

Appendix 5B

Mining exploration entity quarterly report

Name of entity

MILLENNIUM MINERALS LIMITED

ABN

85 003 257 556

Quarter ended ("current quarter")

31 December 2015

Consolidated statement of cash flows

	Current quarter A\$'000	Year to date (12 months) A\$'000
Cash flows related to operating activities		
1.1 Receipts from product sales and related debtors	33,534	139,463
1.2 Payments for (a) exploration and evaluation	(299)	(1,350)
(b) production	(22,875)	(94,463)
(c) development	(1,776)	(4,788)
(d) administration	(1,046)	(4,751)
1.3 Interest and other items of a similar nature received	18	35
1.4 Other – Royalties	(2,365)	(9,612)
Other – Mining Rehabilitation Fund	-	(88)
Net Operating Cash Flows	5,191	24,446
Cash flows related to investing activities		
1.5 Proceeds from sale of property	89	89
1.6 Payment for purchases of property, plant and equipment	(114)	(387)
1.7 Other (provide details if material)		
- sale of Tenements	-	3,800
Net investing cash flows	(25)	3,502
1.8 Total operating and investing cash flows (carried forward)	5,166	27,948

+ See chapter 19 for defined terms.

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		Current quarter A\$'000	Year to date (12 months) A\$'000
1.9	Total operating and investing cash flows (brought forward)	5,166	27,948
	Cash flows related to financing activities		
1.10	Proceeds from issues of shares, options, etc.	21,000	21,000
1.11	Costs in relation to equity raising	(1,471)	(1,706)
1.12	Repayment of borrowings	(16,476)	(31,816)
1.13	Finance lease payments	(1,597)	(3,662)
1.14	Interest paid	(108)	(941)
1.15	Other – cost of borrowings	(155)	(1,072)
	Net financing cash flows	1,194	(18,196)
	Net increase (decrease) in cash held	6,360	9,752
1.16	Cash at beginning of quarter/year to date	5,054	1,662
1.17	Cash at end of quarter	11,414	11,414

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
1.18	Aggregate amount of payments to the parties included in item 1.2	152
1.19	Aggregate amount of loans to the parties included in item 1.10	
1.20	Explanation necessary for an understanding of the transactions	
	Item 1.18 relates to non-executive and executive directors services	

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	None
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	None

+ See chapter 19 for defined terms.

Financing facilities available

Add notes as necessary for an understanding of the position.

	Amount available to be drawn A\$'000	Amount outstanding to be repaid A\$'000
3.1 Loan facilities*	-	3,978
3.2 Credit standby arrangements	-	-

* Loan facilities includes the Senior Debt facility (\$3.69M) and the Finance Lease facility (\$0.29M)

Estimated cash outflows for next quarter*

	A\$'000
4.1 Exploration and evaluation	2,589
4.2 Development	1,015
4.3 Production	23,766
4.4 Administration	1,295
Total	28,665

* Cash outflows will be funded predominantly by gold sales during that quarter.

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	11,414	5,054
5.2 Deposits at call	-	-
5.3 Bank overdraft	-	-
5.4 Other	-	-
Total: cash at end of quarter (item 1.22)	11,414	5,054

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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	P46/1604 P46/1605	100% ownership 100% ownership	100% 100%	- -
6.2	Interests in mining tenements acquired or increased	-	-	-	-

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)	Amount paid up per security (see note 3)
7.1	+Preference securities	-	-		
7.2	Changes during quarter				
	(a) Increases through issues	-	-		
	(b) Decreases through returns of capital, buy-backs, redemptions	-	-		
7.3	+Ordinary securities	Listed			
		742,695,372	742,695,372		
7.4	Changes during quarter				
	(a) Increases through issues	525,000,000	525,000,000		
	(b) Decreases through returns of capital, buybacks	-	-		
7.5	+Convertible debt securities	-	-		
7.6	Changes during quarter				
	(a) Increases through issues	-	-		
	(b) Decreases through securities matured, converted	-	-		

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	Total number	Number quoted	Exercise price	Expiry date
7.7 Options (<i>description and conversion factor</i>)	<u>Unlisted</u>			
	1,000,000		15.00 cents	30 Sep 2016
	1,000,000		20.00 cents	30 Sep 2016
	10,000,000		4.00 cents	18 Mar 2017
	14,000,000		5.80 cents	10 Dec 2017
	6,000,000		2.834 cents	7 Dec 2018
	6,000,000		2.834 cents	7 Dec 2018
	26,600,000		7.90 cents	18 Nov 2019
7.8 Issued during quarter	<u>Unlisted</u>			
	14,000,000		5.80 cents	10 Dec 2017
	6,000,000		2.834 cents	7 Dec 2018
	26,600,000		7.90 cents	18 Nov 2019
7.9 Exercised during quarter	-	-		
7.10 Expired during quarter	-	-		
7.11 Debentures (<i>totals only</i>)	-	-		
7.12 Unsecured notes (<i>totals only</i>)	-	-		

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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 4).

2 This statement does ~~/does not~~* (*delete one*) give a true and fair view of the matters disclosed.

Sign here: **PIERRE MALHERBE**
(~~Director~~/Company Secretary)

Date: **27 January 2016**

Print name: **PIERRE MALHERBE**

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 1022: Accounting for Extractive Industries* and *AASB 1026: Statement of Cash Flows* apply to this report.
- 5 Accounting Standards. ASX will accept, for example, the use of International Accounting 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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