



ASX Announcement

31 July 2019

Quarterly Activities Report – Quarter Ended 30 June 2019

Caeneus Minerals Ltd (“Caeneus” or “the Company”) is pleased to provide the following report on its activities for the quarter ended 30 June 2019.

Exploration

Although there was no material information reported on the Company explorations activities during the quarter, the Company has maintained the statutory requirements of its licences.

Corporate

Consolidation

In accordance with ASX listing Rule 3.13.2 and Section 251AA of the Corporations Act 2001 (Cth), the Company advised that the resolution put at the General Meeting held on 12 April 2019 at BGC Conference Centre, Ground Floor, 28 The Esplanade, Perth WA was passed by the requisite majority on a show of hands. Details of proxies in respect of the resolution is set out in the proxy summary below:

1. Consolidation of Capital

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For		Against		Abstain	
8,218,475,076	99.5%	39,405,586	0.5%	-	-

The Company advised that the issue date of the shares was 30 April 2019.

Accordingly, trading recommenced on a normal T+2 basis on 1 May 2019, and the first settlement of the trades conducted on a deferred settlement basis and on a normal T+2 basis occurred on 3 May 2019.

Trading Halt

On 28 May 2019, the Company requested an immediate trading halt of its securities pending the release of a response to an ASX query and capital raising.

The Company requested that the trading halt be kept in place until the earlier of an announcement to market or the commencement of trading on 30 May 2019.

Capital Raising

On 30 May 2019, The Company announced a capital raising via a Placement of 279,294,831 fully paid ordinary shares at an issue price of \$0.0007 each for a total amount raised of \$195,506 to sophisticated and professional investors of the Company from the Company's Listing Rule 7.1 placement capacity. The company also issued a 1 for 1 attaching option exercisable at \$0.0025 expiring on or before 31 December 2024 (subject to shareholder approval pursuant to Listing Rule 7.1).

The Company intends to undertake a further capital raising during the current quarter to meet its ongoing expenditure requirements.

Unmarketable Parcel Share Sale

The Company established a Share Sale Facility for holders of Unmarketable Parcels of shares in the Company (refer to 24 June 2019 announcement).

The ASX listing Rules defines an "Unmarketable Parcel" as those with a market value of less than \$500. As at market close on the 19 June 2019 (**Record Date**), an unmarketable parcel of shares in the Company is any shareholding of 499,999 ordinary shares or less, based on the closing price of \$0.001 per share. This represents 383,517,625 ordinary shares of the Company, held by 9,753 shareholders (**Sale Shares**).

Holders of Unmarketable Parcels who wish to retain their shares can either:

- a. Elect to retain their shares by returning the Share Sale Facility Form; or
- b. If they have multiple holdings, consolidate these under a single HIN/SRN such that the combined shareholding is greater than \$500; or
- c. Purchase additional shares under the same HIN/SRN such that their shareholding value is greater than \$500.

Any holder of Unmarketable Parcels who do not take one of the actions above will have their shares sold and the proceeds sent to them; provided that the Company is able to arrange for the sale of the shares at or above the minimum price required by the Company's Constitution.

The Company is providing the Facility so that holders of Unmarketable Parcels can have their shares sold without incurring any brokerage or handling costs that could otherwise make the sale of their share uneconomic and/or difficult. The Company will organise remittance of sale proceeds for those shareholders who participate in the Facility.

The Company values all of its shareholders, however by making this Facility available, the Company expects to reduce the significant administrative costs associated with maintaining a large number of small holdings.

A summary of the key dates in relation to the Facility is as follows:

Event	Date
Record Date for determining Unmarketable Parcels	19 June 2019
Announcement to ASX regarding Unmarketable Parcels	24 June 2019
Letters sent to shareholders holding Unmarketable Parcels	26 June 2019
Closing Date for receipt of Share Sale Facility Form	16 August 2019

A copy of the letter sent to all shareholders holding an Unmarketable Parcel of the Company's shares as at the Record Date is attached to the announcement dated 24 June 2019.

For and on behalf of the board

Johnathon Busing

Non-Executive Director and Company Secretary

Caeneus Minerals Limited

Forward Looking Statements Disclaimer

This announcement contains forward-looking statements that involve a number of risks and uncertainties. These forward-looking statements are expressed in good faith and believed to have a reasonable basis. These statements reflect current expectations, intentions or strategies regarding the future and assumptions based on currently available information. Should one or more of the risks or uncertainties materialise, or should underlying assumptions prove incorrect, actual results may vary from the expectations, intentions and strategies described in this announcement. No obligation is assumed to update forward looking statements if these beliefs, opinions and estimates should change or to reflect other future developments.

CORPORATE INFORMATION

Board

Peter Christie	Chairman
David Sanders	Non-Executive Director
Johnathon Busing	Non-Executive Director/Company Secretary

Registered Office and Principal Place of Business

Ground Floor
168 Stirling Highway
Nedlands WA 6009
Telephone: +61 (8) 6165 8858

Forward Shareholder Enquiries to

Advanced Share Registry Pty Ltd
110 Stirling Hwy, Nedlands WA 6009
Telephone: 61 8 9389 8033

Issued Share Capital

As at the date of this report (30 June 2019), the total fully paid ordinary shares on issue were 2,141,260,371.

TENEMENT INFORMATION (ASX Listing Rule 5.3.3)

The table below shows the interests in tenements held by Caeneus Minerals Ltd and its wholly owned subsidiaries and is provided in accordance with ASX Listing Rule 5.3.3.

STATE OF NEVADA, UNITES STATES OF AMERICA TENEMENTS

Columbus Marsh Project

Location	Project Name	Claim #	Ownership	Titleholder
Nevada, USA	Columbus Marsh	CSM32	<i>Refer to Note 1 below</i>	Gold Exploration Management Inc.
Nevada, USA	Columbus Marsh	CSM33	<i>Refer to Note 1 below</i>	Gold Exploration Management Inc.
Nevada, USA	Columbus Marsh	CSM34	<i>Refer to Note 1 below</i>	Gold Exploration Management Inc.
Nevada, USA	Columbus Marsh	CSM35	<i>Refer to Note 1 below</i>	Gold Exploration Management Inc.
Nevada, USA	Columbus Marsh	CSM36	<i>Refer to Note 1 below</i>	Gold Exploration Management Inc.
Nevada, USA	Columbus Marsh	CSME1	<i>Refer to Note 1 below</i>	Gold Exploration Management Inc.
Nevada, USA	Columbus Marsh	CSME2	<i>Refer to Note 1 below</i>	Gold Exploration Management Inc.
Nevada, USA	Columbus Marsh	CSME3	<i>Refer to Note 1 below</i>	Gold Exploration Management Inc.
Nevada, USA	Columbus Marsh	CSM1	<i>Refer to Note 1 below</i>	Gold Exploration Management Inc.
Nevada, USA	Columbus Marsh	CSM2	<i>Refer to Note 1 below</i>	Gold Exploration Management Inc.
Nevada, USA	Columbus Marsh	CSM3	<i>Refer to Note 1 below</i>	Gold Exploration Management Inc.
Nevada, USA	Columbus Marsh	CSM4	<i>Refer to Note 1 below</i>	Gold Exploration Management Inc.
Nevada, USA	Columbus Marsh	CSM5	<i>Refer to Note 1 below</i>	Gold Exploration Management Inc.
Nevada, USA	Columbus Marsh	CSM6	<i>Refer to Note 1 below</i>	Gold Exploration Management Inc.
Nevada, USA	Columbus Marsh	CSM1W	<i>Refer to Note 1 below</i>	Gold Exploration Management Inc.
Nevada, USA	Columbus Marsh	CSM5W	<i>Refer to Note 1 below</i>	Gold Exploration Management Inc.
Nevada, USA	Columbus Marsh	CSM28	<i>Refer to Note 1 below</i>	Gold Exploration Management Inc.
Nevada, USA	Columbus Marsh	CSM27	<i>Refer to Note 1 below</i>	Gold Exploration Management Inc.
Nevada, USA	Columbus Marsh	CSM29	<i>Refer to Note 1 below</i>	Gold Exploration Management Inc.
Nevada, USA	Columbus Marsh	CSM30	<i>Refer to Note 1 below</i>	Gold Exploration Management Inc.
Nevada, USA	Columbus Marsh	CSM31	<i>Refer to Note 1 below</i>	Gold Exploration Management Inc.

Note 1: ATC Resources Pty Ltd ("ATC Resources") has entered into the assignments of binding Options Agreements to acquire 100% of Scotty's South and Columbus Marsh from Gold Exploration Management Inc. ATC Resources is a wholly owned subsidiary of Caeneus Minerals Ltd.

New King Project

Location	Project Name	Claim #	Ownership	Titleholder
Nevada, USA	New King	KVA1	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	KVA2	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	KVA3	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	KVA4	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	KVA5	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	KVA6	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	KVA7	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	KVA8	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	KVA9	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	KVA10	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	KVA11	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP1	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP2	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP3	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP4	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP5	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 9	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 10	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 11	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 12	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 13	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 17	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 18	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 19	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 20	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.

Nevada, USA	New King	MTP 21	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 25	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP26	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 27	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 28	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 29	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MPT 36	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 37	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 38	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MPT 39	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP51	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP52	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP53	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP54	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP55	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP56	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 60	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 61	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 62	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 63	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 64	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 65	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 66	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 85	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 86	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 87	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.

Nevada, USA	New King	MTP 88	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 89	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 90	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 91	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 92	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 96	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 97	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 98	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 99	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 100	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 101	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 102	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 107	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 108	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 109	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 110	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 111	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 112	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 113	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 114	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 115	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 116	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 117	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.
Nevada, USA	New King	MTP 118	<i>Refer to Note 2 below</i>	Gold Exploration Management Inc.

Note 2: Nevada Clays Pty Ltd (“Nevada Clays”) has entered into the assignments of binding Options Agreements to acquire 100% of New King from Gold Exploration Management Inc. Nevada Clays is a wholly owned subsidiary of Caeneus Minerals Ltd.

AUSTRALIAN TENEMENTS

Location	Project Name	Tenement #	Ownership	Titleholder
Western Australia	Pardoo	E45/1866	100%	Plumridge East Pty Ltd
Western Australia	Pardoo	E45/4279	100%	Plumridge East Pty Ltd
Western Australia	Pardoo	E45/4585	100%	Port Exploration Pty Ltd
Western Australia	Pardoo	E45/4671	100%	Plumridge East Pty Ltd
Western Australia	Roberts Hill Project	E47/3846	100%	Mount Roe Mining Pty Ltd
Western Australia	Mt Berghaus Project	E45/5041	100%	Mount Roe Mining Pty Ltd
Western Australia	Yule River Project	E47/3857	100%	Blue Ribbon Mines Pilbara Pty Ltd

Appendix 5B

Mining exploration entity and oil and gas exploration entity quarterly report

Introduced 01/07/96 Origin Appendix 8 Amended 01/07/97, 01/07/98, 30/09/01, 01/06/10, 17/12/10, 01/05/13, 01/09/16

Name of entity

CAENEUS MINERALS LTD

ABN

42 082 593 235

Quarter ended ("current quarter")

30 June 2019

Consolidated statement of cash flows	Current quarter \$A'000	Year to date (12 months) \$A'000
1. Cash flows from operating activities		
1.1 Receipts from customers		
1.2 Payments for		
(a) exploration & evaluation	(53)	(836)
(b) development	-	-
(c) production	-	-
(d) staff costs	(28)	(130)
(e) administration and corporate costs	(156)	(615)
1.3 Dividends received (see note 3)	-	-
1.4 Interest received	-	-
1.5 Interest and other costs of finance paid	-	-
1.6 Income taxes paid	-	-
1.7 Research and development refunds	-	-
1.8 Other (GST refunds)	13	134
1.9 Net cash from / (used in) operating activities	(224)	(1447)

2. Cash flows from investing activities		
2.1 Payments to acquire:		
(a) property, plant and equipment	-	-
(b) tenements (see item 10)	-	-
(c) investments	-	-
(d) other non-current assets	-	-

Consolidated statement of cash flows		Current quarter	Year to date (12 months)
		\$A'000	\$A'000
2.2	Proceeds from the disposal of:		
	(a) property, plant and equipment	-	-
	(b) tenements (see item 10)	-	-
	(c) investments	-	-
	(d) other non-current assets	-	-
2.3	Cash flows from loans to other entities	-	-
2.4	Dividends received (see note 3)	-	-
2.5	Other (provide details if material)	-	-
2.6	Net cash from / (used in) investing activities	-	-

3.	Cash flows from financing activities		
3.1	Proceeds from issues of shares	196	782
3.2	Proceeds from issue of convertible notes	-	450
3.3	Proceeds from exercise of share options	-	-
3.4	Transaction costs related to issues of shares, convertible notes or options	(7)	(24)
3.5	Funds Advanced	-	-
3.6	Repayment of borrowings	-	-
3.7	Transaction costs related to loans and borrowings	-	-
3.8	Dividends paid	-	-
3.9	Other (shares yet to be issued)	-	-
3.10	Net cash from / (used in) financing activities	189	1,208

4.	Net increase / (decrease) in cash and cash equivalents for the period		
4.1	Cash and cash equivalents at beginning of period	165	369
4.2	Net cash from / (used in) operating activities (item 1.9 above)	(224)	(1,447)
4.3	Net cash from / (used in) investing activities (item 2.6 above)	-	-
4.4	Net cash from / (used in) financing activities (item 3.10 above)	189	1,208
4.5	Effect of movement in exchange rates on cash held	-	-
4.6	Cash and cash equivalents at end of period	130	130

5. Reconciliation of cash and cash equivalents at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	Current quarter \$A'000	Previous quarter \$A'000
5.1 Bank balances	130	165
5.2 Call deposits	-	-
5.3 Bank overdrafts	-	-
5.4 Other (provide details)	-	-
5.5 Cash and cash equivalents at end of quarter (should equal item 4.6 above)	130	165

6. Payments to directors of the entity and their associates	Current quarter \$A'000
6.1 Aggregate amount of payments to these parties included in item 1.2	28
6.2 Aggregate amount of cash flow from loans to these parties included in item 2.3	-
6.3 Include below any explanation necessary to understand the transactions included in items 6.1 and 6.2	

Payments for director fees: \$28,050*

All payments are on normal commercial terms

*Payments on cash basis includes services rendered prior to and including June quarter

7. Payments to related entities of the entity and their associates	Current quarter \$A'000
7.1 Aggregate amount of payments to these parties included in item 1.2	-
7.2 Aggregate amount of cash flow from loans to these parties included in item 2.3	-
7.3 Include below any explanation necessary to understand the transactions included in items 7.1 and 7.2	

N/A

Mining exploration entity and oil and gas exploration entity quarterly report

8. Financing facilities available

Add notes as necessary for an understanding of the position

Total facility amount at quarter end \$A'000	Amount drawn at quarter end \$A'000
-	-
-	-
-	-

8.1 Loan facilities

8.2 Credit standby arrangements

8.3 Other (please specify)

8.4 Include below a description of each facility above, including the lender, interest rate and whether it is secured or unsecured. If any additional facilities have been entered into or are proposed to be entered into after quarter end, include details of those facilities as well.

N/A

9. Estimated cash outflows for next quarter	\$A'000
9.1 Exploration and evaluation	50
9.2 Development	-
9.3 Production	-
9.4 Staff costs	-
9.5 Administration and corporate costs	72
9.6 Total estimated cash outflows	122

10. Changes in tenements (items 2.1(b) and 2.2(b) above)	Tenement reference and location	Nature of interest	Interest at beginning of quarter	Interest at end of quarter
10.1 Interests in mining tenements and petroleum tenements lapsed, relinquished or reduced				
10.2 Interests in mining tenements and petroleum tenements acquired or increased				

Compliance statement

- 1 This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.
- 2 This statement gives a true and fair view of the matters disclosed.

Sign here:

Company Secretary

Date: 31 July 2019

Print name: Johnathon Busing

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 that wishes to disclose additional information is encouraged to do so, in a note or notes included in or attached to this report.
2. If this quarterly report has been prepared in accordance with Australian Accounting Standards, 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. If this quarterly report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standards apply to this report.
3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.