KINGSTON RESOURCES LIMITED

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QUARTERLY ACTIVITIES REPORT
AND APPENDIX 5B
for the period ended 30 June 2013

Highlights	
	➢ Kingston Resources Limited (ASX: KSN) relisted on ASX on 16 April 2013 after successful Public Offer to raise $2.06M. ➢ Funds raised through Public Offer will be used for exploration of its highly prospective Iron Oxide Copper Gold (IOCG) tenements in the Gawler Craton area of South Australia. ➢ A 1573km HeliTem survey was completed on time and budget at Spencer Project EL 5010 in April 2013. Final interpretation of results is pending. ➢ At the Spencer Project - initial drill targets are defined, Department of Defence access has been granted and a drilling contract has been awarded for the drill program to get underway in second half of 2013 subject to DMITRE approval.

CORPORATE

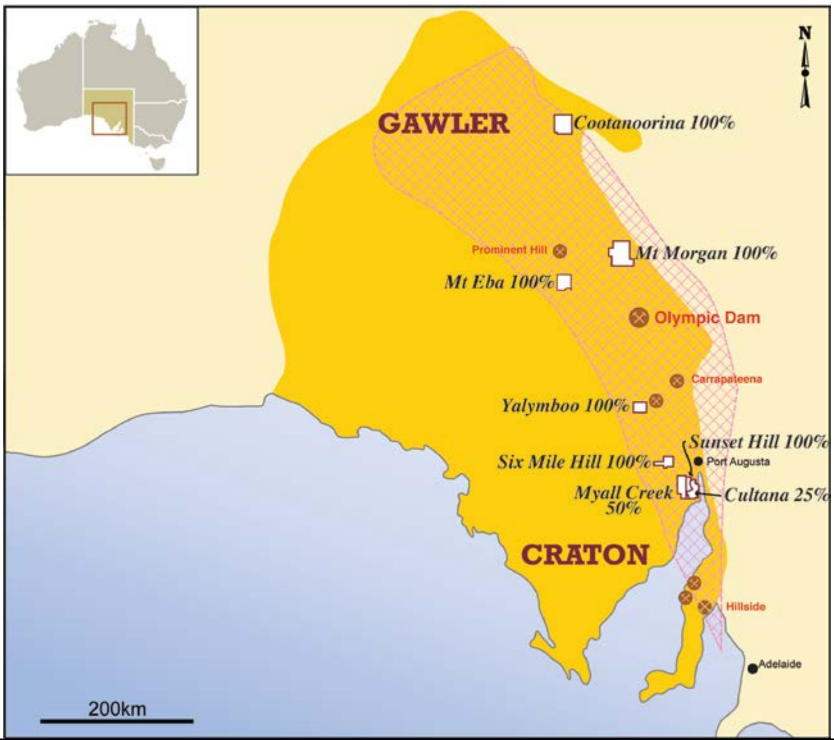
- On 20 March 2013 Kingston Resources successfully closed its public offer and received application which when combined with the commitments from its underwriters raised a total of $2,065,500 (before costs).
- The Company was re-admitted to trading on the ASX on 16 April 2013 and its current capital structure is now as follows:

Securities	Total Issued	Quoted	Unquoted –Restricted	
Ordinary Shares	82,355,828	35,569,587	Total restricted as follows:	46,786,241
			-24 months from 16/4/13	40,341,660
			-12months from 14/12/12	2,253,260
			-12 months from 31/1/13	4,191,321
Options exercisable at $0.20 expiring 31/12/15	25,702,500	10,302,500	24 months from 16/4/13	15,400,000

KINGSTONS' EXPLORATION ASSETS

Funds raised through Public Offer will be used for exploration of its highly prospective Iron-oxide copper- gold tenements in the Gawler Craton area of South Australia.

Location: The Company holds interests in eight exploration licences in the Olympic Arc corridor, being the most prospective zone for IOCG deposits in the Gawler Craton. This region hosts several major mineral projects (including the world class Olympic Dam mine) and is known for its major deposits.



Tenement	State	Project	Km^2	Grant Date	Ownership
EL 5011	SA	Myall Creek	381	13/09/2012	50%
EL 5010	SA	Spencer (nee Cultana)	321	13/09/2012	25%
EL 4212	SA	Sunset Hill	160	24/11/2008	100%
EL 4524	SA	Yalymboo	280	20/06/2010	100%

EL 4462	SA	Cootanoorina	710	6/04/2010	100%
EL 4494	SA	Six Mile Hill	296	17/05/2010	100%
EL 4915	SA	Mt Eba	440	19/04/2012	100%
EL 5101	SA	Mt Morgan	909	16/11/2012	100%

- **Spencer Joint Venture (KSN 25%, SER 75%) EL 5010:**

SER as Operator of the 'Spencer Joint Venture' (SER 75% and Kingston Resources Ltd (ASX:KSN) 25%) has identified a series of 20 drill targets at EL 5010 located within the Olympic Copper Gold Province.

A preliminary review of the new HeliTEM geophysical data supports previously defined geophysical targets from the BHP Billiton (BHPB) Falcon survey.

The Department of Defence has granted access for a drill program which is now planned to start in the second half of 2013, subject to operational requirements.

About the Survey

The HeliTEM survey flown over the licence earlier in the year was designed to find anomalism coincident to the anomalies identified by the BHPB Falcon gravity/magnetics survey recorded in 2004 and copper geochemistry.

About Spencer Project

The project is 321 square kilometres and is located on the west coast of Spencer's Gulf. It remains one of the few areas along the Olympic Dam trend that has not been the subject of significant modern exploration techniques. This same trend is the home to some exceptional discoveries including: Olympic Dam, Carrapateena, Prominent Hill, Mount Gunson, Wallaroo, Moonta and Hill Side.

Favourable geology is clearly evident within the Spencer Project area including the outcrops of the Hiltaba granite and Moonabie formation, the age equivalent host of a number of IOGC style deposits throughout the Olympic Dam trend.

The deeper response (channel 25) of the HeliTEM survey is displayed in Fig 1 together with the lease boundary and restricted access areas of Native Heritage and the Impact Zone. The plan shows a conductive north-south corridor (whose western boundary is coincident with gravity defined intrusive faulting) with a north-east bifurcation towards the middle of the survey area. Large areas of conductive anomalism to the north-east, south-west and south-east are thought to be conductive salt water intrusions from the ocean and/or salt flats.

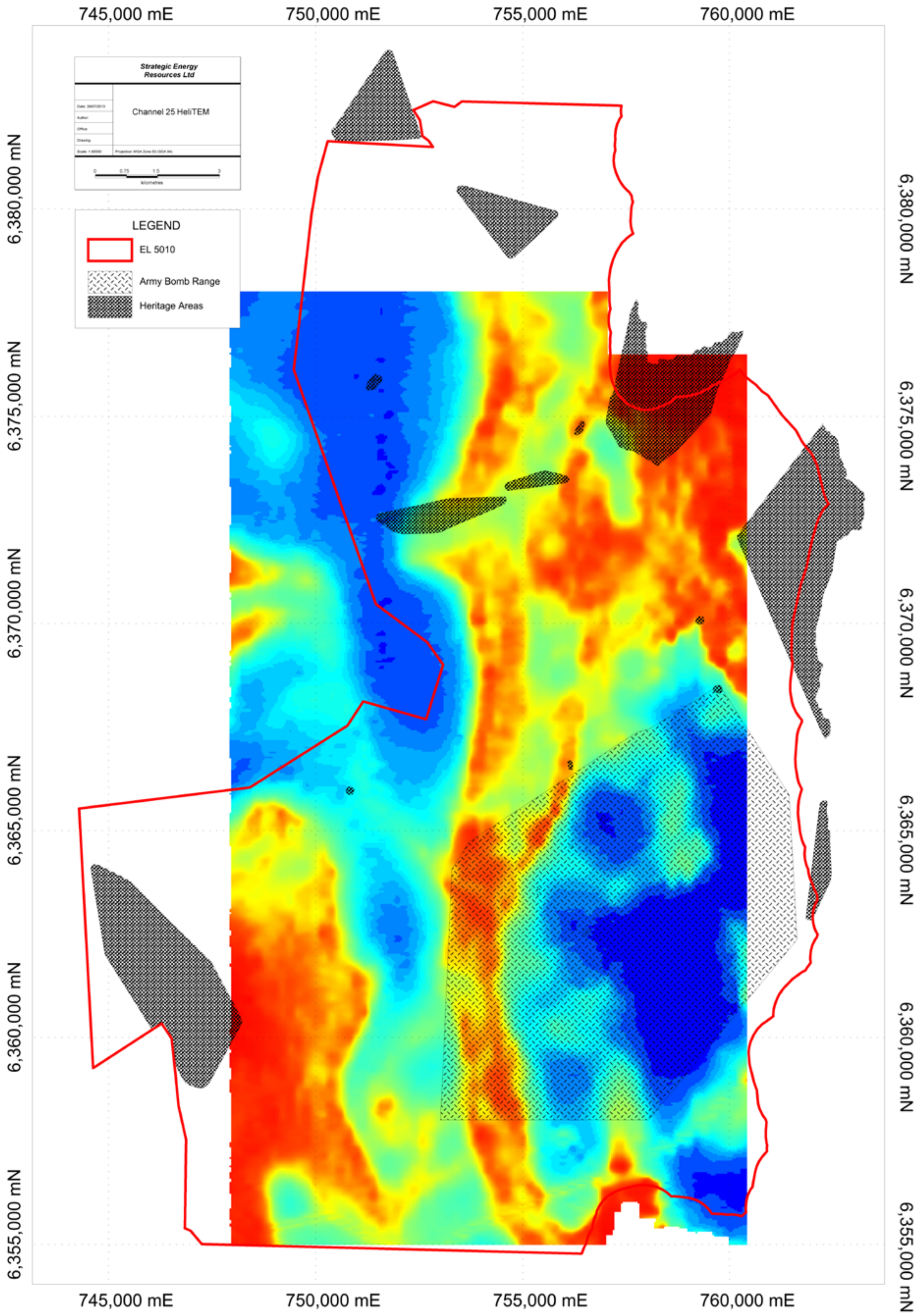


Fig 1. Channel 25 of HeliTEM survey with restricted access areas shown

Next Steps

Review and analysis of the data is expected to be completed in early August. The drill program has been awarded to a drilling contractor.

- **Myall Creek Project (KSN 50%, SER 50%) EL 5011:**

The Myall Creek Copper Project (EL5011) covers an area of 381 km² and is located on the southern Stuart Shelf between Whyalla and Port Augusta, a highly prospective part of the eastern margin of the Gawler Craton. The Myall Creek Project includes a 15 kilometre zone with anomalous copper shown in historic drilling.

Previous work indicates that some mineralization is controlled by a redox contrast which exists between the base of the Tapley Hill formation and the underlying Pandurra Formation, a sandstone unit. This unconformable contract between the two sedimentary units continues to have a strong potential for high grade prospects.

The licence area is immediately west of the Torrens Hinge Zone.

Technical assessment of the prospectively of the Myall Creek project for both Zambian style copper mineralization and the potential of Olympic Dam style IOCG mineralization at depth is ongoing.

EXPENDITURE

- Please refer to the Appendix 5B quarterly commitments report for period ended 30 June 2013 as attached.

Dated this 31st day of July 2013.

Mr Jonathan Davies
Chairman
Kingston Resources Limited

DECLARATION OF COMPETENCY

The information in this report that relates to exploration is based on information compiled by Mr Adrian Dellar, who is a member of the Australasian Institute of Mining and Metallurgy. Mr Dellar is working in the role of Geologist for Kingston Resources Limited. Mr Dellar has sufficient experience which is 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 2004 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Mr Dellar consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

Rule 5.3

Appendix 5B

Mining 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

Name of entity

KINGSTON RESOURCES LIMITED (ASX: KSN)

ABN	Quarter ended ("current quarter")
44 009 148 529	30 JUNE 2013

Consolidated statement of cash flows

	Cash flows related to operating activities	Current quarter $A'000	Year to date (12 months) $A'000
1.1	Receipts from product sales and related debtors	-	28
1.2	Payments for (a) exploration & evaluation	(106)	(106)
	(b) development	-	-
	(c) production	-	-
	(d) administration	(163)	(731)
1.3	Dividends received	-	-
1.4	Interest and other items of a similar nature received	1	9
1.5	Interest and other costs of finance paid	-	-
1.6	Income taxes paid	-	-
1.7	Other (provide details if material)	-	-
	Net Operating Cash Flows	(268)	(800)
	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	-	-
	(b) equity investments	-	-
	(c) other fixed assets	-	-
1.10	Loans to other entities	-	-
1.11	Loans repaid by other entities	-	-
1.12	Other		
	- Cash acquired from investment in company	-	36
	- Stamp duty paid on acquisition of Fleurieu	(244)	(244)
	Net investing cash flows	(244)	(208)
1.13	Total operating and investing cash flows (carried forward)	(512)	(1,008)

+ See chapter 19 for defined terms.

1.13	Total operating and investing cash flows (brought forward)	(512)	(1,008)
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares, options, etc.	2,064	2,470
1.15	Proceeds from sale of forfeited shares	-	-
1.16	Proceeds from borrowings	-	-
1.17	Repayment of borrowings	-	-
1.18	Dividends paid	-	-
1.19	Other –expenses related to issue of shares	(253)	(277)
	Net financing cash flows	1,811	2,193
	Net increase (decrease) in cash held	1,299	1,185
1.20	Cash at beginning of quarter/year to date	250	364
1.21	Exchange rate adjustments to item 1.20	-	-
1.22	**Cash at end of quarter**	1,549	1,549

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	53
1.24	Aggregate amount of loans to the parties included in item 1.10	-

1.25 Explanation necessary for an understanding of the transactions

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

Nil

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

Nil

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	-	-
3.2	Credit standby arrangements	-	-

Estimated cash outflows for next quarter

		$A'000
4.1	Exploration and evaluation	350
4.2	Development	-
4.3	Production	-
4.4	Administration	150
	Total	**500**

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	5	78
5.2	Deposits at call	1,544	172
5.3	Bank overdraft	-	-
5.4	Other (provide details)	-	-
	Total: cash at end of quarter (item 1.22)	1,549	250

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.

		Total number	Number quoted	Issue price per security (see note 3) (cents)	Amount paid up per security (see note 3) (cents)
7.1	**Preference +securities** *(description)*	-	-	-	-
7.2	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions	-	-	-	-
7.3	**+Ordinary securities**	82,355,828	35,569,587		
7.4	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs	10,302,500 2,000,000	10,302,500 0	$0.20 Nil	$0.20 Nil
7.5	**+Convertible debt securities** *(description)*	Nil	Nil		
7.6	Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted	Nil	Nil		
7.7	**Options** *(description and conversion factor)*	25,000 10,302,500 15,400,000	- 10,302,500 -	*Exercise price* $5.00 $0.20 $0.20	*Expiry date* 3 July 2013 31 December 2015 31 December 2015
7.8	Issued during quarter	10,302,500 15,400,000	10,302,500 -	$0.20 $0.20	31 December 2015 31 December 2015
7.9	Exercised during quarter	Nil	Nil		
7.10	Expired during quarter	5,651,984	5,651,984	$2.00	6 May 2013
7.11	**Debentures** *(totals only)*				

+ See chapter 19 for defined terms.

7.12	**Unsecured notes** *(totals only)*		

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.

Sign here: .... Date: 31 July 2013
(Director/Company secretary)

Print name: Mathew Whyte

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 6: Exploration for and Evaluation of Mineral Resources* and *AASB 107: Statement of Cash Flows* apply to this report.

5 **Accounting Standards** ASX will accept, for example, the use of International Financial Reporting 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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