



ABN: 63 095 117 981 | ASX: CAP

**We find it. We prove it.
We make it possible.**

31 October 2013

ABOUT CARPENTARIA:

Carpentaria is an exploration company focused on discovering and developing base, precious metals and bulk commodities in eastern Australia. The company currently has interests in iron ore, tungsten, tin, gold, copper and nickel exploration projects.

CARPENTARIA'S AIM:

With a strong geoscientific team discover and build a strong cash flow generating mining operation.

DISCOVERIES TO DATE:

Hawsons Iron Project - NSW
Euriowie Tin Project - NSW

CAPITAL STRUCTURE:

Ordinary Shares 120,106,771

MAJOR SHAREHOLDERS:

Silvergate Capital 17.74%

Conglin In't Invest'
Group 8.7%

Mr. Conglin Yue 3.05%

Management, Including Unlisted
Options 15.92%

FINANCIAL

Cash on hand as at 30/09/2013
A\$5,402,778


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CARPENTARIA EXPLORATION LIMITED

www.capex.net.au

ASX ANNOUNCEMENT

Quarterly Report

For the Quarter ended 30 September 2013

Highlights

CORPORATE:

- CAP's founder and Executive Chairman, Mr Nick Sheard, retires to assume Non-Executive Chairman role.
- CAP's board appoints new Managing Director – Mr Quentin Hill.

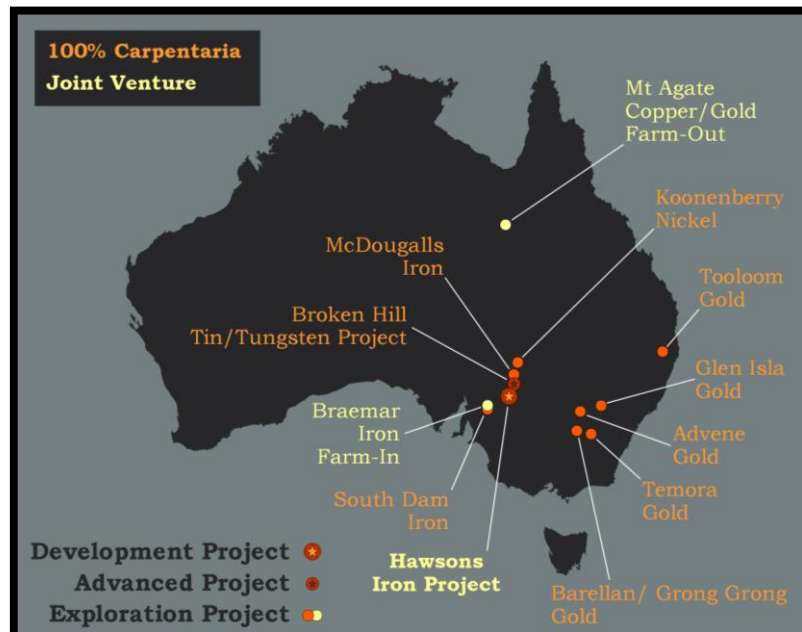
HAWSONS IRON PROJECT:

- CAP paid \$2.9 million by Pure Metals as part of Hawsons JV
- Mining lease application lodged subsequent to quarter end
- Project work continues with environmental base line data collection, and proposed mining project water supply aquifer drill testing design and approvals all underway.

CENTRAL LACHLAN GOLD EXPLORATION

- Very encouraging gold results in rock chip samples returned in reconnaissance exploration at Advene.
- Central Lachlan Gold Project grows with new "Grong Grong" exploration licence application containing several known gold mineral occurrences that adjoins existing Borellan licence.

Project Locations



PLANNED DECEMBER QUARTER EXPLORATION ACTIVITIES**Hawsons Iron Project**

Carpentaria (CAP) and Pure Metals (PM) continuing exploration and feasibility studies under the Hawsons Joint Venture agreement (JV) as per previously reported work program arrangements.

Application for a mining lease was near completion at the end of the September quarter and, as a subsequent October event, has been completed and reported to the ASX (18th of October 2013).

Completion of a detailed study on a reduced capital, 10Mtpa, and concentrate production option is expected this quarter.

The JV program will continue to undertake and progress environmental base line and other compliance studies required for the bankable feasibility study. Implementation of a ground-water drilling program to investigate the feasibility and characteristics of known saline aquifers in the vicinity of the project to supply water requirements for proposed mining at the Hawsons resource is scheduled for commencement during the December quarter.

Braemar JV/South Dam

Completion of independent estimation of a magnetite exploration target.

Advene and Central Lachlan Gold Project

At *Advene* work will involve both i) detailed geological mapping and surface geochemical sampling in the Josephine Moulder Prospect area and ii) regional geological mapping and geochemical surveying along the little explored Goobothery Ridge. The objective is to define the potential for drill targets in the Josephine Moulder area and other regional prospects within the licence meriting further detailed exploration.

At *Barellan* further reconnaissance geological mapping and sampling is planned.

Subject to processing and grant, landholder access agreement negotiation will commence as a prelude to undertaking reconnaissance field observations at the *Grong Grong* exploration licence application.

Broken Hill Tin/Tungsten/Base Metals Project

Completion of preliminary mining potential scoping study.

Temora Gold/Copper Project

Pending setting of a date and location, an access arbitration hearing between NSW Department of Trade and Investment Crown Lands (DTICL) and Carpentaria is anticipated to be undertaken during the quarter.

CORPORATE

On 1st of September, the founding Executive Chairman of Carpentaria Exploration, Mr Nick Sheard retired from this role to take up the position of Non-Executive Chairman. Mr Quentin Hill was appointed as Managing Director. All details of this management restructure were published in ASX announcement on the 27th of July 2013.

MINING & EXPLORATION TENEMENT

During the quarter, one 419 km² mineral exploration tenement application was made in NSW (Grong Grong).

A Mining Lease Application for the Hawsons Iron project was near completion at the end of quarter and was subsequently made in early October (see ASX Announcement on 18th of October 2013). A schedule listing all mining and exploration tenements held by Carpentaria at the end of the quarter and its status is attached.

EXPLORATION UPDATE

Hawsons Iron Project JV

On 4th of May 2013 the Hawsons Joint Venture (JV) between Carpentaria and Pure Metals (PM) was finalised and PM has since completed its acquisition of a 40% share in the Hawsons Iron Project Joint Venture following assignment from the liquidator in late May 2013.

This quarter, following a delay and addition of an extra \$100,000, Pure Metals completed its outstanding cash payments to Carpentaria under the new joint venture agreement by paying Carpentaria \$2.9m cash on the 30th of September, 2013.

Pure Metals elected to take management and has been sole funding the project since May 2013, where funding and completion of a \$5 million work program by May 2014 is required to maintain its 40% interest.

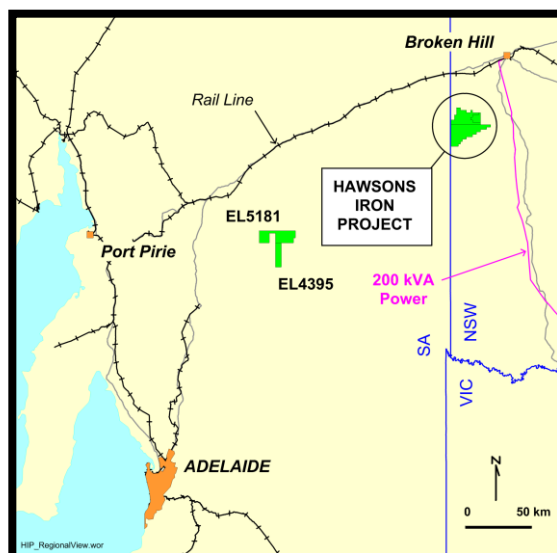


Figure 1. Location of Hawsons Iron Project and Braemar Project (EL4395 and EL5181)

The JV work program is designed to complete critical paths for a bankable feasibility study and include:

- investigative drilling of the proposed saline project water supply aquifer to confirm flow rates and water quality;
- expanding the scope of local region stakeholder consultation;
- continuing detailed base line studies and investigations required for an environmental impact statement (EIS) including consideration of water and transport corridors to service any future mining lease;
- design and completion of a mining lease application; and
- investigation of a conceptual 10 million tonne per annum (Mtpa) magnetite concentrate production scenario utilising existing infrastructure and requiring significantly reduced capital.

Activity

Approvals and design of the investigative drilling program of the proposed saline groundwater supply aquifer for the Hawsons Project has been completed. Drilling contract tenders for the drilling program were sought and are under review, the contract will be let soon and the drilling is scheduled to be undertaken during the next quarter.

Landholders at the potential aquifer investigative drilling sites and at other locations along possible power, road and pipeline service corridors to any future mining lease were contacted and consulted about the project and current access requirements to undertake feasibility data collection.

Mine, plant, service corridor (power, pipelines) and rail-head engineering design and analysis progressed during the quarter. Environmental base line data collection and other investigations, as part of future Environmental Impact Statement (EIS) production also continued.

A mining lease application, utilising outcomes of the above engineering design, environmental work and other geological information, was drafted in the required format during the quarter for submission to NSW Department of Trade and Investment Mineral Resources. The application was subsequently submitted on the 18th of October as discussed above.

About Hawsons

The Hawsons Iron Project is located 60 km southwest of Broken Hill (Figure 1) and includes: i) an **Inferred magnetite Resource of 1.4Bt at a Davis Tube Recovery (DTR) of 15.5% (12% cut off) containing 220 million tonnes of high grade (69.9% Fe) concentrate** and ii) an **exploration target¹ of 6 to 11Bt at 14 to 17% DTR**. The results of a pre-feasibility study (PFS) were updated following a mining optimisation study and were accepted to release to the ASX on 21st of November 2011.

¹ The term "Target" should not be misunderstood or misconstrued as an estimate of Mineral Resources and Reserves as defined by the JORC Code (2004), and therefore the terms have not been used in this context. It is uncertain if further exploration or feasibility study will result in the determination of a Mineral Resource or Mining Reserve

The project is exceptionally well located, with existing power, water, rail and port infrastructure available for a conceptual 5 to 10 Mtpa start-up operation.

Braemar JV (CAP earning in) and South Dam (CAP 100%)

EL 5181, EL 4395

Braemar, EL 5181, is located over the southern end of the highly magnetite prospective Braemar Iron Formation which hosts Carpentaria’s flagship Hawsons Iron Project in NSW (Figure 2). The Braemar Joint Venture (JV) tenement and the contiguous South Dam licence, EL 4395 covers over 32 kms strike of magnetic Braemar Iron Formation.

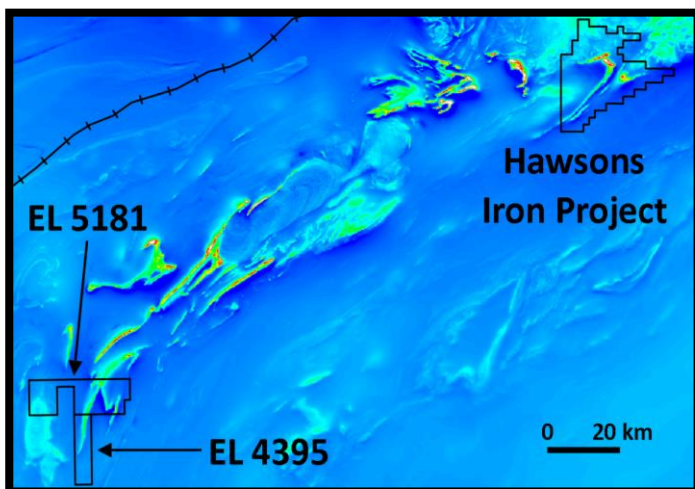


Figure 2. Magnetic image showing the Braemar Iron Formation and CAP’s tenements

Petrographic observation confirms that the magnetite at Braemar is finer-grained than that at Hawsons and, subject to future detailed testing, may require different and potentially higher cost processing than that proposed for Hawsons. Regardless, relatively simple processing to produce a saleable concentrate from the Braemar and South Dam Projects is still considered likely.

Under the terms of the Braemar JV, CAP has until April 2015 to earn 60% of the project by defining an inferred resource of 200 Mt and making a cash payment of \$100,000.

At South Dam (EL 4395), geophysical modelling has been completed of a high-amplitude linear magnetic anomaly striking for six (6) km which

indicates potential for magnetite mineralised Braemar Iron Formation thicknesses of 160 to 230 with very deep sub-vertical dip extents. The results of the geophysical modelling surface geology and available sub-surface data (drilling) have been forwarded to independent consultants to undertake estimation of an exploration target during the next quarter.

Central Lachlan Gold Project

ELs 7896, 8095 & ELA 4867 (Grong Grong)

During the quarter a new NSW exploration licence application, ‘Grong Grong’ comprising an area of approximately 419 km², was made at a location 240 km north west of Canberra (Figure 3). The Grong Grong application adjoins the southern boundary of CAP’s Borellan licence (EL 7896) and subject to grant, the two ELs would comprise a combined contiguous area of 702 km² of deformed Ordovician mud-rocks intruded by Siluro-Devonian granite plutons interpreted to be prospective for intrusion related gold systems (IRGS). Further details of geology, mineral occurrences and exploration objectives at Grong Grong will be presented subject to grant by the NSW Department of Trade and Investment – Mineral Resources.

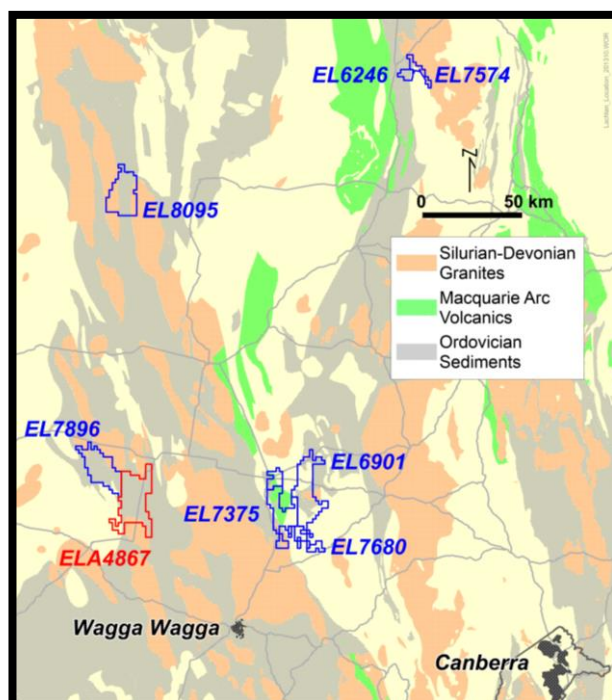


Figure 3. Location plan of Carpentaria’s Lachlan Fold Belt gold projects

Advene 100% CAP – Gold

EL 8095

Advene is located approximately 320km north west of Canberra (Figure 3).

During the quarter, the first field reconnaissance including collection and multi-element geochemical analyses of 59 rock and 53 soil samples was completed. Locations and results for this group of samples were detailed in an ASX announcement lodged on the 14th of October 2013.

The multiple rock chip channel samples taken from the known Josephine Moulder (JM) lode structure returned up to **12.4 g/t gold** and **29.4 g/t silver**. Rock chips from newly recognised parallel zones to the JM lode and workings also returned up to **1.61g/t gold** (Figure 5). The rock chip results at the JM prospect and surrounds have extended the strike of the known gold mineralisation from 500m to over 2000m, with the mineralisation at JM and parallel lode zones open in all directions (Figures 4 & 5).

Three regional reconnaissance soil survey lines, containing 53 samples, also returned anomalous gold concentrations up to 18 ppb situated at distances of 2km further extending the areas with gold well to the east of the known JM lode system (Figure 4).

The Advene EL is interpreted to be prospective for IRGS and contains number of known gold occurrences located on the southern end of the Goobothery Ridge, which includes the Josephine Moulder prospect (Figure 5).

The known gold occurrences display sulfide mineralised vein and breccia sheets developed along significant north-south fault zones.

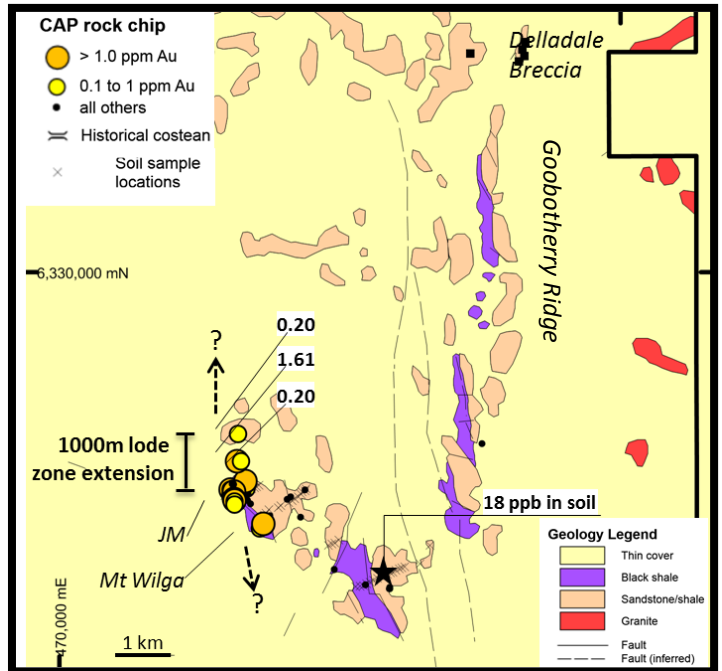


Figure 4. Josephine Moulder (JM) prospect – summary plan with CAP rock chips (orange > 1g/t Au , yellow > 0.1g/t Au)

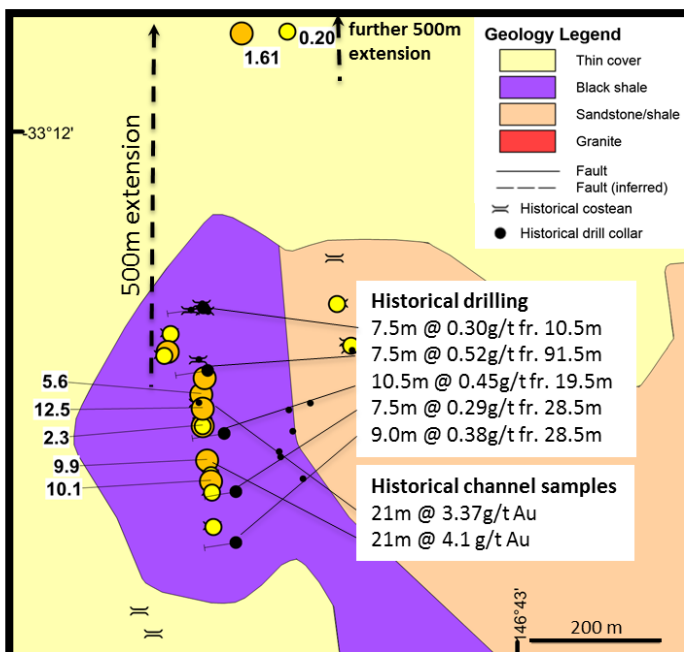


Figure 5. Advene project plan, showing historic sample sites, CAP rock chip channel & soil sampling

The Goobothery Ridge is largely unexplored and consists of relatively well exposed, deformed and contact metamorphosed Ordovician mud-rocks that form a north-south trending, scrubby, ridge that runs for approximately 20 km in length south of the Lachlan River (Figure 4). The ridge is a focus of current soil surface geochemical surveying.

These Ordovician mud-rocks are interpreted to form a mildly magnetic and potentially altered skin or roof to an underlying Siluro-Devonian granite intrusion, evident in regional aeromagnetic and gravity data as a discrete and homogeneously low amplitude feature consistent with intrusion related gold system exploration model. The granite is mapped as outcropping nearby.

Further detailed geological mapping, rock, soil and stream sediment sampling of the largely unexplored Goobothery Ridge will continue during the next quarter.

Barellan (100% CAP) – Gold, Antimony

EL 7896

The Barellan prospect is surface rock gold-antimony-arsenic anomalous and displays a hairline quartz-sulfide vein stock-work hosted by phyllite, interpreted to be situated in the roof-zone of buried granite with potential for stock-work, replacement or other structurally (fault, shear) controlled intrusion related gold mineralisation. Historical results at the Barellan prospect include 60m at 1.5g/t Au including 10m at 4.5g/t Au in a surface trench and 12m at 0.43g/t Au in drilling.

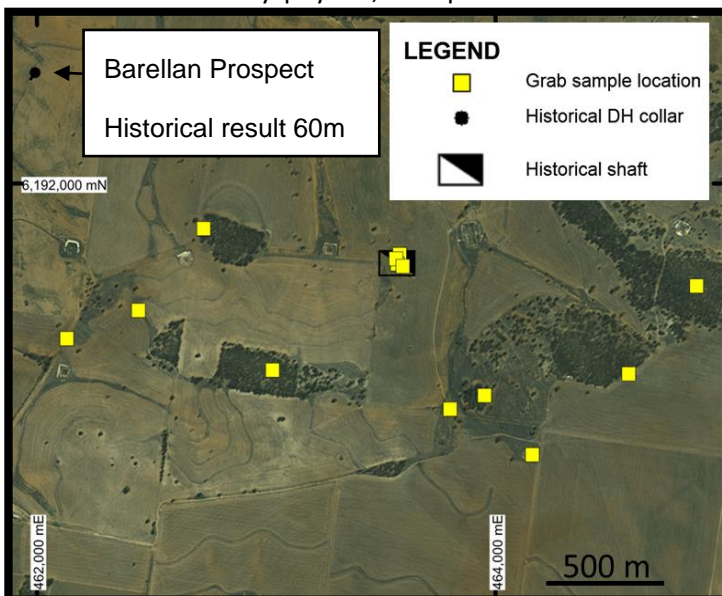


Figure 6. Barellan Project - Location plan of reconnaissance grab rock samples. Multi-element geochemical analyses using inductively coupled plasma optical emission spectrometry (ICP) mixed acid digest and fire assay was used.

During the quarter, a total of fourteen (14) reconnaissance grab rock samples were taken from ironstone exposures identified in aerial photography and the spoil of a small unrecorded shaft. These samples were located over 1000m south and east from the Barellan prospect area. Locations of the samples are shown in Figure 6 and results were disappointing with no anomalous base or precious metal concentrations being returned.

Further reconnaissance geological and rock geochemical sampling work is planned during the next quarter.

Temora Project (100% CAP) – Gold, Copper

ELs 6901, 7375 & 7680

This 510 km² project is located within the Lachlan Fold Belt of NSW approximately 80 km north of Wagga Wagga (Figure 3).

Carpentaria has attempted to reach an access agreement with the NSW Department of Trade and Investment Crown Lands (DTICL), which administers the land. During the quarter, following a lack of response under the statutory process from the DTICL, Carpentaria applied to the Director General under section 144 of the Mines Act 1992 for appointment of an arbitrator to hear the matter of obtaining access to explore at the Mother Shipton Gold Prospect.

The application was successful and an arbitrator has been appointed to hear the access matter and in due course make a determination. There are no prescribed timeframes but it is expected that the arbitration hearing will be scheduled before the end of 2013. Further activity at the Mother Shipton Prospect will be subject to the outcome of the arbitration proceedings.

Tooloom 100% CAP – Gold

EL 8082

The Tooloom ELA was granted during the quarter as EL 8082. It is located in the New England Fold Belt (NEFB) 50km north east of Tenterfield. The licence covers 130 mineral occurrences, of which nearly 100 are gold (Figure 7). The NEFB regionally contains mineralisation associated with Permo-Triassic age intrusions.

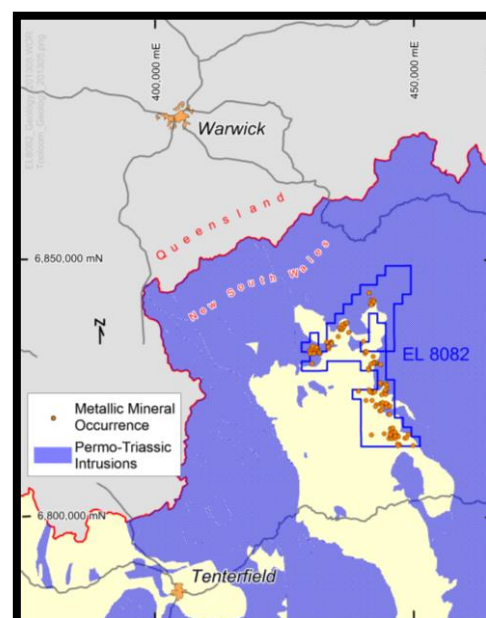


Figure 7. Location of EL 8082

During the quarter, landholders located at known mineral occurrences slated for reconnaissance work in the north of the EL were contacted and negotiations for written access arrangement drafting commenced.

Completion of land access arrangements and initial field reconnaissance is anticipated to occur during the next quarter.

Broken Hill Tin and Tungsten/Base Metal Project (100% CAP)

ELs 6936, 7829, 7921, 7957

The Broken Hill Tin-Tungsten Project contains the Yanco Glen Prospect, which has an Inferred Resource of 3.4 Mt @ 0.11% WO₃ (at 0.05% WO₃ cut-off) containing 3,950 t WO₃ (refer ASX announcement 18th of October 2012). It is located 30km north of Broken Hill (Figure 3).

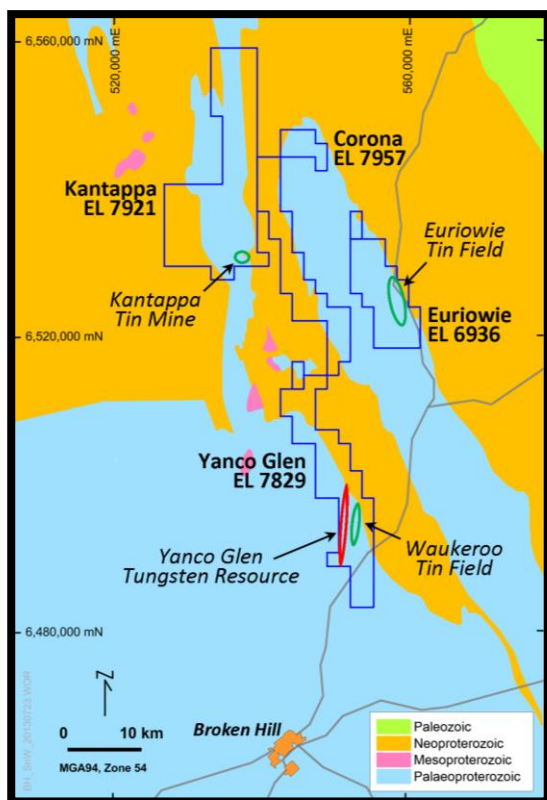


Figure 8. Location plan of the Broken Hill Tin and Tungsten/Base Metal project

During the quarter, petrographic observations of gravity concentrate samples derived from test work completed on Yanco Glen reverse-circulation (RC) drill-chips were returned. The observations indicate that gravity processing of the drill chips failed to concentrate the scheelite, despite being one of the coarser and highest specific gravity minerals in the feed. The reasons for the failure are unknown but the drill-chips, despite being within nominal technical specifications, in practice could have been too fine-grained for the gravity processing method used.

The observations demonstrate that further test work on the scheelite mineralisation, using uncrushed rock or drill core samples, will be required in future to ascertain optimal processing methods. Suitable bulk uncrushed rock samples, as reported in the previous quarter, have been obtained and carefully stored for this potential future work.

The mining scoping study has progressed during the quarter and its completion and conclusions are expected to be reported during the next quarter.

Carpentaria’s strategic objective is to establish a cluster of easy to process near surface tin and/or tungsten resources close to Broken Hill with the potential to be mined at low-cost and treated by a single, centrally located plant.

The tenements in this project are also prospective for Broken Hill style and other types of base and precious metal mineralisation, and a low intensity investigation of this potential is on-going.

Koonenberry (100% CAP) – Nickel, Platinum Group Elements

ELs 7735, 7736, 7737, 7738, 7739 & 7740

This project is located approximately 120km north of Broken Hill (Figure 9). Following a review of all historical exploration and Carpentaria’s exploration results during the first two year tenure of the Koonenberry Project, a major (75%) tenement reduction was completed in the previous quarter. A number of prospects have been retained for further investigation including Wyuna Tank where Carpentaria intersected anomalous nickel and

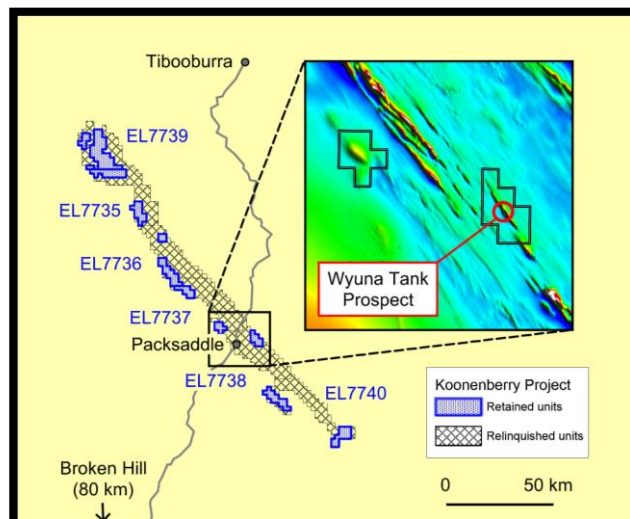


Figure 9. Koonenberry location plan

copper mineralisation in RC drilling early in 2012 (30 m at 0.11% Ni and 10 m at 0.18% Ni).

No field activities were completed during the quarter.

Mount Agate (ActivEX Ltd earning 75%) – Copper, Gold

EPM 14955

The Mt Agate tenement south of Cloncurry was farmed out to ActivEX Ltd in April 2010. Exploration is targeting iron oxide copper and gold (IOCG) deposits similar to the Ernest Henry deposit.

No field activities were conducted by ActivEX on EPM 14955 this quarter.

McDougalls/Torrowangee (100% CAP) – Iron Ore

ELs 7655, 7656, 7657, 7741 & 7823

The McDougalls project is centred 100km north of Broken Hill. No work was conducted on these tenements this quarter.

Sincerely



Quentin Hill
Managing Director

We find it. We prove it. We make it possible.

The information in this announcement that relates to Exploration Results and Resources is based on information compiled by Q.S. Hill who is a member of the Australian Institute of Geoscientists and has had sufficient experience which is relevant to the style of mineralization 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'. Q.S.Hill is a full-time employee of Carpentaria and consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

Carpentaria Exploration Tenement Schedule end of 2013 September Quarter

Licence No.	Name	Original Grant Date	Expiry Date	Sub Blocks	Area km ²	Equity
EL 6246	Glen Isla	24/05/2004	24/05/2014	12	33.9	100%
EL 6901	Combaning	8/10/2007	8/10/2013	154	435.8	100%
EL 6936	¹ Euriowie	7/11/2007	7/11/2013	31	90.9	100%
EL 6979	^{2,3} Redan	11/12/2007	11/12/2013	62	179.8	60%
EL 7208	³ Burta	22/09/2008	22/09/2015	100	289.7	60%
EL 7375	⁴ Dirnaseer	30/07/2009	30/07/2013	41	115.9	100%
EL 7476	Hillston	16/03/2010	16/04/2014	19	54.6	100%
EL 7504	³ Little Peak	8/04/2010	8/04/2014	14	40.6	60%
EL 7574	Gundong	5/07/2010	5/07/2014	20	47.5	100%
EL 7655	McDougalls C	6/12/2010	6/12/2015	24	70.7	100%
EL 7656	McDougalls A	6/12/2010	6/12/2015	19	55.8	100%
EL 7657	McDougalls B	6/12/2010	6/12/2015	34	100.2	100%
EL 7680	⁴ Ilabo	11/01/2011	11/01/2013	18	50.8	100%
	Koonenberry					
EL 7735	⁴ 1	16/05/2011	16/05/2013	29	86.3	100%
	Koonenberry					
EL 7736	⁴ 2	16/05/2011	16/05/2013	21	62.3	100%
	Koonenberry					
EL 7737	⁴ 3	16/05/2011	16/05/2013	15	44.4	100%
	Koonenberry					
EL 7738	⁴ 4	16/05/2011	16/05/2013	8	23.7	100%
EL 7739	⁴ Mt Shannon	16/05/2011	16/05/2013	46	137.1	100%
EL 7740	⁴ Wertago	16/05/2011	16/05/2013	29	85.5	100%
EL 7741	McDougalls D	16/05/2011	16/05/2016	13	38.3	100%
EL 7829	⁴ Yanco Glen	2/09/2011	2/09/2013	50	146.2	100%
	Hawsons					
EL 7841	Knob	20/09/2011	20/09/2013	176	510.1	100%
EL 7896	Barellan	6/02/2012	6/02/2014	100	283.4	100%
EL 7921	Kantappa	19/04/2012	19/04/2014	86	252.5	100%
EL 7957	Corona	29/06/2012	29/06/2014	47	137.9	100%
EL 8082	Tooloom	1/05/2013	1/05/2016	100	297.4	100%
EL 8095	Advene	28/05/2013	28/05/2015	100	287.1	100%
EL 5181	⁵ Braemar	10/12/2007	9/12/2014	76	218.0	0%
EL 4395	South Dam	10/12/2009	9/12/2014	30	86.0	100%
EPM 14955	⁶ Mount Agate	29/06/2006	28/06/2016	55	176.0	100%
EL 6246	Glen Isla	24/05/2004	24/05/2014	12	33.9	100%
			Under			
ELA 4867	⁷ Grong Grong	Under Application	Application	148	418.7	100%
			Under			
MLA 460	^{7,8} Hawsons Iron	Under Application	Application	N/A	187.0	100%

33 Licences & Applications

1541 sub- 5078.0
blocks km²

1. 100 % Willyama Prospecting Pty Ltd (wholly owned subsidiary of Carpentaria)

2. 1.5% NSR royalty to Perilya Broken Hill Pty Ltd.

3. JV farm-out; Pure Metals Pty Ltd

4. Under Renewal Process

5. JV farm-in; Maosen Australia Pty Ltd

6. JV farm-out; ActivEX Ltd

7. Tenement applications subject to unspecified grant date and conditions

8. Subject to the Hawsons' Joint Venture with Pure Metals Pty Ltd, MLA on made 18 October, 2013.



Appendix 5B

Mining exploration entity quarterly report

Introduced 1/7/96. Origin: Appendix 8. Amended 1/7/97, 1/7/98, 30/9/2001, 01/06/2010.

Name of entity

Carpentaria Exploration Limited

ACN or ABN

63 095 117 981

Quarter ended ("current quarter")

30-Sep-13

Consolidated statement of cash flows

	Current quarter \$A'000	Year to date (3 months) \$A'000
Cash flows related to operating activities		
1.1 Receipts from product sales and related debtors	-	-
1.2 Payments for		
(a) exploration and evaluation	(864)	(864)
(b) development	-	-
(c) production	-	-
(d) administration	(768)	(768)
1.3 Dividends received	-	-
1.4 Interest and other items of a similar nature received	28	28
1.5 Interest and other costs of finance paid	(2)	(2)
1.6 Income taxes received	-	-
1.7 Other (provide detail if material)	100	100
Net Operating Cash Flows	(1,506)	(1,506)
Cash flows related to investing activities		
1.8 Payment for purchases of:		
(a) prospects	-	-
(b) equity investments	-	-
(c) other fixed assets	-	-
1.9 Proceeds from sale of:		
(a) prospects	2,800	2,800
(b) equity investments	-	-
(c) other fixed assets	-	-
1.10 Loans to other entities	-	-
1.11 Loans repaid by other entities	-	-
1.12 Other - Exploration Advance	-	-
Net investing cash flows	2,800	2,800
1.13 Total operating and investing cash flows (carried forward)	1,294	1,294



1.13	Total operating and investing cash flows (brought forward)	1,294	1,294
Cash flows related to financing activities			
1.14	Proceeds from issues of shares, options, etc.	-	-
1.15	Proceeds from sale of forfeited shares	-	-
1.16	Proceeds from borrowings	-	-
1.17	Repayment of borrowings	(28)	(28)
1.18	Dividends paid	-	-
1.19	Other (provide detail if material)	-	-
	Net financing cash flows	(28)	(28)
	Net increase (decrease) in cash held	1,266	1,266
1.20	Cash at beginning of quarter/year to date	4,137	4,137
1.21	Exchange rate adjustments to item 1.20		
1.22	Cash at end of quarter	5,403	5,403

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	130
1.24	Aggregate amount of loans to the parties included in item 1.10	-

1.25 Explanation necessary for an understanding of the transactions

Item 1.23 relates to Directors Remuneration, Fees and Superannuation Contributions.

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

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



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	86	86
3.2 Credit standby arrangements	-	-

Estimated cash outflows for next quarter

	\$A'000
4.1 Exploration and evaluation *	611
4.2 Development	0
4.3 Production	0
4.4 Administration	477
Total	1,088

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	3,103	1,287
5.2 Deposits at call	2,300	2,850
5.3 Bank overdraft		
5.4 Other (provide details)		
Total: cash at end of quarter (item 1.22)	5,403	4,137

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		
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.

	Number quoted	Issue price per security (see note 3)
7.1 Preference +securities <i>(description)</i>		
7.2 Changes during quarter		
(a) Increases through issues		
(b) Decreases through returns of capital, buy-backs, redemptions		
7.3 +Ordinary securities Quoted	99,291,301	
Options Quoted		
+Ordinary securities Un-Quoted <i>(restricted)</i>		
7.4 Changes during quarter		
(a) Increases through issues		
(b) Decreases through returns of capital, buy-backs		
7.5 +Convertible debt securities <i>(description)</i>		
7.6 Changes during quarter		
(a) Increases through issues		
(b) Exercise of Options		
7.7 Options <i>(description and conversion factor)</i>	Number	Exercise price Expiry date
Unlisted Options CAPAK	2,600,000	0.290 15-Dec-14
Unlisted Options CAPAO	1,500,000	0.440 29-Nov-15
7.8 Issued during quarter		
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>	-	

+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 4).
- 2 This statement does give a true and fair view of the matters disclosed.

28/10/2013

Company Secretary
Chris Powell

- 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.