GLADIATOR RESOURCES LTD

ABN 58 101 026 859

QUARTERLY REPORT

FOR THE PERIOD ENDED 30 JUNE 2012

REVIEW OF OPERATIONS

HIGHLIGHTS

ISLA CRISTALINA JOINT VENTURE (ZAPUCAY PROJECT) – URUGUAY

- Preliminary feasibility study on Zapucay pig iron project nearing completion.
- Discussions underway with several groups regarding final studies for design of concentrator, pellet plant and blast furnace.
- Preparation of 12 tonne bulk sample underway for shipment to Perth for concentrate pilot plant.
- Environmental approvals process continuing following lodgement of the Project Communication Document with the Uruguayan Department for the Environment
- Report updating the mineral resource estimate for the Zapucay Project being finalised by SRK Consulting (UK) Limited.
- DTR assay results for 49 holes from the Papagayo Ridge and Buena Orden ridge lines received and show several thick intersections of magnetite mineralisation with high recovery of excellent quality magnetite.

  Best Intersections included:

  - CPRC 079 – 36m grading 39.3% magnetite containing 68% Fe
  - CPRC 113 – 38m grading 30.2% magnetite containing 66% Fe
  - CPRC 187 – 37m grading 22.5% magnetite containing 62% Fe
  - CPRC 193 – 32m grading 36.9% magnetite containing 60% Fe
  - CPRC 233 – 52m grading 34.4% magnetite containing 67% Fe
  - CPRC 252 – 39m grading 32.3% magnetite containing 67% Fe
  - CPRC 279 – 31m grading 34.2% magnetite containing 67% Fe
    – 21m grading 28.4% magnetite containing 64% Fe
  - CPRC 282 – 27m grading 36.0% magnetite containing 67%Fe

- DTR Assays continue to confirm that a high quality magnetite concentrate containing very low levels of contaminants can be produced from the Zapucay Project

- Head assays received for 23 holes from Papagayo Ridge line and show thick intersections of magnetite mineralisation.

  Best intersections included:

  - CPRC 193 – 50m @ 25.30% Fe
  - CPRC 282 – 27m @ 31.59% Fe
  - CPRC 187 – 37m @ 18.91% Fe
  - CPRC 289 – 24m @ 22.37% Fe

- Exploration for iron and base metals within joint venture and 100% owned tenements continuing.

HOGAN'S PROJECT - AUSTRALIA

- Octagonal has announced intersections of high grade gold and copper mineralisation at its Burns Prospect located in tenements adjacent to those joint ventured with Gladiator.

INVESTOR PRESENTATION

- An updated Investor Presentation summarising the Zapucay Pig Iron Project has been prepared and is available on the Company's website

Figure 1: Location of the Isla Cristalina Joint Venture in Uruguay

IRON ORE, MANGANESE, BASE METALS

ISLA CRISTALINA JOINT VENTURE, URUGUAY

Interest: Gladiator Resources Limited earning up to 80%
Operator: Gladiator Resources Limited

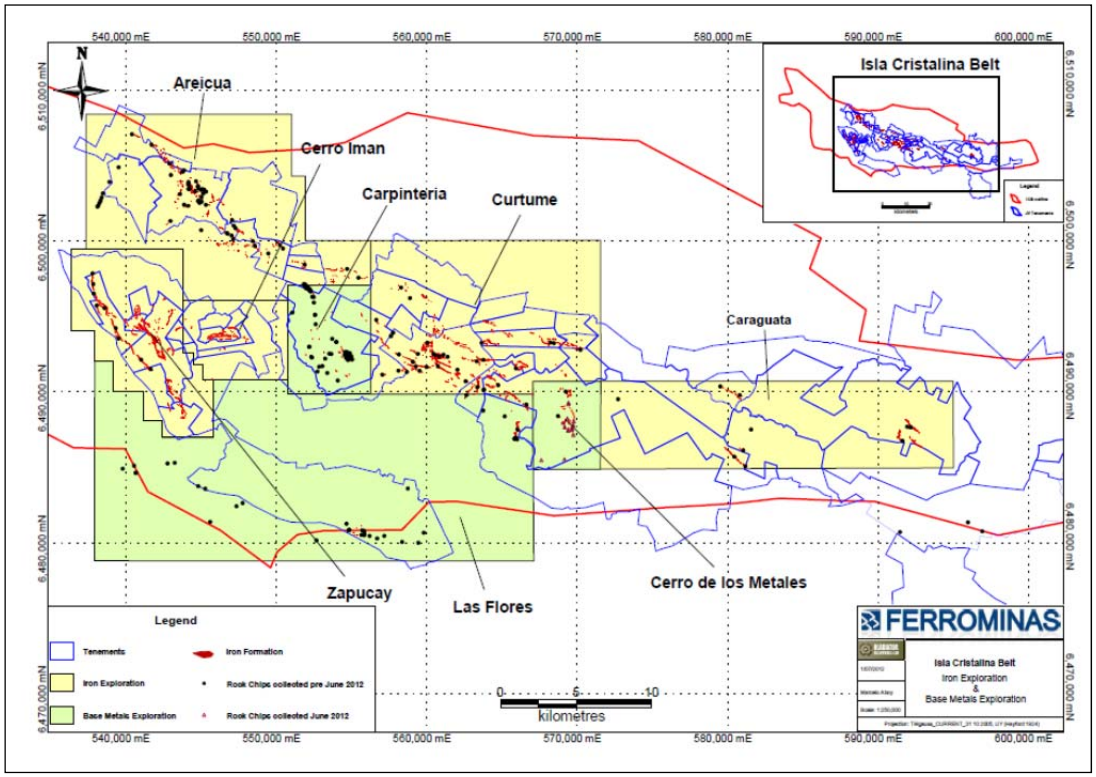

Figure 2: Location of Joint Venture Tenements and Iron & Base Metal Projects

The following activities were undertaken within the Joint Venture tenements during the quarter:

Zapucay Project – Iron

- Report updating the mineral resource estimate for the Zapucay Project being finalised by SRK Consulting (UK) Limited.
- 146 drill samples dispatched to Perth for XRF analysis.
- 182 drill samples dispatched to Perth for DTR analysis.
- Davis Tube Recovery (DTR) results received for 49 holes at the Buena Orden and Papagayo ridge lines which confirm high recovery of excellent quality magnetite.
- Head assay (XRF) data received for 23 holes from the Papagayo ridge line.
- Preliminary feasibility study nearing completion.
- Discussions underway with several groups regarding the final studies for the design of the concentrator, pellet plant and blast furnace.
- Preparation of 12 tonne bulk sample underway for shipment to Perth for the concentrate pilot plant.
- The environmental approvals process is continuing following lodgement of the Project Communication Document with the Uruguayan Department for the Environment.

Areicua Project – Iron

- DTR results received for 4 rock chip samples.
- Head assay (XRF) results received for 4 rock chip samples.

Curtume Project – Iron

- DTR results received for 5 rock chip samples received most of which show high recovery of good quality magnetite
- Head assay (XRF) results received for 5 rock chip samples.

Isla Cristalina Belt – base metals

- Mapping and sampling continued in the Las Flores region (iron-oxide-copper-gold targets).
- Mapping and sampling continued at the Carpinteria nickel prospect, and results for 31 rock chip samples have been received.
- Exploration commenced at Cerro de los Metales.

The following activities were undertaken within tenements 100% owned by Gladiator Resources during the quarter:

Acegua – multi-commodity

- Mapping and sampling continued.

Coronilla – multi-commodity

- Exploration commenced in this 7,457 hectare prospecting permit.

ZAPUCAY PROJECT - IRON

Drilling

The current phase of resource drilling was completed by the end of December 2011. As at 31 December 2011, 233 RC drill holes aggregating 21,092 metres and 81 diamond drill holes aggregating 6,194 metres had been completed at the Zapucay Project since commencement of drilling in August 2010. This total includes sterilisation drilling comprising 18 RC holes aggregating 1,074 metres to test a potential plant site. No mineralisation was intersected in these holes.

During the quarter a review of all drill logs and available DTR data was been completed. Additional samples have been identified for analysis to check for extensions of existing mineralised intervals. An In-fill resource drilling program has been planned at Cerro Papagayo and the northern section of the Papagayo ridge line, immediately south of Cerro Papagayo. The programme is currently scheduled for completion during the last quarter of 2012.

A summary of the drilling is presented in Table 1 and the locations of the principal mineral deposits are shown in Figure 3.

TABLE 1 ZAPUCAY PROJECT DRILL HOLES COMPLETED AUGUST 2010 – DECEMBER 2011				
Location	RC Drilling		Diamond Drilling	
	Holes	Metres	Holes	Metres
Cerro Iman	37	2,935	18	699
Cerro Papagayo	53	5,081	20	1,501
Papagayo North	19	1,304	0	0
Papagayo Ridge	87	8,666	31	2,929
Buena Orden	19	2,032	12	1,065
Sterilisation	18	1,074	0	0
Total	233	21,092	81	6,194
TOTAL	314 holes for 27,286 metres			

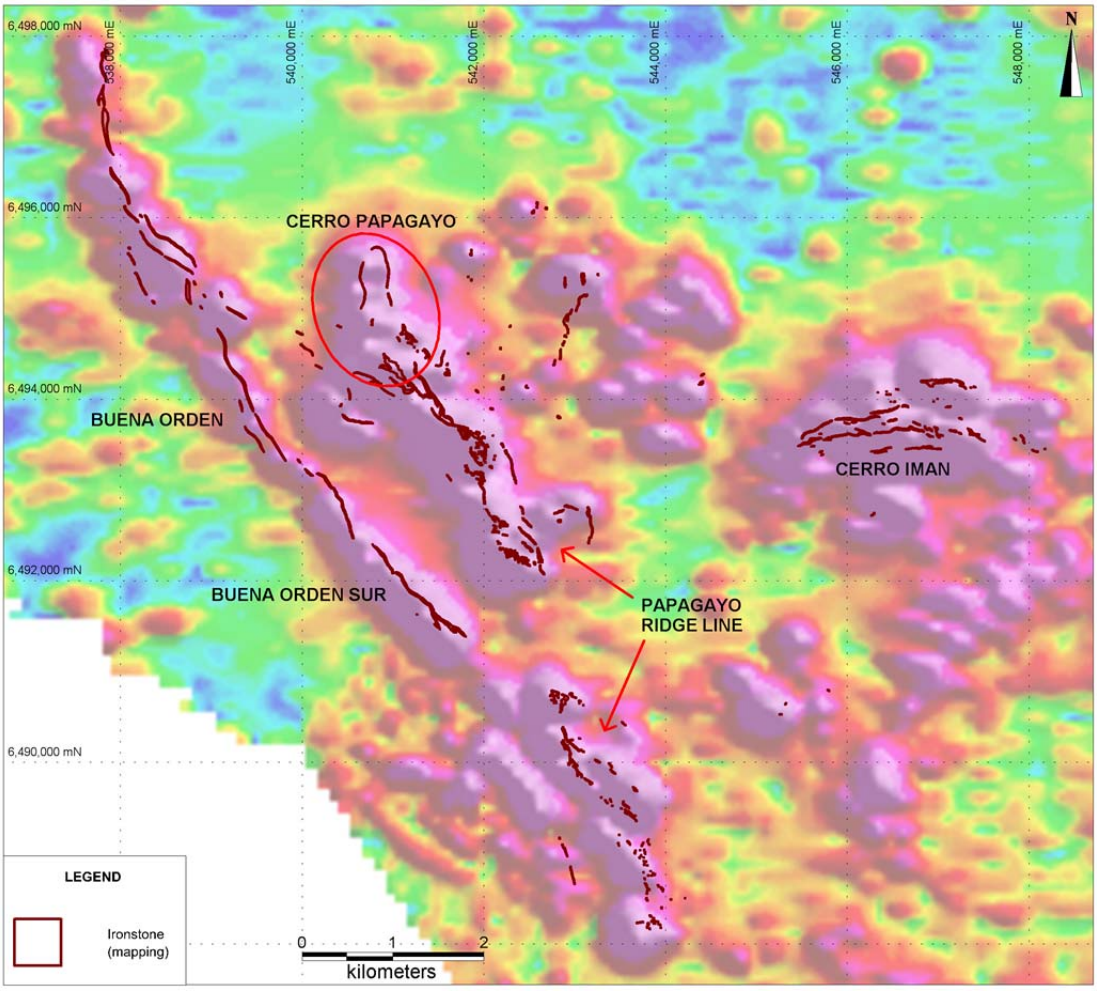

Figure 3: Zapucay Project – Location of Mineral Deposits

Mineral Resources

During the previous quarter SRK Consulting (UK) was engaged to update the resource estimate for the Zapucay Project area. SRK undertook a site visit during March 2012 and inspected drill core from all the deposits and visited the Orosur laboratory where samples are prepared prior to dispatch to Perth for analysis.

The report updating the mineral resource estimate for the Zapucay Project is currently being finalised by SRK.

Analytical Results

During the quarter a further 146 RC drill samples were sent to Perth for X-ray fluorescence (XRF) analysis. As at the end of June 2012 a total of 8,673 samples had been sent to Perth for analysis. A summary of samples submitted for assay is provided in Table 2.

TABLE 2
ZAPUCAY PROJECT
SAMPLES SUBMITTED FOR XRF ANALYSIS AS AT 30 JUNE 2012

Location	Previous			June Quarter 2012			Total		
	RC	DD	RK	RC	DD	RK	RC	DD	RK
Cerro Iman	1,111	319	0	0	0	0	1,111	319	0
Cerro Papagayo	1,862	652	0	24	0	0	1,862	652	0
Papagayo North	262	0	0	0	0	0	262	0	0
Papagayo Ridge	2,660	544	0	122	0	0	2,660	544	0
Buena Orden	52	15	0	0	0	0	52	15	0
Buena Orden South	541	199	0	0	0	0	541	199	0
Project Area	0	0	205	0	0	9	0	0	205
Plant Site	105	0	0		0	0	105	0	0
TOTAL	6,593	1,729	205	146	0	0	6,593	1,729	205
GRAND TOTAL	8,527			146			8,673		

Head assay (XRF) results for 23 RC drill holes from the Papagayo Ridge line were received during the quarter (Table 3 RC drill holes).

Best intersections of magnetite mineralisation recorded from the Papagayo Ridge included:

- CPRC 193 – 50m @ 25.30% Fe
- CPRC 282 – 27m @ 31.59% Fe
- CPRC 187 – 37m @ 18.91% Fe
- CPRC 289 – 24m @ 22.37% Fe

TABLE 3
PAPAGAYO RIDGE - REVERSE CIRCULATION DRILL HOLES
HEAD ASSAY RESULTS

Drill Hole	From (m)	To (m)	Interct (m)	Fe %	SiO2 %	Al2O3 %	V2O5 %	TiO2 %	MnO %	S %	P %
CPRC 129	7	21	14	10.85	57.29	10.66	0.01	0.60	2.27	0.09	0.09
CPRC 130	11	23	12	19.35	42.65	3.91	0.02	0.55	13.99	0.14	0.11
CPRC 133	4	11	7	17.29	48.32	8.23	0.02	0.90	4.85	0.08	0.13
CPRC 134	8	16	8	21.61	39.98	3.72	0.01	0.43	7.12	0.13	0.11
CPRC 142	21	31	10	34.79	40.06	3.75	0.01	0.59	0.61	0.14	0.20
CPRC 143	27	30	3	20.85	34.57	4.71	0.01	0.76	12.06	0.00	0.13
	35	47	12	23.49	32.40	4.02	0.01	0.58	16.93	0.00	0.13
CPRC 144	16	20	4	16.69	48.21	7.80	0.01	0.38	6.24	0.12	0.08
	57	63	6	21.08	37.83	6.51	0.02	0.46	11.26	0.02	0.08
	81	86	5	21.33	42.54	8.46	0.02	0.81	3.28	0.07	0.10
CPRC 185	0	3	3	18.45	42.94	16.18	0.02	1.25	2.41	0.01	0.05
	49	53	4	14.61	46.90	10.18	0.02	0.92	2.27	1.12	0.14
	56	60	4	15.25	44.65	9.68	0.02	0.97	3.74	0.51	0.15
	97	107	10	24.83	43.14	4.62	0.01	0.47	2.80	0.13	0.09
CPRC 187	17	54	37	18.91	42.44	6.78	0.02	0.61	7.29	0.07	0.11
	57	79	22	18.23	46.97	6.44	0.01	0.48	3.67	0.24	0.11
CPRC 193	18	21	3	17.57	43.91	8.47	0.02	0.62	4.16	0.35	0.09
	32	82	50	25.30	37.01	3.88	0.01	0.35	11.74	0.18	0.09

TABLE 3 (Continued) PAPAGAYO RIDGE - REVERSE CIRCULATION DRILL HOLES HEAD ASSAY RESULTS											
CPRC_197	0	3	3	12.39	52.21	13.38	0.03	1.35	2.63	0.01	0.08
	17	24	7	26.43	38.19	4.89	0.02	1.07	5.70	0.08	0.18
CPRC_215	24	29	5	30.51	30.62	1.27	0.01	0.09	11.10	0.01	0.07
	88	95	7	20.57	47.43	5.83	0.01	0.47	2.68	0.19	0.11
CPRC_216	22	26	4	23.16	50.63	6.85	0.01	0.47	0.49	0.03	0.11
	33	39	6	14.00	53.06	8.16	0.01	0.48	0.53	0.08	0.10
	72	81	9	18.30	45.85	8.26	0.01	0.60	5.28	0.05	0.10
CPRC_235	12	16	4	15.20	53.23	8.68	0.02	0.70	2.54	0.00	0.14
	24	40	16	14.97	48.80	5.24	0.01	0.34	3.08	0.13	0.06
CPRC_236	16	19	3	17.68	50.82	8.71	0.02	1.00	2.62	0.00	0.17
	50	55	5	12.15	55.22	11.13	0.02	0.80	0.66	0.05	0.13
	73	76	3	21.43	44.11	5.52	0.01	0.37	6.28	0.04	0.07
CPRC_269	0	5	5	22.05	40.15	11.24	0.03	1.28	5.79	0.02	0.12
	9	18	9	24.79	42.68	7.79	0.02	0.84	4.73	0.02	0.11
CPRC_276	33	39	6	31.69	36.70	1.75	0.01	0.18	7.02	0.02	0.08
	44	47	3	16.85	55.00	8.62	0.01	0.55	0.28	0.02	0.13
CPRC_278	49	63	14	30.81	40.22	3.43	0.01	0.26	3.71	0.09	0.11
	71	77	6	24.39	42.91	6.15	0.01	0.33	4.13	0.14	0.08
CPRC_281	18	37	19	30.15	30.20	4.22	0.01	0.51	13.10	0.00	0.09
	44	48	4	27.33	34.67	7.33	9.82	0.02	1.06	6.04	0.01
CPRC_282	11	38	27	31.59	33.25	2.49	0.01	0.31	10.97	0.01	0.09
	42	48	6	20.51	38.85	5.95	0.02	0.77	11.86	0.05	0.11
CPRC_288	32	37	5	11.39	48.87	9.24	0.01	0.72	3.31	0.23	0.10
	152	176	24	16.89	49.31	6.22	0.01	0.36	1.85	0.40	0.08
CPRC_289	6	10	4	10.96	52.85	14.43	0.02	0.73	1.37	0.01	0.08
	17	21	4	23.12	32.12	3.77	0.01	0.29	15.59	0.04	0.07
	25	49	24	22.37	42.63	5.44	0.01	0.38	8.26	0.42	0.08
CPRC_291	5	17	12	32.24	38.96	2.12	0.01	0.14	6.59	0.00	0.08
	86	94	8	25.07	39.78	4.17	0.02	0.42	6.62	0.17	0.08
	96	104	8	23.81	43.20	4.98	0.01	0.36	2.73	0.11	0.08

Davis Tube Recovery (DTR)

Davis Tube Recovery (DTR) test work is being undertaken in Perth on all mineralised samples. DTR test work recovers the magnetic fraction from a sample, which is then assayed. The test work provides information on the recovery of magnetite that could be expected from a commercial plant and also the quality of magnetite that could be produced.

During the quarter DTR results were received for 2 diamond drill holes (Table 4) from Cerro Papagayo and 49 RC drill holes (Table 5) from the Papagayo and Buena Orden Ridge lines.

The results from the Papagayo and Buena Orden Ridge lines show several thick intersections of magnetite mineralisation with high recovery of excellent quality magnetite. The most significant results include:

- CPRC 079 – 36m grading 39.3% magnetite containing 68% Fe
- CPRC 113 – 38m grading 30.2% magnetite containing 66% Fe
- CPRC 187 – 37m grading 22.5% magnetite containing 62% Fe

- CPRC 193 – 32m grading 36.9% magnetite containing 60% Fe
- CPRC 233 – 52m grading 34.4% magnetite containing 67% Fe
- CPRC 252 – 39m grading 32.3% magnetite containing 67% Fe
- CPRC 279 – 31m grading 34.2% magnetite containing 67% Fe
  – 21m grading 28.4% magnetite containing 64% Fe
- CPRC 282 – 27m grading 36.0% magnetite containing 67%Fe

The DTR results are similar to those previously reported and confirm that a high quality magnetite concentrate can be produced containing very low levels of contaminants such as sulphur and phosphorous from the Papagayo Ridge.

TABLE 4
CERRO PAPAGAYO - DIAMOND DRILL HOLES
DTR RESULTS FOR MAGNETITE MINERALISATION

Drill Hole	From (m)	To (m)	Interct (m)	Mass %	Fe %	SiO_2 %	Al_2O_3 %	S %	P %	LOI %
CPDD 195	0.00	2.30	2.30	32.27	66.63	1.78	0.31	0.00	0.01	-1.11
	23.70	40.80	17.10	21.46	66.96	3.12	0.32	0.00	0.01	-
CPDD 214	29.00	47.40	18.40	19.16	67.65	2.88	0.38	0.00	0.01	-1.39

TABLE 5
PAPAGAYO & BUENA ORDEN RIDGES - REVERSE CIRCULATION DRILL HOLES
DTR RESULTS FOR MAGNETITE MINERALISATION

Drill Hole	From (m)	To (m)	Interct (m)	Mass %	Fe %	SiO_2 %	Al_2O_3 %	S %	P %	LOI %
CPRC 079	0.00	4.00	4.00	14.23	68.60	1.46	0.34	0.01	0.00	-1.68
	7.00	10.00	3.00	20.19	69.19	1.06	0.29	0.00	0.00	-1.77
	13.00	49.00	36.00	39.28	67.97	2.11	0.15	0.00	0.00	-2.25
	59.00	61.00	2.00	18.69	63.33	1.23	0.28	0.00	0.00	-1.82
	70.00	72.00	2.00	23.51	69.55	1.72	0.30	0.00	0.00	-2.74
CPRC 097	23.00	29.00	6.00	20.20	62.67	7.83	0.97	0.01	0.01	-2.63
CPRC 113	2.00	40.00	38.00	30.17	66.19	4.08	0.54	0.01	0.01	-
	62.00	65.00	3.00	36.11	66.94	4.15	0.47	0.01	0.01	-2.67
	79.00	82.00	3.00	7.62	42.83	30.00	2.28	2.62	0.03	-
CPRC 118	35.00	41.00	6.00	30.37	63.94	6.21	0.63	0.01	0.01	-1.75
	62.00	65.00	3.00	36.45	64.50	5.67	0.65	0.00	0.01	-3.02
CPRC 121	28.00	31.00	3.00	36.93	63.57	6.79	0.55	0.03	0.01	-2.51
CPRC 129	17.00	21.00	4.00	20.66	64.80	5.70	0.43	0.03	0.00	-2.59
CPRC 130	11.00	23.00	12.00	16.00	43.04	21.90	0.55	0.11	0.01	-1.63
CPRC 132	39.00	57.00	18.00	24.67	63.29	6.13	0.38	0.02	0.00	-2.48
	66.00	70.00	4.00	9.57	56.31	11.50	0.94	0.13	0.01	-2.06
CPRC 133	4.00	10.00	6.00	20.87	65.21	5.63	0.35	0.01	0.00	-3.02
CPRC 134	8.00	16.00	8.00	25.90	60.19	9.57	0.55	0.06	0.01	-1.98
CPRC 142	21.00	22.00	1.00	11.23	66.81	3.44	0.61	0.01	0.02	-1.31
	23.00	24.00	1.00	33.91	68.50	1.50	0.54	0.01	0.01	-1.42
	24.00	30.00	6.00	43.04	68.49	3.65	0.32	0.00	0.01	-2.21
CPRC 143	27.00	29.00	2.00	30.22	62.62	2.81	0.39	0.01	0.00	-1.48
	35.00	47.00	12.00	31.89	60.63	1.91	0.42	0.00	0.00	-2.30

TABLE 5 (Continued)
PAPAGAYO & BUENA ORDEN RIDGES - REVERSE CIRCULATION DRILL HOLES
DTR RESULTS FOR MAGNETITE MINERALISATION

CPRC 144	18.00	20.00	2.00	35.56	61.25	8.37	0.47	0.04	0.01	-2.69
	59.00	63.00	4.00	40.84	63.27	4.14	0.39	0.00	0.00	-2.67
	81.00	82.00	1.00	39.62	68.77	2.18	0.50	0.00	0.00	-3.20
	84.00	86.00	2.00	32.50	66.83	4.06	0.38	0.00	0.01	-2.89
CPRC 170	39.00	47.00	8.00	19.14	66.71	4.49	0.34	0.02	0.00	-3.31
CPRC 185	00.00	3.00	3.00	12.16	69.08	1.04	0.29	0.00	0.01	0.00
	56.00	58.00	2.00	16.19	52.99	15.30	0.64	2.36	0.01	-0.79
	97.00	107.00	10.00	25.04	67.47	3.26	0.70	0.04	0.01	-2.57
CPRC 187	17.00	54.00	37.00	22.49	62.35	6.88	0.81	0.01	0.01	-2.05
	58.00	79.00	21.00	22.77	63.71	6.61	0.67	0.03	0.01	-2.16
CPRC 191	52.00	59.00	7.00	15.84	65.12	5.34	0.75	0.04	0.01	-3.02
CPRC 193	18.00	21.00	3.00	17.56	60.88	9.55	0.53	0.17	0.00	-1.51
	32.00	64.00	32.00	36.94	59.52	8.42	0.43	0.02	0.01	2.26
	65.00	82.00	17.0	31.15	63.01	6.42	0.50	0.02	0.01	-
CPRC 197	0.00	1.00	1.00	19.12	68.97	1.26	0.29	0.00	0.00	-2.82
	18.00	24.00	6.00	33.77	67.96	2.75	0.29	0.01	0.01	-3.27
CPRC 201	21.00	24.00	3.00	27.12	62.23	7.37	0.77	0.03	0.02	-1.82
CPRC 204	57.00	64.00	7.00	23.79	67.69	3.54	0.49	0.11	0.00	-2.82
CPRC 205	25.00	34.00	9.00	12.87	58.11	11.98	1.20	0.08	0.02	-1.65
CPRC 207	67.00	78.00	11.00	53.94	69.83	1.48	0.61	0.03	0.01	-3.23
	79.00	92.00	13.00	41.46	67.90	3.29	0.57	0.03	0.01	-3.20
	95.00	97.00	2.00	10.33	64.09	6.54	1.28	0.04	0.01	-2.44
	98.00	108.00	10.00	28.99	65.75	4.73	0.37	0.00	0.01	-3.24
	144.00	156.00	12.00	41.44	67.11	3.54	0.21	0.00	0.01	-3.06
	159.0	162.00	3.00	21.85	61.63	5.98	1.17	0.04	0.02	-2.68
	175.0	186.00	11.00	23.39	63.08	6.75	0.68	0.00	0.01	-2.76
CPRC 215	24.00	29.00	5.00	33.26	65.63	3.49	0.24	0.00	0.01	-1.70
	88.00	94.00	6.00	29.37	64.75	5.33	0.53	0.01	0.01	-2.83
CPRC 216	23.00	26.00	3.00	36.74	68.70	2.40	0.73	0.01	0.00	-2.58
	35.00	39.00	4.00	17.59	62.62	7.73	1.07	0.01	0.01	-1.40
	73.00	81.00	8.00	26.69	58.86	9.49	0.64	0.01	0.01	-2.07
CPRC 230	37.00	40.00	3.00	14.52	63.00	7.59	1.23	0.01	0.01	-2.50
	43.00	46.00	3.00	19.09	65.25	5.10	0.72	0.00	0.01	-2.89
	64.00	80.00	16.00	30.40	65.33	5.24	0.49	0.00	0.01	-2.88
CPRC 232	95.00	118.0	23.00	27.00	68.00	3.41	0.53	0.00	0.01	-3.46
CPRC 233	22.00	74.00	52.00	34.41	67.08	2.85	0.29	0.00	0.01	-2.71
CPRC 235	12.00	16.00	4.00	8.03	63.90	6.59	0.74	0.00	0.01	0.00
	24.00	35.00	11.00	12.29	64.44	4.79	0.67	0.02	0.00	-2.12
	38.00	40.00	2.00	31.18	69.36	1.55	0.43	0.01	0.00	-3.38
CPRC 236	18.00	19.00	1.00	34.14	63.41	6.75	0.69	0.00	0.01	-2.17
	52.00	53.00	1.00	25.15	64.61	6.33	0.95	0.01	0.01	-2.38
	74.00	76.00	2.00	44.04	58.54	10.58	0.58	0.00	0.01	-2.71
CPRC 245	28.00	40.00	12.00	27.85	65.05	4.75	0.42	0.02	0.01	-2.35
	68.00	73.00	5.00	7.12	62.02	7.70	1.49	0.03	0.04	-1.88
	99.00	117.00	18.00	14.50	63.94	3.56	0.73	0.01	0.02	-1.85

TABLE 5 (Continued) PAPAGAYO & BUENA ORDEN RIDGES - REVERSE CIRCULATION DRILL HOLES DTR RESULTS FOR MAGNETITE MINERALISATION										
CPRC 252	15.00	22.00	7.00	9.58	64.93	5.93	0.46	0.02	0.00	-2.56
	26.00	30.00	4.00	12.89	58.10	7.06	0.46	0.01	0.00	-2.22
	32.00	71.00	39.00	32.26	67.03	4.30	0.43	0.03	0.01	-2.94
	90.00	110.00	20.00	42.60	66.76	3.94	0.23	0.01	0.00	-2.75
	111.00	128.00	17.00	33.13	66.08	4.92	0.42	0.03	0.01	-2.60
	130.00	141.00	11.00	22.67	65.17	5.44	0.52	0.04	0.01	-2.66
	145.00	165.00	20.00	26.15	60.12	9.53	0.54	0.04	0.01	-2.01
CPRC 253	64.00	65.00	1.00	22.96	63.70	7.01	0.71	0.01	0.01	-2.61
	74.00	81.00	7.00	14.94	64.24	6.71	0.67	0.02	0.01	-2.95
	82.00	83.00	1.00	20.94	68.59	2.90	0.21	0.01	0.00	-3.47
	86.00	89.00	3.00	5.77	65.46	6.17	1.04	0.04	0.01	0.00
	95.00	98.00	3.00	6.60	66.06	5.09	1.14	0.03	0.03	0.00
	100.00	121.00	21.00	23.50	64.06	6.77	0.73	0.01	0.01	-2.47
	125.00	129.00	4.00	6.21	54.69	13.74	1.40	0.13	0.01	-2.30
CPRC 265	76.00	86.00	10.00	18.63	64.24	6.45	0.84	0.02	0.02	-2.89
CPRC 269	0.00	5.00	5.00	16.9%	67.70	2.73	0.67	0.00	0.01	-2.12
	10.00	18.00	8.00	31.54	65.50	5.07	0.34	0.00	0.01	-2.06
CPRC 270	0.00	7.00	7.00	28.86	66.74	2.39	0.40	0.00	0.01	-1.49
	32.00	52.00	20.00	31.58	68.70	1.89	0.10	0.00	0.00	0.00
CPRC 275	40.00	62.00	22.00	35.40	65.67	4.64	0.25	0.01	0.00	-2.68
CPRC 276	33.00	39.00	6.00	36.72	65.13	4.63	0.54	0.01	0.01	-2.61
	45.00	46.00	1.00	17.71	56.86	15.20	0.75	0.01	0.02	0.71
CPRC 278	50.00	62.00	12.00	48.42	69.14	2.26	0.23	0.01	0.01	-3.29
	72.00	77.00	5.00	36.86	64.17	7.13	0.77	0.03	0.01	-2.95
CPRC 279	107.00	138.00	31.00	34.15	66.71	3.78	0.31	0.00	0.01	-3.21
	150.00	171.00	21.00	28.44	64.49	3.63	0.39	0.00	0.01	-3.11
CPRC 281	18.00	19.00	1.00	4.93	67.35	1.65	0.80	0.00	0.02	-1.22
	20.00	37.00	17.00	36.61	62.71	2.39	0.36	0.00	0.01	-1.23
	45.00	48.00	3.00	29.26	67.61	2.74	0.60	0.01	0.01	-1.19
CPRC 282	11.00	38.00	27.00	36.04	66.80	2.52	0.28	0.00	0.01	-1.58
	42.00	48.00	6.00	26.20	58.77	7.54	0.65	0.03	0.01	-
CPRC 284	6.00	9.00	3.00	24.52	65.19	5.50	0.35	0.00	0.00	-2.06
	13.00	16.00	3.00	29.91	64.67	6.18	0.39	0.00	0.01	-2.24
	19.00	23.00	4.00	13.76	64.12	5.87	0.50	0.02	0.00	-1.85
	38.00	43.00	5.00	22.46	61.61	11.03	1.14	0.17	0.01	-2.20
CPRC 285	24.00	30.00	6.00	22.05	61.62	9.94	0.84	0.05	0.01	-2.63
	83.00	94.00	11.00	25.33	64.52	6.07	0.50	0.02	0.01	-2.72
CPRC 286	16.00	18.00	2.00	36.72	65.43	5.39	0.42	0.00	0.01	-2.22
	22.00	24.00	2.00	19.49	59.87	9.57	0.83	0.20	0.01	-1.86
	27.00	29.00	2.00	28.11	62.28	7.63	0.73	0.03	0.01	-2.58
	36.00	43.00	7.00	25.14	63.54	7.11	0.63	0.02	0.01	-2.69
CPRC 287	22.00	28.00	6.00	20.99	60.67	9.30	0.59	0.00	0.01	-1.21
	36.00	38.00	2.00	42.44	65.21	5.43	0.20	0.01	0.01	-2.99
	46.00	51.00	5.00	24.22	62.58	7.78	0.67	0.01	0.01	-2.46
CPRC 288	32.00	37.00	5.00	14.09	38.24	25.66	1.89	0.16	0.03	4.56
	152.00	156.00	4.00	27.29	67.31	3.51	0.66	0.03	0.01	-2.80
	165.00	170.00	5.00	18.75	63.78	7.17	0.84	0.13	0.01	-2.34
	174.00	176.00	2.00	50.54	69.39	2.37	0.43	0.05	0.01	-3.16

TABLE 5 (Continued) PAPAGAYO & BUENA ORDEN RIDGES - REVERSE CIRCULATION DRILL HOLES DTR RESULTS FOR MAGNETITE MINERALISATION										
CPRC 289	17.00	20.00	3.00	23.16	55.35	8.64	0.72	0.00	0.01	-1.84
	26.00	49.00	23.00	26.08	64.81	5.49	0.47	0.11	0.00	-3.00
CPRC 291	5.00	16.00	11.00	38.70	66.88	3.50	0.40	0.00	0.01	-1.90
	87.00	94.00	7.00	26.59	60.33	9.24	1.26	0.11	0.02	-2.24
	96.00	97.00	1.00	26.32	58.83	10.46	1.17	0.29	0.02	-1.49
	98.00	104.00	6.00	17.80	59.18	12.36	1.04	0.12	0.02	-2.02

Preliminary Feasibility Study

The Company is undertaking a preliminary feasibility study on the project. The main elements of the project will consist of:

- A mine site where the iron ore will be mined and processed to an iron concentrate;
- A pig iron plant where the concentrate will be pelletised and then converted into pig iron;
- Several charcoal production modules, which may be located at the pig iron plant or next to plantations;
- Development and augmentation of relevant infrastructure to support the project operations.

The study is nearing completion with all appendices compiled and the text for the Executive Summary nearly complete.

Mine Planning

Indicative mine plans were developed based on updated drilling results and incorporating the mine planning work previously undertaken by Coffey International during 2011. As mentioned above under “Mineral Resources” SRK Consulting (UK) is currently updating the resource estimate for the Zapucay Project incorporating all the drill and assay data from the completed resource drilling programme. It is expected that, compared to the Coffey study, the tonnage of material available for mining will be substantially increased and the waste to ore ratio reduced. Further mine planning and design will be undertaken as part of the final feasibility studies.

Engineering Studies

Discussions are being held with several groups regarding the final studies for the design of the concentrator, pellet plant and blast furnace.

Metallurgical Testwork

Additional testwork is being undertaken to assess the potential for dry magnetic separation within the concentrator circuit. Results of this work should be received during the September quarter.

A 12 tonnes bulk sample is being prepared from drill core and drill chips for shipment to Nagrom in Perth for the concentrate pilot plant. The bulk sample will consist of 6 tonnes of low Mn ore and 6 tonnes of high Mn ore. The concentrate produced will then be sent for pelletisation testwork.

Charcoal Production

Discussions are ongoing with DPC regarding the design and costing of a charcoal production facility. Discussions are also continuing with various parties regarding the supply of suitable timber for the charcoal plant.

Logistics

Work is continuing on reviewing the various transportation alternatives available to the project for transportation of the pig iron to port and export from the port.

Environment

The environmental approvals process is continuing. The Company lodged its Project Communication Document with the Uruguayan Department for the Environment during March 2012. This document summarises the proposed development at Zapucay and also presents the baseline environmental data for the project area. Lodgement of the document represented the first stage of the environmental approvals process. The Department accepted the document as a sufficient description of the project and accordingly this marked the commencement of the approvals process.

AREICUA PROJECT - IRON

The Areicua Project is located approximately 10 kilometres northeast of the Papagayo Project (Figure 2). During the quarter further rock chip samples were collected. DTR results for 4 rock chip samples were received during the quarter (Table 6).

TABLE 6
AREICUA - SURFACE ROCK CHIP SAMPLES
DTR RESULTS FOR MAGNETITE MINERALISATION

Sample No.	Mass %	Fe %	SiO_2 %	Al_2O_3 %	V_2O_5 %	TiO_2 %	MnO %	S %	P %	LOI %
AR-162	21.00	65.45	5.66	0.48	0.009	0.064	0.069	0.002	0.008	0.04
AR-180	1.70	60.49	12.80	0.41	<0.001	0.066	0.339	0.096	0.040	-0.10
AR-187	4.40	49.55	25.00	0.34	0.004	0.047	0.136	0.012	0.035	3.38
AR-208	13.20	66.40	3.96	0.46	0.022	0.128	0.089	0.004	0.007	0.42

CURTUME PROJECT - IRON

The Curtume Project is located approximately 25 kilometres east of Cerro Papagayo (Figure 2). A significant strike length of magnetite mineralisation exists at Curtume and the near surface, shallow dipping mineralisation has the potential to contribute additional resource tonnage with low stripping costs.

During the quarter DTR results were received for 5 rock chip samples (Table 7). These results are encouraging as they show the presence of magnetite mineralisation with high recovery of magnetite containing high iron content and low sulphur and phosphorus.

TABLE 7
CURTUME SURFAC ROCK CHIP SAMPLES

Sample No.	Mass %	Fe %	SiO_2 %	Al_2O_3 %	V_2O_5 %	TiO_2 %	MnO %	S %	P %	LOI %
CU-154	36.0	67.55	3.23	0.148	0.002	0.013	0.211	0.003	0.026	-0.10
CU-018	34.7	67.07	4.99	0.166	0.002	0.020	0.583	0.003	0.031	-2.22
CU-105	17.9	68.17	2.70	0.648	<0.001	0.119	0.139	0.005	0.003	-1.35
CU-242	31.5	68.38	1.05	0.343	0.002	0.364	0.128	0.001	0.061	0.33
CU-666	47.7	68.77	0.96	0.292	0.000	0.016	0.294	<0.001	0.037	-0.05

ISLA CRISTALINA BELT – BASE METALS

During the quarter exploration continued at the Carpinteria nickel prospect and the Las Flores region IOCG targets. In addition mapping and sampling was commenced at Cerro de los Metales. The locations of these three areas are shown in Figure 2.

Carpinteria
The Carpinteria Project is composed of a series of adcumulate-mesocumulate dominated dunites to peridotites indicative of a series of dynamic high magma-flux feeder sills. The intrusions display a range of sulphide-saturation histories and display chalcophile element enrichment.

A review of the Carpinteria nickel prospect by the GeoDiscovery Group from Brisbane, Australia in 2008 concluded that these features suggest the potential for Ni-Cu massive sulphide mineralisation..

During the quarter, rock-chip sampling was undertaken completed with samples collected from two separate ultramafic bodies including samples at the mapped contacts between the ultramafic bodies and felsic granulite country rock. A total of 50 samples were collected and results are pending.

Cerro de Los Metales
Cerro de los Metales is an area of strong magnetism between Curtume and Caraguata (Figure 2). Reconnaissance mapping and sampling commenced in this area during the quarter. Iron mineralisation was mapped in a series of thin, generally north-south trending outcrops. Rock chip samples were collected to determine if the iron mineralisation is similar to that at the other iron project areas on the ICB.

Las Flores
During 2011 Coffey Mining completed an interpretation of aeromagnetic and radiometric data for the Isla Cristalina Belt. Three areas were identified at the margins of the Las Flores granite that have potential for iron-oxide copper gold mineralisation. During the quarter rock chip samples were collected at locations, which reported anomalous iron values.

100% OWNED GLADIATOR LICENCES

Acegua
Gladiator has an application for a prospecting permit of 13,539 hectares covering the Acegua basement inlier. During the quarter reconnaissance mapping and sampling was completed over various features, including iron units, which were identified from air-photo interpretation.

Rock chip samples were collected to date and results are pending.

Coronilla
This is a prospecting permit application of 7,457 hectares. . An air-photo interpretation identified features of exploration interest. During the quarter rock chip samples were collected and results are pending.

PROJECT OVERVIEW AND BACKGROUND
Agreement
During August 2010 the Company entered into an Option and Joint Venture Agreement with Orosur Mining Inc ("OMI") whereby the Company can earn up to an 80% interest in the iron ore, manganese ore and base metals in OMI's project area at the Isla Cristalina Belt ("ICB") in Uruguay. The Agreement with OMI provides for Gladiator to earn a 20% interest in the Zapucay Project by expending USD $1,000,000 on work programmes (completed). Gladiator may, at its discretion, earn a further 31% by expending a further USD $4,000,000 taking its interest to 51% (completed). Gladiator may elect to earn a further 29% taking its interest to 80% by producing a bankable feasibility study on or before 31 December 2014.

Geology
The Isla Cristalina Belt is a Palaeoproterozoic orogenic belt located in Northern Uruguay, with approximate dimensions of 100 kms by 40 kms, and which hosts several discrete iron formation occurrences, several of which are located within the Zapucay Project tenements. Additional areas include Areicua and Curtume and subject to drill evaluation they have the potential to become stand alone projects or allow expansions of the Zapucay Project.

Development Concept
The Company completed a conceptual study on the project as part of Gladiator's obligations under the Option Agreement. Based on the results of the study Gladiator is of the opinion that the Zapucay Project has the potential for the development of a financially attractive project based on the production of pig iron using the iron ore resources located within the project tenements.

The concept envisages that the iron ore will be mined and processed to an iron concentrate, which will then be pelletised to make it suitable as a blast furnace feed. Charcoal, produced using the timber from nearby plantations will be used as the reductant in the mini blast furnace. The pig iron will then be exported using the established rail and port infrastructure.

A sealed road passes within 10km of the project area, the electrical grid terminates less than 20km from the project and employees experienced in mining and forestry can be sourced from population centres in the vicinity of the project.

BIOMASS PYROLYSIS TECHNOLOGY

LICENSING RIGHTS TO DPC PROCESS

ACTIVITIES UNDERTAKEN DURING THE QUARTER

Third Party Interest
During the quarter the Company continued discussions with parties that have expressed interest in the DPC pyrolysis technology.

DPC Process and Zapucay Project
DPC is assisting Gladiator in the preparation of the pre-feasibility study for the Zapucay Project by providing data on gaseous emissions from a DPC charcoal kiln for the Environmental Impact Assessment of the project.

PROJECT OVERVIEW AND BACKGROUND
Licensing Agreement
During July 2010 the Company entered into an agreement, "The Patent Technology and Know-How Licence Agreement", with the inventors of the DPC biomass pyrolysis process.

The licence grants to Gladiator the worldwide rights, with the exclusion of Brazil, in the field of carbonisation and pyrolysis of biomass, mainly wood and other materials (with the exception of tyres) for the production of charcoal. Gladiator is able to proceed to develop and commercially exploit the technology within the territory and is also able to sub-licence the use of the technology territorially or to industry sectors.
The Licence is for an initial term of six years with extensions of four further terms of three years provided commercial milestones are met in commissioning plants or payments in lieu of commissioning fees to the inventors.

DPC Process
The DPC Process comprises three phases occurring simultaneously in three interconnected horizontal kilns to produce charcoal from suitable organic feedstock, such as timber from eucalypt plantations. Compared to conventional and traditional methods of charcoal production, the DPC Process offers many advantages including:

- Higher yield;
- Lower fines generation;
- Significantly faster production cycles;
- The ability to process green, freshly harvested timber;
- A dramatically reduced environmental impact; and
- Lower overall charcoal production costs.

The Process also leads to a reduction in timber consumption, resulting in minimising the area of plantation necessary to support a given level of charcoal production, with a saving in timber production costs. When compared to other methods, the Process generates a stronger charcoal with higher fixed carbon content and more uniform product quality.

The charcoal produced by the Process is very suitable for use as a reductant in mini blast furnaces. Gladiator believes that the Process represents a valuable addition to its Uruguay Pig Iron Project and will assist in ensuring that the project will be highly competitive when compared to other pig iron producers.

GOLD and NICKEL

EAST KALGOORLIE

HOGAN'S PROJECT (E26/108, E15/774, E15/803 and E15/1044)

Interest: 100%
Operator: Gladiator Resources Ltd

The Company has a joint venture arrangement over the Hogan's Project area, located approximately 25km east of Kambalda, with Octagonal Resources (WA) Limited, which acquired the earn-in rights to the project from Newmont Exploration Pty Ltd in December 2010.

Joint Venture with Octagonal
The joint venture with Octagonal deals with the rights to gold on the project area. Under the terms of the Joint Venture, Octagonal has an option to earn a 70% interest in the rights for gold in the project tenements by expending $800,000 on exploration by 24 March 2012 (completed) after which Octagonal may elect to earn an additional 10% interest by expending a further $300,000. Total project expenditure credited to Octagonal as at the end of June 2012 amounts to $865,178.

Octagonal has advised that no work was undertaken on the joint venture tenements during the quarter ending 30 June 2012.

Gladiator is not required to contribute its proportion of joint venture costs until a decision to mine is made by the Joint Venture.

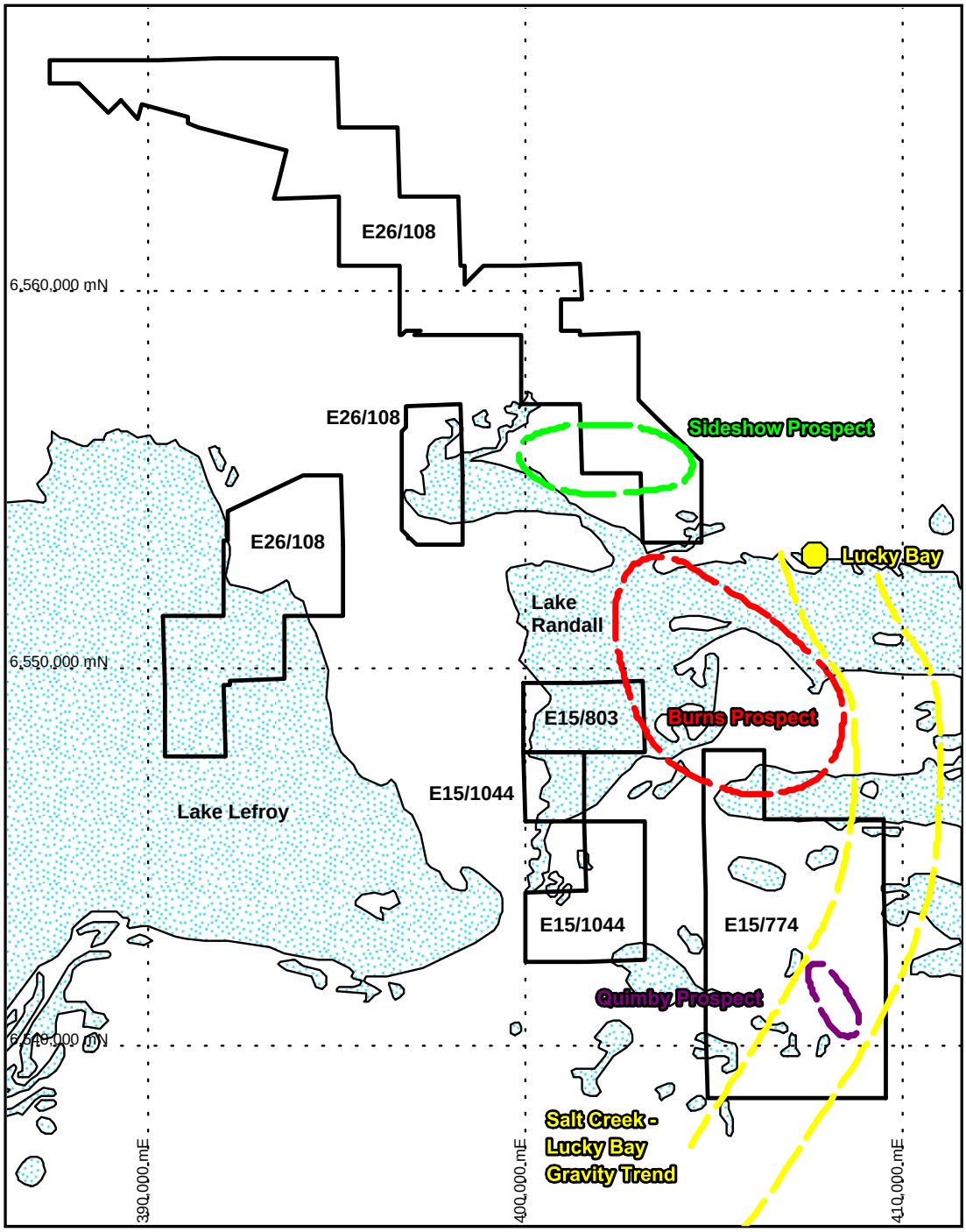

Figure 4: Hogan's Joint Venture – Exploration Target Areas

Signed on behalf of the Board of Gladiator Resources Limited

For further information:

Mr John Palermo	Telephone:	+61 8 9443 1600
Director/Secretary	Facsimile:	+61 8 9242 5903
	Email:	jpalermo@gladiatorresources.com.au

The information in this report that relates to exploration results is based on information compiled by Alex Nutter who is a Fellow of the Australasian Institute of Mining and Metallurgy and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration 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. Alex Nutter consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

Forward-Looking Statement

This document may contain forward-looking statements concerning the Company and the projects owned by the Company. Forward-looking statements are not statements of historical fact and actual events and results may differ materially from those described in the forward-looking statements as a result of a variety of risks, uncertainties and other factors. Forward-looking statements are based on the Company's beliefs, opinions and estimates as of the date the forward-looking statements are made and no obligation is assumed to update forward-looking statements if these beliefs, opinions and estimates change or to reflect future developments.

Rule 5.3

Appendix 5B

Mining exploration entity quarterly report

Introduced 1/7/96. Origin: Appendix 8. Amended 1/7/97, 1/7/98, 30/9/2001, 01/06/10, 17/12/10.

Name of entity

GLADIATOR RESOURCES LIMITED

ABN	Quarter ended ("current quarter")
58 101 026 859	30 JUNE 2012

Consolidated statement of cash flows

	Cash flows related to operating activities	Current quarter $A'000	Year to date (12 months) $A'000
1.1	Receipts from product sales and related debtors	--	--
1.2	Payments for (a) exploration & evaluation	(1,210)	(5,625)
	(b) development	--	--
	(c) production	--	--
	(d) administration	(449)	(941)
1.3	Dividends received	--	--
1.4	Interest and other items of a similar nature received	1	78
1.5	Interest and other costs of finance paid	--	--
1.6	Income taxes paid	--	--
1.7	Other (GST)	(58)	54
	Net Operating Cash Flows	(1,716)	(6,434)
	Cash flows related to investing activities		
1.8	Payment for purchases of: (a) prospects	--	--
	(b) equity investments	--	--
	(c) other fixed assets	--	(16)
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)	(711)	(637)
	Net investing cash flows	(711)	(653)
1.13	Total operating and investing cash flows (carried forward)	(2,427)	(7,087)

+ See chapter 19 for defined terms.

1.13	Total operating and investing cash flows (brought forward)	(2,427)	(7,087)
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares, options, etc.	5,715	6,688
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 (capital raising costs)	(561)	(587)
	Net financing cash flows	5,154	6,101
	Net increase (decrease) in cash held	2,727	(986)
1.20	Cash at beginning of quarter/year to date	809	4,522
1.21	Exchange rate adjustments to item 1.20		
1.22	**Cash at end of quarter**	3,536	3,536

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	301
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

1). 36,528,606 listed options exercisable at $0.10 on or before 30/06/2015, were issued on 31/05/2012 pursuant to a resolution of shareholders.

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	250
4.2	Development	--
4.3	Production	--
4.4	Administration	200
	Total	**450**

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	336	66
5.2	Deposits at call	3,200	370
5.3	Bank overdraft	--	--
5.4	Other (share application account)	--	373
	Total: cash at end of quarter (item 1.22)	3,536	809

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 relinquished, reduced or lapsed		(refer attached notes)		
6.2	Interests in mining tenements acquired or increased		(refer attached notes)		

+ See chapter 19 for defined terms.

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**	225,485,222	225,485,222		
7.4	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs	101,468,350	101,468,350		
7.5	**+Convertible debt securities** *(description)*				
7.6	Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted				
7.7	**Options** *(description and conversion factor)*			*Exercise price*	*Expiry date*
		1,500,000	--	$0.35	06/07/2012
		6,500,000	--	$0.50	06/07/2013
		6,000,000	--	$0.70	06/07/2013
		14,017,389	--	$0.40	31/12/2012
		750,000	--	$0.30	31/12/2012
		1,000,000	--	$0.30	31/12/2013
		1,000,000	--	$0.40	31/12/2013
		125,000	--	$0.40	30/06/2013
		137,996,956	137,996,956	$0.10	30/06/2015
7.8	Issued during quarter	101,468,350	101,468,350	$0.10	30/06/2015
		36,528,606	36,528,606	$0.10	30/06/2015
7.9	Exercised during quarter				
7.10	Expired during quarter				
7.11	**Debentures** *(totals only)*				
7.12	**Unsecured notes** *(totals only)*				

+ See chapter 19 for defined terms.

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: ..... Date: 31 July 2012
(Director)

Print name: JOHN PALERMO

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.

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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+ See chapter 19 for defined terms.