



31th July 2012

ASX Code: NUP

Current Capital Details

Shares on issue: 449.3 million

Share Price: \$0.020

Market cap: \$9.0 million

Directors

Chairman

Robert Owen

Managing Director

Andrew Johnstone

Non-Executive Directors

Ian Kowalick

John Jackson

Mick Muir

Company Secretary

Anthony Schildkraut

Phosphate Projects

Arganara

Lucy Creek

Warrabri

NuPower Resources Limited is a Northern Territory based exploration company. Our vision is to become a successful exploration and mining company with superior cash flows.

Quarterly Activities Report - June 2012

Highlights

- **Completed Arganara Phase 3 Drill Program, 249 holes for 9110m**
- **Soil geochemistry surveys at Arganara, Rockhole Bore, and Lucy Creek return positive results.**
- **Initial assessment commenced on Fertoz Barra JV**

During the June quarter 2012 NuPower completed the Phase 3 drill program at Arganara located 300km north-north east of Alice Spring in the Northern Territory of Australia. The aim of the Phase 3 program was to both infill and extend the high grade phosphate mineralisation defined in the 2011 Phase 1 and 2 Arganara drill programs. Post-quarter, 166 of 249 holes have been returned from the laboratory and already the results clearly show that the high grade phosphate footprint at Arganara prospect has increased from 17.8km² to 29.4km².

In addition to the drilling at Arganara NuPower has completed an orientation soil geochemistry survey to better understand the surface expression of the high grade phosphate to assist with phosphate exploration on NuPower's other phosphate projects. The orientation survey at Arganara showed buried high grade phosphate does give a particular surface signature which NuPower can use to cost effectively screen other areas and or assist with prioritizing other areas for exploration drilling. Following the Arganara Soil geochemical results, NuPower collected soil samples from other areas on the Lucy Creek Phosphate Project and near Rockhole bore (formally Anomaly L) on the Arganara Project (see Figure 1). Results from this work have upgraded a number of new areas for RAB drilling either later in 2012 or 2013.

During the Quarter NuPower has continued to close Mine Management Plans (MMP's) through rehabilitation and or monitoring of previous rehabilitation, on a number of Aileron Project tenements.

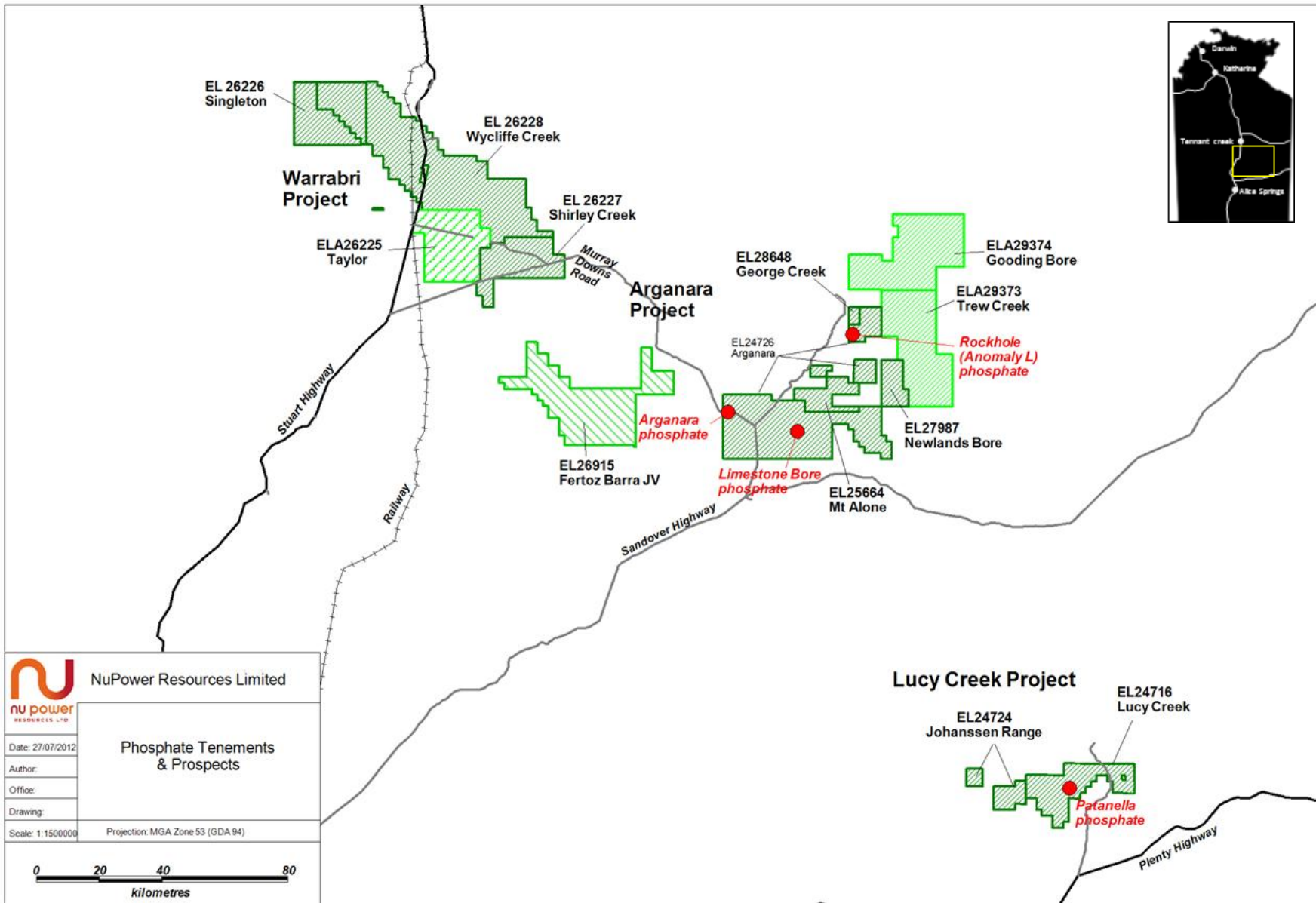


Figure 1: Nupower Northern Territory Phosphate Projects, including new applications: Trew Creek and Gooding Bore and the Fertoz Barra JV Tenement EL26915.

Level 3, 80 Clarence St, Sydney, NSW 2000
 STREET ADDRESS
 PO Box R1753, Royal Exchange, NSW 1225
 MAIL ADDRESS

+61 2 9262 4235
 TELEPHONE
 + 61 2 9262 6301
 FACSIMILE

info@nupowerresources.com.au
 EMAIL
 120 787 859
 ACN

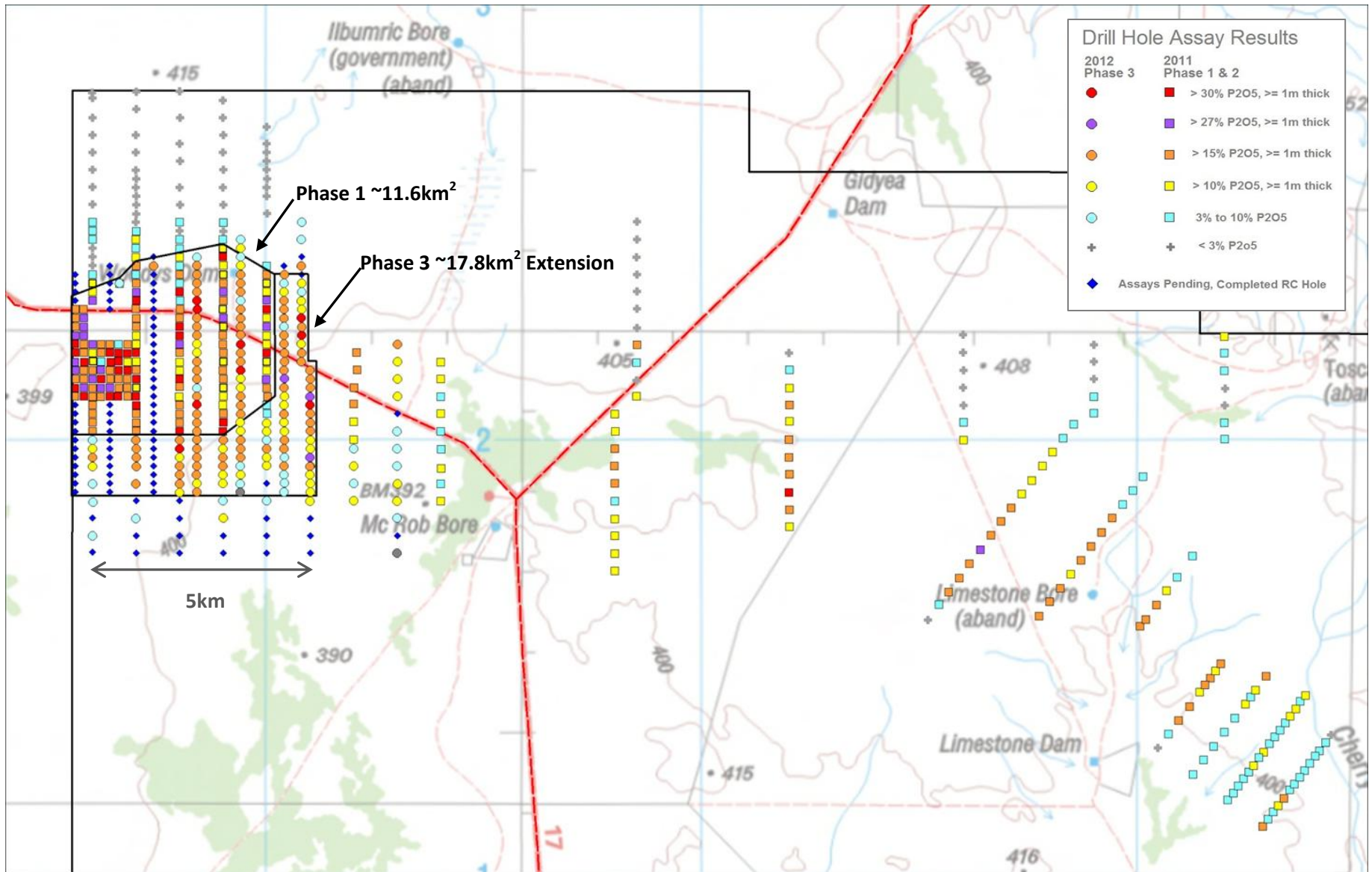


Figure 2: Arganara Phase 1 & 2 (square dots) and Phase 3 (round dots and blue diamonds) drill holes in plan view. Colours indicate grade of P₂O₅ intersected as per legend.

ARGANARA – Phosphate

During the June quarter 2012 NuPower completed the 249 hole Arganara Prospect Phase 3 Reverse Circulation (RC) Drill program. Assay Results for 166 of the holes have been received post quarter. The Phase 3 program was designed to extend and infill the 2011 Phase 1 drill program to an adequate drill density to allow calculation of a JORC compliant resources. The Arganara drill programs have discovered high grade phosphate at Arganara and shown that the Phosphate extends over 27km to Limestone bore to the south east.

Arganara Prospect Phase 3 Drill Program

On the 21st June NuPower announced it completed its Phase 3 reverse circulation (RC) drill program at Arganara. Over 34 days, 9,110m were drilled at an average rate of 268m per day. The average final depth of each hole was 36m. A scheduled mid program break of one week and a number of mandatory maintenance days were the only interruptions to drilling.

The 2012 Phase 3 Arganara Drill program has focused on two prime areas:

- Infill between the existing 1km lines to enable the calculation of a Mineral Resource.
- Extension drilling to the south and east of the 2011 Phase 1 holes at an adequate density so results may also be included in the Arganara Prospect Mineral Resource calculation.

An additional 1,110m were drilled over the initial planned program to support resource calculations. Due to preliminary resource modeling and QA/QC already being completed using data from the original 2011, 205 hole Phase 1 and 2 drill programs, the integration of the Phase 3 results should be swift enabling the timely estimation of a JORC compliant Mineral Resource. A selection of the better intersections is tabulated below:

ARC475: 3m @ 26.9% P₂O₅ from 13m including 1m @ 30.2% P₂O₅
ARC481: 7m @ 24.2% P₂O₅ from 28m including 1m @ 30.1% P₂O₅
ARC477: 6m @ 22.9% P₂O₅ from 19m including 2m @ 29.9% P₂O₅
ARC421: 8m @ 21.8% P₂O₅ from 21m including 2m @ 29.7% P₂O₅
ARC544: 7m @ 23.2% P₂O₅ from 24m including 1m @ 30.9% P₂O₅
ARC547: 4m @ 24.9% P₂O₅ from 27m including 1m @ 33.0% P₂O₅
ARC567: 5m @ 22.5% P₂O₅ from 14m including 1m @ 31.4% P₂O₅
ARC568: 3m @ 26.3% P₂O₅ from 14m including 1m @ 30.0% P₂O₅
ARC579: 4m @ 22.8% P₂O₅ from 22m including 1m @ 30.1% P₂O₅

Rockhole Bore (Formally Anomaly L)

Drilling planned at Rockhole Bore (formerly Anomaly L) has been delayed until later in 2012 or early 2013 as NuPower focuses on the Arganara prospect. Rockhole Bore is located in an embayment of the Georgina Basin, which is interpreted to open out towards the east and then expand to the north, south and east. Recent tenement applications (ELA29374 and ELA29373) are designed to cover the extensions of prospective host geology east of Rockhole Bore. Once fully granted and cleared, NuPower will conduct site visits to Trew Creek and Gooding Bore to identify any new surface phosphate mineralisation and target drilling for 2013.

Historically, rock chip samples at the Rockhole Bore have returned assays up to 40.7% P₂O₅. In 2010 NuPower conducted a site visit to Rockhole Bore and confirmed the historical results with phosphate rock chip assays up to 37.6% P₂O₅.

<i>Sample</i>	<i>East</i>	<i>North</i>	<i>P₂O₅ (%)</i>
20147	555458	7647990	24.1
20148	555438	7647985	22.7
20149	555403	7648090	17.2
20150	556259	7647667	31.8
20151	556327	7647712	37.6

2010 NuPower Surface Rock Chip Samples from Anomaly L

Arganara, Rockhole Bore and Newlands Bore phosphate soil sampling

Following a successful trial soil sampling program over the Arganara phosphate mineralization, the method was applied to the Anomaly L (renamed to Rockhole) prospect area approximately 50km NE of Arganara. Results for phosphate and other associated elements were encouraging and reinforce this as a priority drill target.

Soil sampling in the Newlands Bore tenement, part of the Arganara project area, returned negative results.

NuPower- Fertoz 'Barra JV' extends phosphate tenements adjacent to Arganara

NuPower successfully finalized the Barra JV with Fertoz Ltd (FERTOZ) to joint venture (JV) into exploration license EL26915 during the quarter. A reconnaissance visit has been made to this tenement and a RAB drilling program prepared. Fertoz have submitted a Mine Management Plan for the drilling, this has been granted. NuPower is in the process of organizing an indigenous land clearance before work can begin.

The Exploration License EL26915 is located between NuPower's Arganara and Warrabri Phosphate Projects. Arganara Phosphate mineralisation is hosted by the Arthur Creek Formation and or equivalents of the Georgina Basin. Interpretation by NuPower indicates the Arthur Creek Formation extends west from Arganara through the new Barra JV exploration license EL26915 before trending north west towards NuPower's wholly owned Warrabri Project licenses, where phosphate has been reported in NT Geological Survey historical drill records.

NuPower aims to complete a Rotary Air Blast (RAB) drill program on exploration license EL26915 targeting phosphate in late 2012 or early 2013.

LUCY CREEK – Phosphate

Soil sampling was also carried out in these tenements - with positive results. Justification for the previously planned drill programme for the area has been reinforced. A revised MMP has been submitted following the soil program.

The Lucy Creek project clearly has potential to deliver additional high grade Phosphate mineralisation. In 2009 drilling by NuPower hit a number of intersections of equal to or greater than 30% P₂O₅ at the Patenella prospect which will be the starting point for further work at Lucy Creek. The aim of the Lucy Creek Drill program will again be defining a large phosphate footprint which can be later converted into a resource.

WARRABRI – Phosphate

A soil sampling programme has been designed and will be carried out shortly, prior to a drilling programme planned for 2012/2013. A MMP is prepared and ready to be submitted for this work program. Indigenous land clearance has been completed

Drilling/Sampling will primarily focus on the Chabalowe Formation or equivalents to confirm the presence of phosphate in the area and assess its economics in terms of grade, thickness and ultimately extent.

Historically reported phosphate at Warrabri is close to the Stuart Highway and the Darwin to Alice Springs rail line, the project has logistical advantage over existing Phosphate projects in the region.

STRANGWAYS – Rear Earth Elements (REE's)

Results of further fieldwork, and the conclusions of a Consultant Structural Geologist, are not sufficiently encouraging to warrant further exploration during the current field season.

AILERON PROJECT AREAS – Channel Uranium

Yalvirimbi

Reconnaissance mapping and sampling was done to follow up radiometric anomalies and high rock sample uranium assays obtained by a previous explorer. Results showed the radiometric anomalies to be due to high background U and Th in metamorphic rocks and the rock samples to have been highly selective. No further hard-rock uranium exploration is planned. Post Quarter a large portion of the tenement was relinquished.

WESTMORELAND PROJECT – Uranium

EVA and Cobar Mining Leases

Planning is being done to close the Mine Management Plan for these areas and to recover the bond which has previously been paid. An environmental monitoring site trip was completed during the December quarter; samples were collected at both the Eva and Cobar Mining leases to assist with the closure process.


Lagoon Creek JV – NUP 50%

During the December quarter a VTEM helicopter electromagnetic survey was commissioned and commenced over the entire Lagoon Creek exploration licence. The aim of the survey is to find extensions or zones of blind mineralisation adjacent to existing uranium prospects previously identified and also explore beneath or in the cover sequences that lie across large areas of the Lagoon Creek tenement. Unfortunately early onset of the wet season stopped the survey before completion during November. The remaining survey is now planned for late 2012. VTEM surveys can identify conductive bodies that may be related to uranium or other styles of conductive mineralisation with enough detail to enable direct targeting with drilling.

CORPORATE

NuPower continues to streamline its operations in an effort to conserve cash for exploration.

Signed:



Andrew Johnstone
Managing Director

The information in this document that relates to Exploration Results, Mineral Resources or Ore Reserves is based on information compiled by Andrew Johnstone, who is a Member of the Australian Institute of Geoscientists. Andrew Johnstone has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking 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'. Andrew Johnstone, who is an officer of the Company, consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

This release contains forward-looking statements. The actual results could differ materially from a conclusion, forecast or projection in the forward-looking information. Certain material factors or assumptions were applied in drawing a conclusion or making a forecast or projection as reflected in the forward-looking information.

Level 3, 80 Clarence St, Sydney, NSW 2000
STREET ADDRESS
PO Box R1753, Royal Exchange, NSW 1225
MAIL ADDRESS

+61 2 9262 4235
TELEPHONE
+ 61 2 9262 6301
FACSIMILE

info@nupowerresources.com.au
EMAIL
120 787 859
ACN