

QUARTERLY REPORT

For the period ended 31 March 2019

- + Carpentaria Resources is answering the world's call for high grade iron ore.
- + The Company has a majority interest in the Hawsons Iron Project, source of Hawsons Supergrade® product



HIGHLIGHTS

Hawsons Iron Project

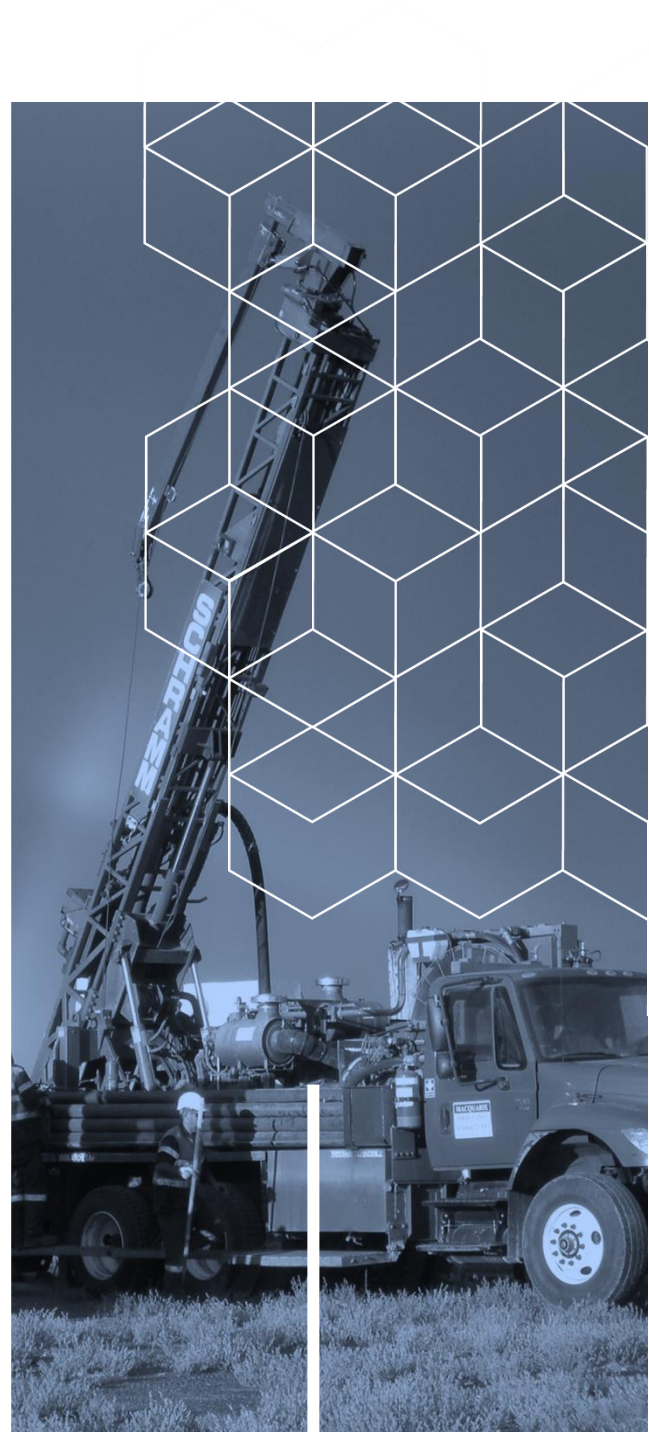
- + Carpentaria continues to negotiate bankable feasibility study (BFS) funding for Hawsons and is currently moving through the internal processes of multiple tier-1 parties, for equity and non-dilutive offtake-linked BFS and construction funding.
- + Market conditions for development of Hawsons, already strong, improved significantly during the quarter following the tragic Brazilian dam accident that affects the short and long term supply and cost outlook for high quality pellet feed.
- + The Company continued to receive offtake enquiries this quarter by credible, substantial end users including those most affected by Brazilian pellet feed and direct reduction feed supply disruptions.
- + Hawsons Iron Project is well placed to attract BFS support because of:
 - + High forecast returns – Outstanding for the commodity and project type. According to Wood Mackenzie, the leading project of its type (chart 1), (refer to the prefeasibility study (PFS) released 28 July 2017, showing an equity rate of return of 30%)*.
 - + Product demand - The unique 70%Fe pellet feed product meets the growing supply gap and long term demand profile for high quality inputs.
 - + Low risk profile – Forecast costs in the first quartile of the global cost curve (as per the PFS, Hawsons is cash-flow positive at a benchmark 62% Fe price <US\$30/tonne)

Corporate

- + The Company has opened a share purchase plan** to raise up to \$2.0 Million. The offer period is scheduled to close on 14 May 2019.

* The Company confirms that all assumptions and technical parameters underpinning the Resource and Reserve estimates and all material assumptions underpinning the production target or the forecast financial information derived therefrom continue to apply and have not materially changed since first reported on 28 July 2017.

** Shareholders can request their personalised Application Form at:
<https://carpentariaresources.investorportal.com.au/spp-form/>



HAWSONS IRON PROJECT

70%

Iron percentage of Hawsons Supergrade® product.

14.0

Offtake demand for Hawsons Supergrade® product (Mtpa).
See list of off-takers on page 3

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Total product of Hawsons Iron Project (million tonnes).
As per the PFS release on 28 July 2017.

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Carpentaria Resources Limited (ASX:CAP) announced today its quarterly activities and cashflow report for the period ending 31 March 2019.

The Company is focussed on developing its flagship Hawsons Iron Project near Broken Hill, NSW.

Carpentaria continues to negotiate bankable feasibility study (BFS) funding for Hawsons with multiple tier-1 parties, for equity and non-dilutive offtake-linked BFS and construction funding.

The Company is moving through the internal processes of these companies, including site visits and various approvals. The company is confident of success based on market feedback. There is no guarantee of a transaction.

Additionally, unsolicited enquiries from off-takers continued, including from those most affected by Brazilian pellet feed and direct reduction feed supply disruptions. Others have also renewed funding and offtake interest.

Mitsui opted to extend its A\$5.4m BFS funding commitment until 31 March 2020. The funding is available upon Carpentaria raising the remainder of the A\$27m required to complete the BFS (ASX Announcement 6/8/18).

Market conditions for development of Hawsons, already strong, improved significantly during the quarter with iron ore prices today ~US\$30/t higher than Hawsons PFS base case.

Product marketing efforts seek to exploit the emerging structural gap in the global magnetite pellet feed market and a structural need to expand and diversify supply in the direct reduction pellet feed market.

The tragic dam accident of 25 January 2019 in Minas Gerais State has affected the short and long term supply and cost outlook for high quality pellet feed.

Minas Gerais State produces about a third to half of the world's seaborne pellets or pellet feed and a similar share of the seaborne direct reduction (DR) market. Reported operational changes implemented have meant no new tails dams are approved and the forced decommissioning of existing dams of a certain type. There is also a transition to dry stacking of tailings for existing mines. Longer term this means increased capital costs and operating costs for pellet feed production.

The Company believes the market pull for development is strong for new high quality pellet feed projects and according to analysts Wood Mackenzie, Hawsons is the leading project of its type (Chart 1).

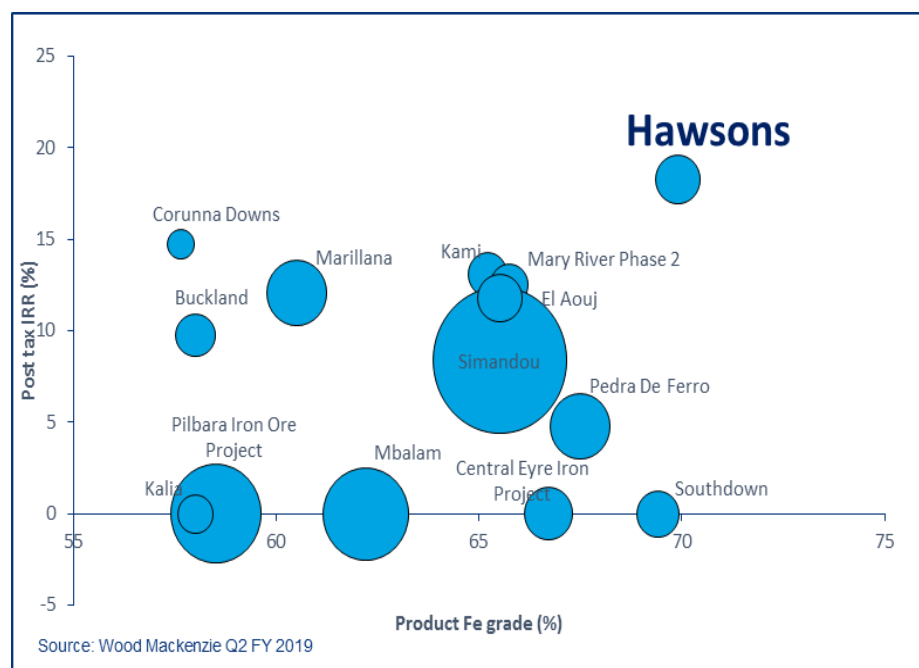


Chart 1 – IRR vs product grades for unfinanced projects at PFS stage or later

*All projects except Hawsons at BFS stage
*Assumes that Hawsons is in production and the outcomes are as set out in the prefeasibility study announced on 28 July 2017. The Company confirms that all assumptions and technical parameters underpinning the Resource and Reserve estimates and all material assumptions underpinning the production target or the forecast financial information derived therefrom continue to apply and have not materially changed since first reported on 28 July 2017.

*Bubble size represents annual production capacity

*Excludes replacement or expansion projects owned by established miners RIO, BHP, CSN, FMG

*Marillana IRR based on trucking to port. It is currently investigating a rail option that may change the project economics

*Based on Wood Mackenzie long term price forecasts

Source: Wood Mackenzie (developed from Company's stock exchange compliant releases, modified uniformly by Wood Mackenzie by internal long-term price and cost forecasts, Wood Mackenzie is not aware of any material omissions in the data)

Corporate

The Company has opened a share purchase plan** in order to raise up to \$2.0 Million. The offer period is scheduled to close on 14 May 2019.

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About Hawsons Iron Project

The Hawsons Iron Project joint venture (CAP 68.7%, Pure Metals P/L 31.3%) is currently undertaking development studies based on the low cost, long term supply of a high grade, ultra-low impurity iron concentrate to a growing premium iron market, including the direct reduction (DR) market.

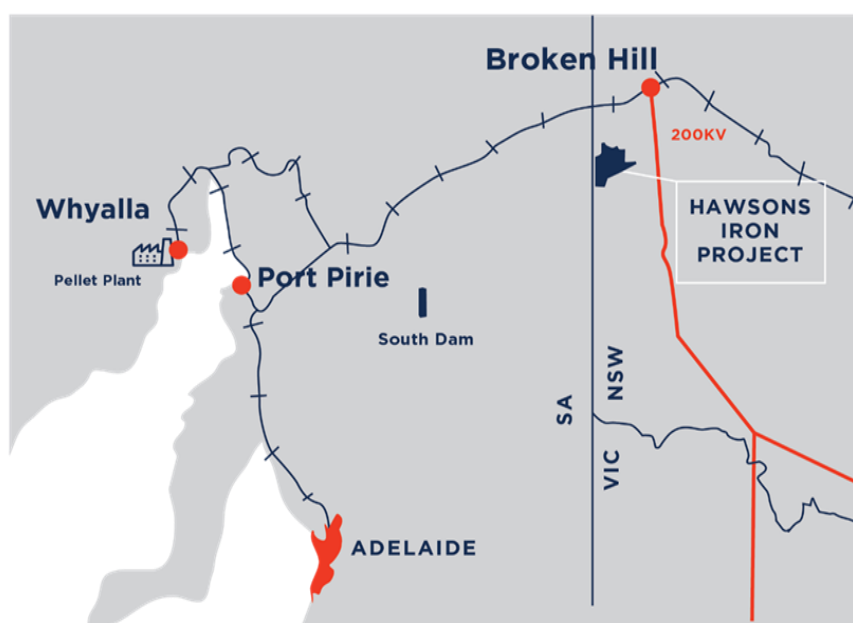
The project has a clear technical and permitting pathway. It is located 60km south-west of Broken Hill, an ideal position for mining operations with existing power, rail and port infrastructure available for a 10 Mtpa start-up operation. A mining lease application has been lodged.

The project's soft rock is different from traditional hard rock magnetite and allows a very different approach to the typical magnetite mining and processing challenges (both technical and cost-related). The soft rock enables simple liberation of a product of rare quality without complex and expensive processing methods.

The Company is targeting the growing premium high-grade product market, both pellets and pellet feed, which is separate to the bulk fines market and its prefeasibility study has shown its targeted cost structure is very profitable at consensus long-term price forecasts for this sector. It has secured 2mtpa off-take related funding from Mitsui and off-take intent from blue chip companies Formosa Plastics (2.6mtpa), Bahrain Steel (3mtpa), Shagang Steel (2.5mtpa), Emirates Steel (0.9mtpa), Kuwait Steel (1mtpa), Mitsubishi Corporation RtM Japan (1mtpa) and trading house Gunvor Group (1mtpa).

For further information please contact:

Quentin Hill
Managing Director



The Hawsons Iron Project is located 60km south-west of Broken Hill, NSW, an ideal position for mining operations with existing power, rail and port infrastructure available.

Carpentaria Resources Tenement Schedule at end of 2019 March Quarter

8 licences and applications

Licence	Notes	Name	Original Grant Date	Expiry Date	Equity %	Sub Blocks	Area (km ²)
EL 6901	5	Combaning	8/10/2007	08/10/2020	20	21	61
EL 6979	1,2	Redan	11/12/2007	11/12/2021	68.7	62	180
EL 7208	2	Burta	22/09/2008	22/09/2020	68.7	100	290
EL 7504	2	Little Peak	08/04/2010	08/04/2020	68.7	14	41
EL 7896	5	Barellan	06/02/2012	06/02/2021	20	25	73
EL 8095		Advene	28/05/2013	28/05/2020	100	50	145
EL 5561		South Dam	10/12/2014	09/12/2019	100	9	26
MLA 460	3,4	Hawsons Iron	Under application	Under application	68.7	n/a	187
TOTALS						281	1,001

1. 1.5% NSR royalty to Perilya Broken Hill Pty Ltd.
2. JV; Pure Metals Pty Ltd.
3. MLA made on 18 October 2013; tenement application subject to unspecified grant date and conditions.
4. Subject to the Hawsons Joint Venture with Pure Metals Pty Ltd.
5. JV; Cape Clear Minerals Pty Ltd.



DISCLOSURE

The information in this report that relates to Exploration Results, Exploration Targets, Resources and Reserves is based on information evaluated by Mr Q.S. Hill who is a member of the Australian Institute of Geoscientists (MAIG) and who has sufficient experience 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 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (the "JORC Code"). Mr Hill is a Director of Carpentaria Resources Ltd and he consents to the inclusion in the report of the Exploration Results in the form and context in which they appear.

www.carpentariares.com

Carpentaria
RESOURCES

WORLD'S
BEST IRON
ORE PRODUCT

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:

CARPENTARIA RESOURCES LIMITED

ABN

63 095 117 981

Quarter ended ("current quarter")

31 March 2019

Consolidated statement of cash flows	Current quarter \$A'000	Year to date (9 months) \$A'000
1. Cash flows from operating activities		
1.1 Receipts from customers		
1.2 Payments for		
(a) exploration & evaluation	(175)	(681)
(b) development	-	-
(c) production	-	-
(d) staff costs	(98)	(262)
(e) administration and corporate costs	(81)	(264)
1.3 Dividends received (see note 3)	-	-
1.4 Interest received	-	2
1.5 Interest and other costs of finance paid	-	-
1.6 Income taxes refund	-	-
1.7 Refunds	-	-
1.8 Business development costs	(152)	(333)
1.9 Net cash from / (used in) operating activities	(506)	(1,538)

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 \$A'000	Year to date (9 months) \$A'000
2.2	Proceeds from the disposal of:		
	(a) property, plant and equipment	-	-
	(b) tenements (see item 10)	-	-
	(c) investments	-	14
	(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	-	14

3.	Cash flows from financing activities		
3.1	Proceeds from issues of shares	-	1,244
3.2	Proceeds from issue of convertible notes	-	-
3.3	Proceeds from exercise of share options	-	-
3.4	Transaction costs related to issues of shares, convertible notes or options	-	(84)
3.5	Proceeds from borrowings	-	-
3.6	Repayment of borrowings	-	-
3.7	Transaction costs related to loans and borrowings	-	-
3.8	Dividends paid	-	-
3.9	Other (provide details if material)	-	-
3.10	Net cash from / (used in) financing activities	-	1,160

4.	Net increase / (decrease) in cash and cash equivalents for the period		
4.1	Cash and cash equivalents at beginning of period	1,195	1,053
4.2	Net cash from / (used in) operating activities (item 1.9 above)	(506)	(1,538)
4.3	Net cash from / (used in) investing activities (item 2.6 above)	-	14
4.4	Net cash from / (used in) financing activities (item 3.10 above)	-	1,160
4.5	Effect of movement in exchange rates on cash held	-	-
4.6	Cash and cash equivalents at end of period	689	689

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	673	1,179
5.2	Call deposits	16	16
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)	689	1,195

6. Payments to directors of the entity and their associates

- 6.1 Aggregate amount of payments to these parties included in item 1.2
- 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

**Current quarter
\$A'000**

93

-

Director fees

7. Payments to related entities of the entity and their associates

- 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

**Current quarter
\$A'000**

-

-

Mining exploration entity and oil and gas exploration entity quarterly report

8. Financing facilities available <i>Add notes as necessary for an understanding of the position</i>	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.		

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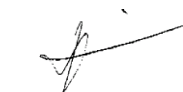
9. Estimated cash outflows for next quarter	\$A'000
9.1 Exploration and evaluation	170
9.2 Development	-
9.3 Production	-
9.4 Staff costs	55
9.5 Administration and corporate costs	30
9.6 Business development	70
9.7 Total estimated cash outflows	325

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: 30 April 2019

Print name: Robert Hair

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.