

31 July 2015

Company Announcements Office  
Australian Securities Exchange  
20 Bridge St  
Sydney NSW 2000



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## June 2015 Quarterly Activities Report

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Australian gold and copper producer, Minera Gold Limited (ASX: MIZ, Minera, the Company) presents to shareholders its activities report for the quarter ended 30 June 2015.

### Summary for the quarter

- A\$1.4m capital raised via convertible note offering
- Board changes effected throughout the quarter
- 3,585 tonnes of copper ore was toll treated during the quarter.

### Key points to 30 July 2015

- Strategic review announced
- Executive management changes
- Shares placed in voluntary suspension
- Renewal and retention of key operational concessions
- Forfeiture of Tumi exploration concessions
- Confirmation of various administrative breaches on finance facilities

### Overview

#### 1. Operations

As noted in the March 2015 quarterly, the construction of a temporary tailings storage solution in June allowed the copper sulphide circuit to recommence operations. This was running on a semi-continuous basis at the end of the quarter.

During the June quarter, the copper sulphide circuit of San Santiago processed 3,585 tonnes of copper ore via toll treating (Q1: 7,898 tonnes). This was for a cash revenue of US\$0.1 million USD (Q1:US\$0.2m). The total costs for running the plant through the quarter was US\$0.2m.

Remnant copper stockpiles totalling 175 tonnes were processed through the mill generating 12.63 tonnes of copper concentrate. The grade of the copper concentrate averaged 23.88% Cu.

The temporary fully permitted tailings storage solution was constructed during the period which enabled the copper circuit to operate. This will provide approximately nine months of continuous tailings deposition capacity. No deposition of tailings has taken place since April into the main tailings storage facility while a longer-term solution is determined.

The Gold circuit remains on care and maintenance.

## 2. Exploration

A number of exploration updates were issued throughout the quarter highlighting the continuing geological potential within the many concessions that Minera possesses. Refer to announcements made on 29 May, 1<sup>st</sup> June and 2<sup>nd</sup> June 2015.

During the quarter due to Minera's financial position and various administrative oversights, the concessions referred to as Tumi were forfeited, refer to Table 1, below:

**Table 1: Tumi Concessions Forfeited**

No.	Name	Code	Hectares	Tenant	Record No.
1	Sustitucion IV	010042602	500	Mundo Minerals SAC	11603533
2	Sustitucion	010249098	399.4	Mundo Minerals SAC	11603525
3	Sustitucion V	010028003	500	Mundo Minerals SAC	11612686
4	Tumi III	010935395	1000	Mundo Minerals SAC	20003538
5	Tumi I	010935195	414.96	Mundo Minerals SAC	02030885

All other concessions relating to the San Santiago plant, Torrecillas Gold and local copper concessions were renewed and remain in good standing.

The Company continues to hold discussions with various entities regarding the potential for Joint Ventures and other potential arrangements regarding its portfolio of concessions.

## 3. Financial

The June 2015 quarter proved to be another difficult quarter for Minera. The quarter commenced with an unsecured convertible note offering whereby existing major shareholders contributed \$1.4m million in cash.

The funds are in the form of a new series of convertible loans and the conversion of these loans into equity was approved at the annual general meeting held on the 28<sup>th</sup> of May 2015.

Subject to a final audit review, as at 30 June 2015, a number of unsecured funding arrangements are in technical breach and the Company is in the process of rectifying them. The Company is encouraged by the response it has received from many of its financing counterparts as it continues to work with them to rectify and optimise its position.

At the end of the quarter the company had \$80,000 AUD and was working very closely with a number of parties to provide a financial outcome for the company's poor financial situation.

## 4. Corporate

As previously reported to the market, there were a number of changes to the Board in May 2015 and on 28 May 2015 the Board welcomed the appointment of Mr Ismael Benavides as our new Peruvian based Chairman alongside Mr Campbell Baird the current Director with technical oversight for Minera Gold's operations in Peru.

As the quarter closed out, with the assistance of the new Directors and the appointment of Mr Frank Terranova as a strategic executive consultant to the Company, the Board underwent another change, with Mr Ashley Pattison ceasing to be Managing Director and CEO in July 2015.

As a result Mr Ismael Benavides and Mr Campbell Baird have assumed a temporary executive capacity with the Chairman Mr. Ismael Benavides overseeing all in country and community

relations, Mr Campbell Baird will oversee the operational delivery and day to day operations of the existing assets. Ms Angeline Hicks continues to oversee all compliance and statutory reporting.

Mr. Frank Terranova will continue to be an executive consultant to the Company, progressing the strategic review whilst assisting the Company with a re-capitalisation program and formulating various strategic alternatives.

### Voluntary Suspension

The Company's securities are currently in voluntary suspension, we will continue to keep the market updated on this matter. The Company will continue to comply with its disclosures obligations during this suspension period.

For and on behalf of the Board,

**Ismael Benavides**

**Chairman**

**31 July 2015**

For further information, please contact

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Angeline Hicks

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### Competent Person's Statement

The information in this report that relates to Exploration Results and Mineral Resources is based on information reviewed by Dr Alex Losada-Calderon who is a Member of the Australasian Institute of Mining and Metallurgy. Dr Losada-Calderon is employed by TAE Resources Pty Ltd, who acts as consulting geologist to Minera Gold Limited. Dr Losada-Calderon has sufficient experience which is relevant to the style of mineralisation and the type of deposits 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. Dr Losada-Calderon 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 Statements

The document (Document) is provided on the basis that none of Minera Gold Limited ACN 117 790 897 (MIZ) nor its respective officers, shareholders, related bodies corporate, partners, affiliates, employees, representatives and advisers make any representation or warranty (express or implied) as to the origin, validity, accuracy, reliability, relevance, currency or completeness of the material contained in the Document and no responsibility is taken for any errors or omissions. Nothing contained in the Document is, or may be relied upon as, a promise, representation or warranty, whether as to the past or the future. MIZ excludes all warranties (including implied warranties) and all liability that can be excluded by law for any loss, claim, damage, cost or expense of any nature arising out of that Document (or any accompanying or other information) whatsoever, nor by reason of any reliance upon it. MIZ accepts no responsibility to update any person regarding any inaccuracy, omission or change in information in this Document or any other information made available to a person nor any obligation to furnish the person with any further information.

The Document may contain prospective financial material which is predictive in nature and based on certain assumptions. Accordingly, actual financial results may be affected by assumptions which prove to be inaccurate or by known or unknown risks and uncertainties, and are likely to differ, possibly materially, from results ultimately achieved. The Document may contain "forward-looking statements". All statements other than those of historical facts included in the Document are forward-looking statements including, without limitation, (i) estimates of future earnings, and the sensitivity of earnings to the gold and other metals prices; (ii) estimates of future gold and other metals production and sales; (iii) estimates of future cash costs; (iv) estimates of future cash flows, and the sensitivity of cash flows to gold and other metals prices; (v) estimates of future capital expenditures; and (vi) estimates of reserves, and statements regarding future exploration results and the replacement of reserves. Where MIZ expresses or implies an expectation or belief as to future events or results, such expectation or belief is expressed in good faith and believed to have a reasonable basis. However, forward-looking statements are subject to risks, uncertainties and other factors, which could cause actual results to differ materially from future results expressed, projected or implied by such forward-looking statements. Such risks include, but are not limited to, gold and other metals price volatility, currency fluctuations, increased production costs and variances in ore grade, recovery rates or other matters from those assumed in mining plans, as well as political and operational risks and governmental regulation and judicial outcomes. MIZ does not undertake any obligation to release publicly any revisions to any "forward-looking statement" to reflect events or circumstances after the date of the Document, or to reflect the occurrence of unanticipated events, except as may be required under applicable securities laws.

# Appendix 5B

## Mining exploration entity quarterly report

Name of entity : **Minera Gold Limited**

Quarter ended ("current  
quarter")

ABN : 97 117 790 897

30 June 2015

### Consolidated statement of cash flows

Cash flows related to continuing operating activities	Current quarter \$A'000	Year to date (6 months) \$A'000
1.1 a Receipts from product sales and related debtors (see note)	162	917
1.2 a Payments for		
(a) exploration & evaluation & development	(60)	(140)
(b) production (current and historical creditors)	(733)	(1,500)
(c) ore purchasing	-	(471)
(d) administration (inc Legal and Accounting)	(850)	(1,400)
1.3 a Dividends received	-	-
1.4 a Interest and other items of a similar nature received	1	1
1.5 a Interest and other costs of finance paid	(41)	(51)
1.6 a Taxes paid	-	(26)
1.7 a Other (provide details if material)	-	-
<b>Net Operating Cash Flows from Operations</b>	<b>(1,521)</b>	<b>(2,670)</b>
<b>Net Cash Flows from Investing</b>		
1.8 Payment for purchases of:		
(a) prospects	-	-
(b) equity investments	-	-
(c) other fixed assets	-	(22)
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	-	-
<b>Total Cash Flows from Investing</b>	<b>-</b>	<b>(22)</b>
<b>Cash flows related to financing activities</b>		
1.14 Proceeds from issues of shares, options, etc.	-	-
1.15 Proceeds from sale of forfeited shares	-	-
1.16 Proceeds from borrowings (convertible notes)	1,334	1,963
1.17 Repayment of borrowings	-	(150)
1.18 Silverstream metal deliveries	(122)	(122)
1.19 Other (provide details if material)		
(a) Return of funds in Escrow relating to San Santiago purchase	-	644
<b>Net financing cash flows from Operations</b>	<b>1,212</b>	<b>2,335</b>
<b>Net increase (decrease) in cash held</b>	<b>(309)</b>	<b>(357)</b>
1.20 Cash at beginning of quarter/year to date	392	414
1.21 Exchange rate adjustments to item 1.20	(3)	23
1.22 <b>Cash at end of quarter</b>	<b>80</b>	<b>80</b>

**Payments to directors of the entity and associates of the directors**

		Current quarter \$A'000
1.23	Aggregate amount of payments to the parties included in item 1.2	(234)
1.24	Aggregate amount of loans to the parties included in item 1.10	-
1.25	Explanation necessary for an understanding of the transactions	
NOTES	1.23 These payments to directors and director-related entities are for director fees, salaries, superannuation and payments for consulting services to entities associated with directors.	

**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	<p><b>Convertible Note</b></p> <ul style="list-style-type: none"> <li>• Interest accrued on outstanding convertible notes of \$282 (prior qtr=\$198k)</li> <li>• Conversion of convertible notes (Principal) of \$250k(prior qtr=\$275k)</li> <li>• Conversion of convertible notes (Interest) of \$30k (prior qtr=\$19k)</li> </ul>
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	Not applicable

**Financing facilities available**

Add note as necessary for an understanding of the position.

	Amount available \$A'000	Amount used \$A'000
3.1	Anglo Pacific Group Loan facility	1,565
3.2	Convertible Note – Various Subscribers (Sep13)	1,420
3.3	Convertible Note – Various Subscribers (Dec14)	322
3.4	Convertible Note – Various Subscribers (Mar15)	1,970
3.5	Loan – Everest Capital	659
3.6	Convertible Note – USD Accounts	2,419
3.7	Other	40

**Estimated cash outflows for next quarter – 1 July 2015 to 30 September 2015**

		\$A'000
4.1	Exploration and evaluation	-
4.2	Development	-
4.3	Production	(500)
4.4	Capital expenditure	-
4.5	Administration	(750)
4.6	Silverstream Metal Stream	(390)
<b>Total</b>		<b>(1,640)</b>

### 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	80	414
5.2	Deposits at call	-	-
5.3	Bank overdraft	-	-
5.4	Other (provide details)	-	-
<b>Total: cash at end of quarter (item 1.22)</b>		80	414

### 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	SUSTITUCION IV 010042602	500 Hectares	100%	0%
		SUSTITUCION 010249098	399 Hectares	100%	0%
		SUSTITUCION V 010028003	500 Hectares	100%	0%
		TUMI III 010935395	1000 Hectare	100%	0%
		TUMI I 010935195	415 Hectares	100%	0%
6.2	Interests in mining tenements acquired or increased	Nil	-	-	

**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	<b>Preference</b> <sup>+</sup> securities <i>(description)</i>	n/a	n/a	n/a	n/a
7.2	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions	n/a	n/a	n/a	n/a
7.3	<b><sup>+</sup>Ordinary securities</b>	<b>3,468,826,658</b>	<b>3,468,826,658</b>	<b>n/a</b>	<b>n/a</b>
7.4	Changes during quarter (a) <b>Increases</b> through conversion of Convertible Loan Principal	27,272,727 275,000,000	27,272,727 275,000,000	0.0011 \$0.0008	0.0011 \$0.0008
	(b) <b>Increases</b> through conversion of Convertible Loan Interest	4,977,664 25,606,588	4,977,664 25,606,588	\$0.0013 \$0.0009	\$0.0013 \$0.0009
	(c) <b>Increases</b> through shares issued in lieu of cash (invoice)	62,231,666 8,250,000	62,231,667 8,250,000	\$0.0015 \$0.0020	\$0.0015 \$0.0020
7.5	<b><sup>+</sup>Convertible debt securities</b> <i>(description)</i>	<b>\$ Value</b>			
7.6	Changes during quarter (a) <b>Increases</b> through issues (b) <b>Decreases</b> through securities matured or converted	\$1,250,000 \$-279,517			
7.7	<b>Options</b>	<b><u>Total on Issue</u></b>		<b><u>Exercise price</u></b>	<b><u>Expiry date</u></b>
	<i>Options – Directors (UNLISTED)</i>	4,500,000 4,500,000 22,500,000		\$0.09 \$0.15 \$0.02	13 Sept 2017 13 Sept 2017 4 December 2016
		<b>31,500,000</b>			
	<i>Options – Financiers &amp; Other (UNLISTED)</i>	20,000,000 4,000,000 15,000,000 32,500,000 73,275,000		\$0.10 \$0.10 \$0.03 \$0.012 \$0.006	13 Dec 2015 15 Feb 2016 30 June 2016 15 October 2016 8 February 2018
	<b>Options – UNLISTED - TOTAL</b>	<b>144,775,000</b> <b>176,275,000</b>			
	<b>Options – LISTED (MIZOA)</b>	432,539,584		\$0.012	4 December 2016
	<b>TOTAL</b>	<b>432,539,584</b>			
7.8	Issued during quarter	<b><u>Total number</u></b> Nil	<b><u>Type</u></b> Nil	<b><u>Exercise Price</u></b> Nil	<b><u>Expiry date</u></b> Nil
7.9	Exercised during quarter	Nil	Nil	Nil	Ni
7.10	Lapsed during quarter	2,000,000 1,000,000 1,000,000 3,500,000 2,500,000	Advisor Options Advisor Options Advisor Options Executive Options Executive Options	\$0.10 \$0.15 \$0.20 \$0.09 \$0.15	30 June 2015 30 June 2015 30 June 2015 30 June 2015 30 June 2015
7.11	Admitted for quotation	Nil	Nil	Nil	Nil
7.12	<b>Debentures</b> (totals only)	Nil	Nil	Nil	Nil
7.14	<b>Unsecured notes</b> (totals only)	Nil	Nil	Nil	Nil

**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.



Print name: Angeline Hicks  
Position: Director  
Date: 31 July 2015

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**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 == == == == ==

**Appendix**

**Beneficial percentage interests held in farm-out arrangements at the end of the quarter:**

*Farm-in Agreements*

Nil.

*Farm-out Agreements*

Nil

**Beneficial percentage interests in farm-in or farm-out agreements acquired or disposed of during the quarter:**

Nil.

**Summary of Exploration Tenements as at 30 June 2015:**

Country	Code	Name	Holder	Beneficial Interest	Area (ha)
Brazil	830.719/1982	ENGENHO D' ÁGUA	MUNDO MINERAÇÃO LTDA.	75%	711.5
Brazil	830.156/2009	NOT YET NAMED	MUNDO MINERAÇÃO LTDA.	75%	644.37
Peru	010142796	RETORNO-I	GOLDEN EMPIRE SAC	100	200
Peru	010147196	RETORNO-II	GOLDEN EMPIRE SAC	100	400
Peru	010221096	RETORNO-III	GOLDEN EMPIRE SAC	100	800
Peru	010265596	RETORNO-IV	GOLDEN EMPIRE SAC	100	500
Peru	010265696	RETORNO V	GOLDEN EMPIRE SAC	100	764.4
Peru	010375996	RETORNO VI	GOLDEN EMPIRE SAC	100	200
Peru	010232798	RETORNO VII	GOLDEN EMPIRE SAC	100	500
Peru	010133999	RETORNO VIII	GOLDEN EMPIRE SAC	100	700
Peru	010116000	RETORNO IX	GOLDEN EMPIRE SAC	100	288.8
Peru	010118701	RETORNO X	GOLDEN EMPIRE SAC	100	200
Peru	010193402	RETORNO XIV	GOLDEN EMPIRE SAC	100	500
Peru	010036005	RETORNO XV	GOLDEN EMPIRE SAC	100	500
Peru	010358807	RETORNO XXV	GOLDEN EMPIRE SAC	100	200
Peru	010603307	RETORNO XXVI	GOLDEN EMPIRE SAC	100	300
Peru	010256408	RETORNO XXVII	GOLDEN EMPIRE SAC	100	200
Peru	010015811	RETORNO XXXI 2011	GOLDEN EMPIRE SAC	100	600
Peru	010015711	RETORNO XXXII 2011	GOLDEN EMPIRE SAC	100	1000
Peru	010015611	RETORNO XXXIII 2011	GOLDEN EMPIRE SAC	100	700
Peru	010188911	RETORNO XXXV 2011	GOLDEN EMPIRE SAC	100	900
Peru	010188811	RETORNO XXXIV 2011	GOLDEN EMPIRE SAC	100	1000
Peru	010189011	RETORNO XXXVI 2011	GOLDEN EMPIRE SAC	100	900
Peru	010189111	RETORNO XXXVII 2011	GOLDEN EMPIRE SAC	100	600
Peru	010189211	RETORNO XXXVIII 2011	GOLDEN EMPIRE SAC	100	800
Peru	010358707	RETORNO XX	MUNDO MINERALES SAC	100	100

Peru	010164704	Virgen del Carmen 2004 J	GRUPO MINERO FENIX SAC	100	4.99
Peru	010278004	Virgen del Carmen 2004 R	GRUPO MINERO FENIX SAC	100	21.3
Peru	010164204	Virgen del Carmen 2004 Q	GRUPO MINERO FENIX SAC	100	27.7
Peru	010087805	Virgen del Carmen 2005 A	GRUPO MINERO FENIX SAC	100	88.8
Peru	010142605	Virgen del Carmen 2005 B	GRUPO MINERO FENIX SAC	100	75.9
Peru	10000226Y01	Acarí Trigésimo	GRUPO MINERO FENIX SAC	100	579.3
Peru	10000211Y01	Acarí Décimo Quinto	GRUPO MINERO FENIX SAC	100	998.7
Peru	010351706	Virgen del Carmen 2006 D	MINERA COBRE SUR SAC	100	997
Peru	010102504	Virgen del Carmen I 2004	INSUMOS MINEROS FENIX SAC	100	116.7
Peru	010139104	Virgen del Carmen 2004 A	INSUMOS MINEROS FENIX SAC	100	800
Peru	010164804	Virgen del Carmen 2004 H	INSUMOS MINEROS FENIX SAC	100	0.9
Peru	010164004	Virgen del Carmen 2004 L	INSUMOS MINEROS FENIX SAC	100	10
Peru	010163804	Virgen del Carmen 2004 M	INSUMOS MINEROS FENIX SAC	100	6
Peru	010163904	Virgen del Carmen 2004 N	INSUMOS MINEROS FENIX SAC	100	9.4
Peru	010277904	Virgen del Carmen 2004 S	INSUMOS MINEROS FENIX SAC	100	10.0
Peru	010277804	Virgen del Carmen 2004 T	INSUMOS MINEROS FENIX SAC	100	43.9
Peru	010199506	Virgen del Carmen 2006 A	INSUMOS MINEROS FENIX SAC	100	998.7
Peru	010341005	Virgen del Carmen 2005 C	GRUPO MINERO PAMPACOLCA SAC	100	399.5
Peru	010138807	Virgen del Carmen 2007 A	GRUPO MINERO PAMPACOLCA SAC	100	250.8
Peru	540002311	Camila VII	DERIVADOS Y CONCENTRADOS SAC	100	900
Peru	010226104	Virgen del Carmen 2004 P	DERIVADOS Y CONCENTRADOS SAC	100	99.7
Peru	010485706	Don Tomasito de Acarí	DERIVADOS Y CONCENTRADOS SAC	100	891.5
Peru	P540000110	Planta San Santiago de Acarí	DERIVADOS Y CONCENTRADOS SAC	100	36.7
Peru	010227907	Don Iván 31 N-1	DERIVADOS Y CONCENTRADOS SAC	100	10.2