ASX Announcement and Media Release

Quarterly Activities Report

For the Period Ended 30 June 2012

30 July 2012

BrightStar Resources Ltd
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ASX Code:
BUT (Shares)
BUTO (Options)

Board of Directors:

Didier Murcia
Non-executive Chairman

Michael McKevitt
Managing Director

Geoff Gilmour
Executive Director

Keith Mckay
Non-executive Director

Gosbert Kagaruki
Non-executive Director

Highlights

- **Merger with Rift Valley Resources Ltd completed**
  - Shareholders of Rift Valley overwhelmingly supported the merger with BrightStar and the Company is now in a strong position with both cash and quality projects.

- **Company is in a strong cash position**
  - Cash reserves at 30 June 2012 were $9 million.

- **Phase two RC drilling commenced Miyabi**

  RC drilling at the new Dalafuma Prospect has confirmed significant gold mineralisation with the best intersections as follows:

  - **Hole MBRC331** **18m @ 18.3g/t Au from 45m depth** (including 6m @ 39.9g/t Au from 48m depth), previously announced on 13 June 2012

  - **Hole MBRC349** **12m @ 21.6/t Au from 66m depth** (including 3m @ 28.4g/t Au from 69m); and **6m @ 4.1g/t Au from 99m.**

  (Note: true width is interpreted to be approximately 70% of down hole width)

- **Drilling at Golden Pride North**
  - First pass Aircore drilling completed.

- **Maji Moto and Suguti**
  - Exploration work has continued.

- **New Project Opportunities**
  - Management has continued to assess many potential project acquisitions in Tanzania.

CORPORATE

The merger of Bright Star Resources Ltd (BrightStar) with Rift Valley Resources Limited (Rift Valley), which was effected by way of Scheme of Arrangement, was implemented on 28 June 2012. This followed Rift Valley shareholder and option holder approval of the Schemes of Arrangement on 18 June 2012, and Federal Court approval on 20 June 2012.

BrightStar acquired all of the shares and options in Rift Valley and Rift Valley became a subsidiary of BrightStar as a result of the merger. Rift Valley shareholders received 1.25 BrightStar shares for each Rift Valley share held and Rift Valley option holders received 1.25 BrightStar options for each Rift Valley option held, as consideration for the merger.

Following the completion of the merger there were several board changes. Didier Murcia was appointed as non-executive Chairman, Mike McKevitt was appointed as Managing Director, and Keith McKay and Gosbert Kagaruki joined the Board as non-executive directors. The Company thanked Warren Gilmour, Paul Payne and Graeme Clatworthy who all stepped down from the Board of BrightStar, as well as Darpan Pindolia who stepped down from the Board of Rift Valley.

A notice of meeting has subsequently been lodged seeking shareholder approval for a change to the Company's name from BrightStar Resources Limited to Rift Valley Resources Limited. The meeting will be held on 17 August 2012.

Cash reserves at 30 June 2012 were AUD 9 million.

PROJECTS

1. MIYABI PROJECT (BrightStar earning 75%)

The Miyabi Project is located approximately 200 kilometres southwest of the city of Mwanza in the Shinyanga District of the Lake Victoria Goldfields; Tanzania. The property has a current Mineral Resources (in accordance with JORC 2004) in several deposits totalling 12.4 million tonnes at 1.3g/t gold, containing 520,000 ounces of gold using a 0.5g/t cut-off. The resource comprises 370,000 ounces of Indicated Resources and 150,000 ounces of Inferred Resources, the resource was estimated in 2006.

In April 2011, BrightStar entered into a joint venture with African Eagle Resources plc (African Eagle) where BrightStar may earn a 75% interest in the Project by sole funding exploration to completion of a bankable feasibility study.

African Eagle Drilling

Previous drilling by African Eagle outlined a prominent zone of discontinuous bedrock gold anomalism named the Miyabi Structural Corridor (MSC) which trends northeast to southwest over a length of approximately 3.5 kilometres and is 200 to 500 metres wide. The bulk of the existing gold resource occurs as en-echelon bodies within the MSC. A second zone of gold mineralisation named the Contact Zone was intersected on a nearby and sub-parallel granite-

greenstone contact over a similar length. Sheared and silicified mafic greenstone rocks host the gold mineralisation in both zones.

African Eagle and a previous joint venture partner drilled 640 RAB-Aircore, 299 RC percussion and 51 diamond holes in the period 2000 to 2006.

BrightStar Drilling Program in 2011

In the period May to November 2011, BrightStar undertook a 454-hole RAB-Aircore drilling program (of 12,388 metres) and a follow up 31-hole RC drilling program (of 2,605 metres) which was largely focussed on the Contact Zone. Results of the program have been previously reported and confirmed semi-continuous bedrock gold anomalism along the Contact Zone over a length of some 4.5 kilometres. Most importantly, one of several traverses of RAB holes drilled to test gaps in the previous drilling pattern on the MSC intersected potentially significant high grade gold mineralisation. This new discovery, now named the **Dalafuma Prospect,** was announced in December 2011 and included a RAB hole intersection of 21 metres @ 6.7g/t gold from 21 metres depth to end-of-hole.

BrightStar Drilling June Quarter 2012

A new RC drilling program to test gold mineralisation intersected in the previous RAB drilling program commenced on 29 May 2012 and, up to 23 July, a total of 48 holes for 4,443 metres had been completed. Of this drilling, 28 holes were targeted on the new Dalafuma Prospect with seven RC holes of the current program yet to be drilled (all on the Dalafuma Prospect).

Assay results had been received for the first 33 holes of the program (MBRC 330 to MBRC 362) with assay results for a further 15 completed RC holes still pending (all on targets other than Dalafuma).

Dalafuma Prospect – RC Drilling Results *(see Figure 1 for plan of holes[1])*

RC drilling at Dalafuma has confirmed significant gold mineralisation with the two best intersections as follows:

- **Hole MBRC331** **18m @ 18.3g/t Au from 45m depth**
  (including 6m @ 39.9g/t Au from 48m depth)
  (Previously announced on 13 June 2012), and
- **Hole MBRC349** **12m @ 21.6/t Au from 66m depth**
  (including 3m @ 28.4g/t Au from 69m); and
  6m @ 4.1g/t Au from 99m.

Note:

- *True width is interpreted to be approximately 70% of down hole width.*
- *All assays are of the 3 metre composited sample derived from 1 metre sampling intervals. 1 metre interval samples will be assayed in due course.*

[1] *Full assay interval details are listed in Appendix 1*

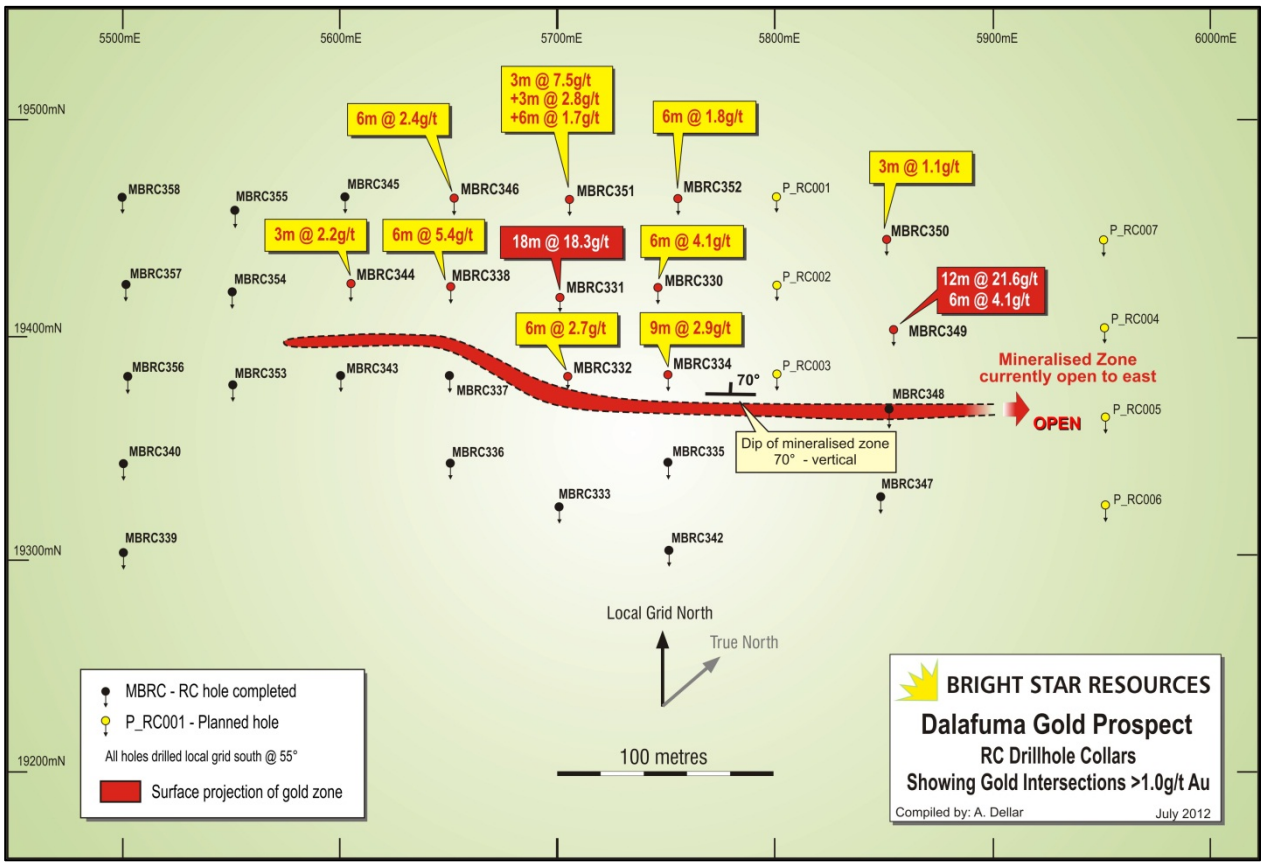

Figure 1 - Dalafuma RC Drill holes

The 30 RC holes completed on Dalafuma to date are on nominal 50 metre spaced sections and have defined a northeast to southwest trending mineralised zone over a length of 300 metres with high grade Hole MBRC349 currently at the end of existing drilling where the zone remains open to the northeast. Additional drilling in this direction is currently in progress.

The Dalafuma mineralised zone strikes approximately northeast–southwest and appears to be steeply northwest-dipping to vertical. The geometry of the mineralised zone is not clearly understood and may be structurally complex. The two high grade intercepts (reported above) are on Sections 5700E and 5850E which are 150 metres apart; (Figure 1).

One section drilled between these two high-grade intersections on 5750E intersected significant gold values although did not intersect the same high-grade mineralization. The best results on Section 5750E were:

- **Hole MBRC330 6m @ 4.1g/t from 75m depth; and**
- **Hole MBRC334 9m @ 2.9g/t from 15m depth.**

Results from Section 5800E further to the east are yet to be received. Drill-hole intersections to the southeast of Section 5650E have mostly intersected lower grade.

The Dalafuma drilling results will be fully evaluated once the final 7 planned holes have been completed and assay results for the 1 metre splits received.

2. GOLDEN PRIDE NORTH PROJECT (BrightStar 100%)

The Golden Pride Project is located some 150 kilometres south of the city of Mwanza in the Lake Victoria Goldfields, Tanzania. It is situated in the Nzega greenstone belt approximately 4 kilometres northwest from Resolute Mining's Golden Pride Mine.

Systematic geochemical soil sampling of the property was undertaken in 2011 by Rift Valley Resources. This defined several large gold-in soil anomalies which were interpreted from aeromagnetic data to lie over three buried Banded Iron Formations (BIFs) that traverse the full 9 kilometre length of the Golden Pride North property. These BIFs are known to host two gold zones along strike from the property.

An Aircore drilling program was planned to test the soil anomalies. The program commenced on 23 April 2012 and was completed on 15 June 2012. A total of 114 Aircore holes for 3,697 metres were drilled.

BIF-hosted gold mineralisation was intersected below all four main gold-in-soil anomalies drilled; however most intersections were low grade and relatively narrow. 16 holes intersected gold values above 0.5g/t over 3 to 6 metre widths.

Best intersections were:

- **Hole GPNA0010 6m @ 0.6g/t from 3m depth**
- **Hole GPNA0012 6m @ 0.7g/t from surface**
- **Hole GPNA0013 3m @ 1.1g/t from surface**
- **Hole GPNA0109 6m @ 1.5g/t from 12m depth.**

Note:

- *All assays are of the 3 metre composited sample derived from 1 metre sampling intervals.*
- *True width is interpreted to be approximately 65% of down hole width.*

A decision on whether to plan a follow up RC drilling program is pending.

3. MAJI MOTO PROJECT (BrightStar 100%)

The Maji Moto Project is located in the Musoma region of the Lake Victoria Goldfields, Tanzania. African Barrack Gold's North Mara gold mine is situated some 28 kilometres to the northeast.

The Maji Moto property is centred on the old colonial-era Maji Moto gold mine and the 77 square kilometre area covers a number of small scale gold workings surrounding the mine. *Note: A 500 square metre area over the historic Maji Moto mine is currently held by small scale miners.*

Rift Valley Resources commenced systematic exploration on the property in October 2011. The program has included geological mapping, surface rock chip sampling (92 samples) geochemical

soil sampling (2,618 samples) and resampling of 26 historical trenches (323 channel samples). It generated the following four main targets named Kemburi, Nyakikoni, Mesaga and Magateni, that were assessed during the Quarter.

Kemburi Prospect: Geochemical soil sampling defined a significant anomaly shedding from a 1.5 kilometre long cherty banded iron formation (BIF) that forms the crest of prominent Kemburi Hill which is located 3.5 kilometres north northwest of the Maji Moto mine. Surface rock chip sampling and resampling of old trenches across the BIF unit confirmed that it is the source of the gold-in-soil anomaly. However best trench result was 5m @ 1.6g/t gold and the prospect is not considered a priority drill target.

Nyakikoni Prospect: Geochemical soil sampling defined a gold anomaly extending over 1.0 by 1.5 kilometre area and centred only approximately 1 kilometre southwest from the Maji Moto mine. The prospect and mine both lie on the same granite-greenstone contact. Detailed surface mapping has now revealed the source of most of the anomaly is numerous small gold bearing quartz shear zones which do not warrant drill testing However, the western one third of the anomaly is situated over an area of alluvial gold workings which are directly along strike of the shear zone that hosts the Maji Moto mine. The alluvials are not shedding from the mine itself and may represent a new buried mineralised zone. Aircore drilling to locate the source of the alluvial gold has been planned.

Mesaga Prospect: Old colonial workings named the Mesaga are located approximately 2 kilometres west of the Maji Moto mine. Old pits and shafts have been developed over a 200 metre strike length on multiple quartz veins in a 10 metre wide shear zone. Potential strike extensions of the workings are covered by relatively thick soils. A 6-hole RC drilling program has been planned to test the known workings and immediate strike extensions.

Magateni Prospect: Wide spaced geochemical soil sampling has defined a gold anomaly on Mageteni Hill some 6 kilometres northwest of the old Maji Moto mine. Detailed mapping has not been able to locate the source of the anomaly and infill soil sampling is currently in progress.

4. SUGUTI PROJECT (BrightStar 100%)

The Suguti Project is located 40 kilometres south of the town of Musoma in the Musoma region of the Lake Victoria Goldfields, Tanzania.

Rift Valley Resources commenced systematic exploration on the property in the last quarter of 2011. Work completed to date has included geological mapping, geochemical soil sampling (3 phases totalling 2,969 samples), trenching (5 trenches with 339 channel samples) and surface rock chip sampling (129 samples).

Activities during the Quarter involved completion of the trenching program and detailed evaluation of the targets generated by the previous soil sampling programs.

The source of the two main gold-in-soil anomalies on the Kianyari and Miwisamira prospects has been identified as gold bearing cherty banded iron units. The Suguti area is very hilly with the

banded iron formation (BIF) units forming prominent topographic highs with scree slope material extending up to several kilometres away from the ridges. The large gold-in-soil anomalies reflect this scree material. Trenching and rock chip sampling of the source BIF has shown that the gold mineralisation is low grade and erratic.

A third gold-in-soil anomaly, named the Nyamoni prospect, is situated over a large shear shear zone through mafic volcanic rocks that hosts several minor gold workings. While results from an initial trench have been disappointing, additional trenching has been planned as the soil anomaly is yet to be adequately explained.

5. KITONGO PROJECT (BrightStar 100%)

The Kitongo Project is located approximately 90 kilometres south of the city of Mwanza in the Lake Victoria Goldfields, Tanzania. The property has a Mineral Resource delineated in 2006, in accordance with JORC (2004), totaling 7.82 million tonnes at 1.5 g/t gold, containing 370,000 ounces applying a 0.5 g/t cut-off grade. The resource is presently allocated as Inferred Mineral Resource Category due to lack of sufficient technical details including rock density measurements and quality control information.

BrightStar has already planned a 3,300 metre drilling program aimed at increasing the potential resource but this program is presently pending Government intervention to remove illegal small scale miners from the site. It was reported the previous quarter that these illegal miners had been removed but some have since returned.

6. MICLERE PROJECT (BrightStar 100%)

The Miclere Project is located approximately 30 kilometres northwest of Clermont in Central Queensland, Australia. The Project hosts potentially significant placer gold mineralization but the Company's current focus has been in Tanzania and no work was undertaken at Miclere during the Quarter.

FOR FURTHER INFORMATION, PLEASE CONTACT:

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Competent Person: The contents of this report relating to geology and exploration results are based on information compiled by Mike McKevitt, Member of the Australian Institute of Mining and Metallurgy and Managing Director of Rift Valley Resources. Mr McKevitt has sufficient experience related to the activity being undertaken to qualify as a "Competent Person", as defined in the 2004 edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves ("JORC (2004) Code") and consents to the inclusion in this report of the matters compiled by him in the form and context in which they appear

Appendix 1
Miyabi RC Drill Hole Gold Intersections
(applying a 1.0g/t Au cut-off)

Hole_ID	Local East	Local North	From	To	Au g/t	From	To	Au g/t
MBRC330	5746	19420	75	81	4.11	75	78	1.08
						78	81	7.14
MBRC331	5700	19415	45	63	18.34	45	48	9.49
						48	51	41.20
						51	54	38.50
						54	57	0.23
						57	60	4.72
						60	63	15.90
MBRC332	5704	19379	12	18	2.68	12	15	3.24
						15	18	2.11
MBRC334	5750	19380	15	24	2.91	15	18	2.20
						18	21	5.07
						21	24	1.45
MBRC338	5500	19420	33	39	5.43	33	36	7.16
						36	39	3.69
MBRC344	5605	19422	54	57	2.18	54	57	2.18
MBRC346	5652	19461	108	114	2.42	108	111	2.81
						111	114	2.02
MBRC349	5853	19400	66	78	21.62	66	69	1.27
						69	72	24.10
						72	75	23.80
						75	78	37.30
MBRC349	5853	19400	99	105	4.11	99	102	4.11
						102	105	4.10
MBRC350	5850	19441	138	141	1.06	138	141	1.06

Hole_ID	Local East	Local North	From	To	Au g/t	From	To	Au g/t
MBRC351	5705	19460	27	30	2.81	27	30	2.81
MBRC351	5705	19460	93	99	1.46	93	96	1.49
						96	99	1.43
MBRC352	5755	19460	132	138	1.27	132	135	1.50
						135	138	1.04