Flinders Mines Limited. Graeme McDonald has sufficient experience that is relevant to the styles of mineralisation and types of deposits 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. Graeme McDonald consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.*

**Table 1 : Summary of Honeypot Prospect aircore holes drilled in August 2015.**

Hole ID	Prospect	Tenement	Easting (MGA z50)	Northing (MGA z50)	RL (m)	Dip	Azimuth	Total Depth (m)
HAC108	Honeypot	E58/282	6867843	639464	460	-90	0	13
HAC109	Honeypot	E58/282	6867846	639365	460	-90	0	21
HAC110	Honeypot	E58/282	6867832	639263	460	-90	0	26
HAC111	Honeypot	E58/282	6867942	639567	460	-90	0	9
HAC112	Honeypot	E58/282	6867953	639518	460	-90	0	5
HAC113	Honeypot	E58/282	6867951	639465	460	-90	0	10
HAC114	Honeypot	E58/282	6867952	639415	460	-90	0	56
HAC115	Honeypot	E58/282	6867955	639364	460	-90	0	15
HAC116	Honeypot	E58/282	6867949	639319	460	-90	0	10
HAC117	Honeypot	E58/282	6867951	639267	460	-90	0	10
HAC118	Honeypot	E58/282	6868042	639564	460	-90	0	4
HAC119	Honeypot	E58/282	6868044	639515	460	-90	0	18
HAC120	Honeypot	E58/282	6868051	639463	460	-90	0	14
HAC121	Honeypot	E58/282	6868056	639413	460	-90	0	16
HAC122	Honeypot	E58/282	6868059	639362	460	-90	0	4
HAC123	Honeypot	E58/282	6868053	639317	460	-90	0	18
HAC124	Honeypot	E58/282	6868054	639264	460	-90	0	2
HAC125	Honeypot	E58/282	6868149	639564	460	-90	0	3
HAC126	Honeypot	E58/282	6868148	639517	460	-90	0	2
HAC127	Honeypot	E58/282	6868152	639466	460	-90	0	4
HAC128	Honeypot	E58/282	6868152	639417	460	-90	0	14
HAC129	Honeypot	E58/282	6868148	639365	460	-90	0	10
HAC130	Honeypot	E58/282	6868143	639318	460	-90	0	4
HAC131	Honeypot	E58/282	6868252	639559	460	-90	0	10
HAC132	Honeypot	E58/282	6868244	639516	460	-90	0	22
HAC133	Honeypot	E58/282	6868249	639465	460	-90	0	30
HAC134	Honeypot	E58/282	6868247	639415	460	-90	0	12
HAC135	Honeypot	E58/282	6868242	639364	460	-90	0	13
HAC136	Honeypot	E58/282	6868243	639346	460	-90	0	11
HAC137	Honeypot	E58/282	6868258	639316	460	-90	0	16
HAC138	Honeypot	E58/282	6868257	639342	460	-90	0	26

# Flinders Mines Limited

## Tenement Schedule For the quarter ending 30 September 2015

Tenement No.	Status	Tenement Name	Grant/ Application Date	Expiry Date	Area (Sq Km)	Registered Holder /Applicant	Interest	Related Agreement
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### WESTERN AUSTRALIA

#### Pilbara Iron Ore Project

E47/1560	Granted	Anvil	6/09/2007	5/09/2016	44.5	Flinders Mines Ltd	100%	Prenti Agreement
L47/728	Granted	PIOP Airstrip	29/05/2015	28/05/2036	3.0	Flinders Mines Ltd	100%	
L47/730	Granted	PIOP Village	29/05/2015	28/05/2036	0.1	Flinders Mines Ltd	100%	
L47/731	<i>Application</i>	Northern Road	1/09/2014		4.9	Flinders Mines Ltd	100%	
L47/734	Granted	Southern Road	29/05/2015	28/05/2036	4.2	Flinders Mines Ltd	100%	
M47/1451	Granted	Blacksmith ML	26/03/2012	25/03/2033	111.6	Flinders Mines Ltd	100%	Prenti Agreement

#### Canegrass Project

E58/232	Granted	Boulder Well	29/07/2002	28/07/2016	16.1	Flinders Canegrass Pty Ltd	100%	
E58/236	Granted	Challa	22/03/2002	21/03/2016	16.1	Flinders Canegrass Pty Ltd	100%	
E58/282	Granted	Honey Pot	3/05/2007	2/05/2016	27.2	Flinders Canegrass Pty Ltd	100%	

### SOUTH AUSTRALIA

#### Curnamona Project

ELA 174/15	<i>Application</i>	Wompinie	2/09/2015		96.0	Flinders Mines Ltd	100%	
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#### Jamestown Project

ELA 182/14	<i>Application</i>	Caltowie	11/08/2014		201.4	Flinders Mines Ltd	Diamonds and non-metals	Copper Range and Tarcowie Phosphate Agreements
EL 5557	Granted	Washpool	10/11/2009	9/11/2016	135.0	Phoenix Copper Ltd	Diamonds, barium, talc and phosphate	Phoenix Copper Agreement

## JORC 2012 - Table 1

### Canegrass Gold Project, September 2015

#### Section 1 - Sampling Techniques and Data

(Criteria in this section apply to all succeeding sections.)

Criteria	Commentary
Sampling techniques	<ul style="list-style-type: none"> <li>• Air-Core (AC) drilling was used to collect 1 to 4m downhole samples for assaying.</li> <li>• Typically, a sample up to 5kg was collected using a riffle splitter. All samples were sent for analysis via ICP-OES and ICP-MS.</li> <li>• Grade standards (Certified Reference Materials – CRM's) and field duplicate samples were used to monitor analytical accuracy and sampling precision.</li> </ul>
Drilling techniques	<ul style="list-style-type: none"> <li>• All downhole samples were collected from Air-Core (AC) drill holes of approximately 85mm diameter utilising a tungsten blade bit.</li> </ul>
Drill sample recovery	<ul style="list-style-type: none"> <li>• Sample quality was continuously monitored during drilling to ensure that samples were representative and recoveries maximised.</li> <li>• AC sample recovery was recorded as good (G) or poor (P) based on visual appraisal of sample size. The majority of all samples were logged as good.</li> <li>• No assessment of loss/gain of fine/coarse material was undertaken.</li> </ul>
Logging	<ul style="list-style-type: none"> <li>• Detailed geological logging of all AC holes captured various qualitative and quantitative parameters such as rock type, mineralogy, colour, texture and sample quality.</li> <li>• AC holes were logged at 1m intervals.</li> <li>• All AC sample chips and piles were photographed for future reference.</li> <li>• Logging data is collected on paper and entered into excel spreadsheets. The data is subsequently validated and downloaded into a dedicated Geobank database for storage.</li> </ul>
Sub-sampling techniques and sample preparation	<ul style="list-style-type: none"> <li>• AC drilling samples were collected in pre-labelled bags via a riffle splitter mounted directly below the cyclone.</li> <li>• All samples were collected dry.</li> <li>• Samples were stored on site prior to being transported to the laboratory.</li> <li>• Samples were sorted, dried and weighed at the laboratory where they were then crushed and riffle split to obtain a sub-fraction for pulverisation. The pulverised sample was reduced further and combined with various reagents prior to analysis.</li> </ul>
Quality of assay data and laboratory tests	<ul style="list-style-type: none"> <li>• All AC samples were submitted to MinAnalytical laboratory in Perth, an accredited laboratory with the National Association of Testing Authorities (NATA).</li> <li>• MinAnalytical completed both the sample preparation and analytical assaying.</li> <li>• All samples were analysed for Gold via ICP-MS and a large number of major and trace elements via ICP-OES.</li> <li>• Field duplicates were collected and inserted anonymously into the sample stream at a rate of 2 per 100 samples.</li> <li>• Pulp standards (CRM's) were inserted into the sample stream as blind samples by field geologists at a rate of 5 per 100 samples.</li> <li>• Laboratory duplicates and standards were also used as quality control measures at different sub-sampling stages.</li> <li>• No formal analysis of sample size versus grain size has been undertaken, however, the sampling techniques employed are industry best practice.</li> </ul>
Verification of sampling and assaying	<ul style="list-style-type: none"> <li>• Significant intersections have been independently verified by company geologists.</li> <li>• No twinned holes were drilled.</li> </ul>

<b>Criteria</b>	<b>Commentary</b>
<b>Location of data points</b>	<ul style="list-style-type: none"> <li>• Drillhole collar locations have been surveyed using a hand held GPS with an accuracy of &lt; 5m for easting and northing coordinates. The elevation (RL) was determined by placing the hole collar's x, y coordinates on the digital terrain model (DTM).</li> <li>• Collar surveys are validated against planned coordinates and the topographic surface.</li> <li>• Downhole surveys have not been carried out as the vast majority of the drillholes are relatively shallow meaning that any minor departures from the planned drilling direction will have minimal to no impact.</li> <li>• The primary grid used is Map Grid of Australia 94, Zone 50 (GDA94). Vertical datum is the Australian Height Datum (AHD).</li> </ul>
<b>Data spacing and distribution</b>	<ul style="list-style-type: none"> <li>• For the AC drilling, a nominal spacing of approximately 100m by 50m is achieved.</li> <li>• No Mineral Resource or Reserve is being reported for this drilling.</li> <li>• The majority of samples were composited to 4m intervals with others between 1 to 4m as required depending on hole depth.</li> </ul>
<b>Orientation of data in relation to geological structure</b>	<ul style="list-style-type: none"> <li>• The AC holes were drilled approximately at right angles to the strike and dip of targeted structures and geology where known.</li> <li>• The source and orientation of any mineralisation was unknown at the time of drilling.</li> </ul>
<b>Sample security</b>	<ul style="list-style-type: none"> <li>• Sample chain of custody is managed by Flinders.</li> <li>• Samples in calico bags are packed into polyweave bags and then placed into heavy duty bulk bags for transport to Mt Magnet. They are then transported via commercial freight directly to the laboratory.</li> <li>• Consignment notes for each submission are tracked and monitored.</li> </ul>
<b>Audits or reviews</b>	<ul style="list-style-type: none"> <li>• No formal audits or reviews have been undertaken.</li> </ul>

## Section 2 - Reporting of Exploration Results

(Criteria listed in the preceding section also apply to this section.)

Criteria	Commentary
<b>Mineral tenement and land tenure status</b>	<ul style="list-style-type: none"> <li>The Canegrass Gold Project comprises three 100% FMS owned tenements, E58/232, E58/236 and E58/282, located approximately 60km SE of Mt Magnet.</li> <li>Part of the Honeypot Prospect is covered by Prospecting Licences (P58/1584 and P58/1585), held by a third party.</li> <li>The tenements lie within the Badimia Native Title Claim.</li> <li>The tenements straddle the boundary between the Challa and Windimurra Pastoral Stations.</li> </ul>
<b>Exploration done by other parties</b>	<ul style="list-style-type: none"> <li>Very little previous exploration has been undertaken by other parties in the immediate area of the drilling. However, regional rock chip and soil sampling programs have been undertaken by various explorers. Maximus Resources drilled a small number of AC and RC holes in the area. Flinders have also defined Magnetite Fe-V resources within the region.</li> </ul>
<b>Geology</b>	<ul style="list-style-type: none"> <li>The local geology is dominated by the Windimurra Igneous Complex (WIC). The WIC is a large differentiated layered ultramafic to mafic intrusion emplaced within the Yilgarn craton of Western Australia. It outcrops over an area of approximately 2,500km<sup>2</sup> and has an age of approximately 2,800Ma. The complex is dominantly comprised of rocks that can broadly be classified as gabbroic in composition. It is dissected by large scale, strike slip shear zones. The mineralisation appears to be associated with structurally late and undeformed quartz veining. In the case of the Honeypot prospect, the quartz veining and gold may be associated with a late crosscutting granitic dyke. Both prospects are close to large late stage brittle fault zones identified on regional magnetic images.</li> </ul>
<b>Drill hole Information</b>	<ul style="list-style-type: none"> <li>A total of 31 AC holes for 428m were drilled at the Honeypot Prospect. Relevant details for all drill holes are tabulated in Table 1.</li> </ul>
<b>Data aggregation methods</b>	<ul style="list-style-type: none"> <li>All intersections are determined using a minimum 0.10 g/t Au assay.</li> </ul>
<b>Relationship between mineralisation widths and intercept lengths</b>	<ul style="list-style-type: none"> <li>There were no significant intersections.</li> </ul>
<b>Diagrams</b>	<ul style="list-style-type: none"> <li>Appropriate diagrams are included as parts of the accompanying release, including a plan of drill hole collar locations.</li> </ul>
<b>Balanced reporting</b>	<ul style="list-style-type: none"> <li>Information for all drill holes has been included. Significant intersections have been included for assays &gt; 0.10 g/t Au. There were no significant intersections.</li> </ul>
<b>Other substantive exploration data</b>	<ul style="list-style-type: none"> <li>There is very little outcrop in the drilling areas. The AC drilling has been undertaken to identify the source of significant Au in soil anomalies identified via sampling in 2012/13. A detailed ground magnetic survey was also undertaken at this time to help identify geological and basement structural controls on mineralisation.</li> </ul>
<b>Further work</b>	<ul style="list-style-type: none"> <li>No further drilling is planned.</li> </ul>



## 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

Name of entity

Flinders Mines Limited

ABN

46 091 118 044

Quarter ended ("current quarter")

30 September 2015

#### Consolidated statement of cash flows

	Current quarter \$A'000	Year to date (12 months) \$A'000
<b>Cash flows related to operating activities</b>		
1.1 Receipts from product sales and related debtors	22	22
1.2 Payments for:		
(a) exploration & evaluation	(431)	(431)
(b) development		
(c) production		
(d) administration	(389)	(389)
1.3 Dividends received		
1.4 Interest and other items of a similar nature received	14	14
1.5 Interest and other costs of finance paid		
1.6 Income taxes paid		
1.7 Other (R&D rebates)		
<b>Net operating cash flows</b>	<b>(784)</b>	<b>(784)</b>
<b>Cash flows related to investing activities</b>		
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		
1.11 Loans repaid by other entities		
1.12 Other (provide details if material)		
<b>Net investing cash flows</b>	-	-
1.13 Total operating and investing cash flows (carried forward)	<b>(784)</b>	<b>(784)</b>

+ 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)	<b>(784)</b>	<b>(784)</b>
	<b>Cash flows related to financing activities</b>		
1.14	Proceeds from issues of shares, options, etc.		
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 (provide details if material)		
	<b>Net financing cash flows</b>		
	<b>Net increase (decrease) in cash held</b>	<b>(784)</b>	<b>(784)</b>
1.20	Cash at beginning of quarter/year to date	<b>3,770</b>	<b>3,770</b>
1.21	Exchange rate adjustments to item 1.20		
1.22	<b>Cash at end of quarter</b>	<b>2,986</b>	<b>2,986</b>

**Payments to directors of the entity and associates of the directors**  
**Payments to 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

**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

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

+ 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	208
4.2 Development	-
4.3 Production	-
4.4 Administration	362
<b>Total</b>	<b>570</b>

**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	2,236	1,020
5.2 Deposits at call	750	2,750
5.3 Bank overdraft		
5.4 Other (provide details)		
<b>Total: cash at end of quarter</b> (item 1.22)	<b>2,986</b>	<b>3,770</b>

**Changes in interests in mining tenements**

	Tenement reference	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			

+ See chapter 19 for defined terms.

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

6.2	Interests in mining tenements and petroleum tenements acquired or increased			
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**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	<b>Preference securities</b> <i>(description)</i>				
7.2	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions				
7.3	<b>+Ordinary securities</b>	2,769,059,119	2,769,059,119		
7.4	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs	6,063,430	6,063,430	Nil	Fully paid
7.5	<b>+Convertible debt securities</b> <i>(description)</i>				
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**

7.7	<b>Options</b> <i>(description and conversion factor)</i>			<i>Exercise price</i>	<i>Expiry date</i>
7.8	Issued during quarter				
7.9	Exercised during quarter				
				<i>Exercise price</i>	<i>Expiry date</i>
7.10	Expired during quarter				
7.11	<b>Debentures</b> <i>(totals only)</i>				
7.12	<b>Unsecured notes</b> <i>(totals only)</i>				

### 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:   
(Company secretary)

Date: 30 October 2015

Print name: Justin Nelson

### 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 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, 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.

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+ See chapter 19 for defined terms.

## Appendix 5B

### Mining exploration entity and oil and gas exploration entity quarterly report

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- 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.