KINGSTON RESOURCES LIMITED

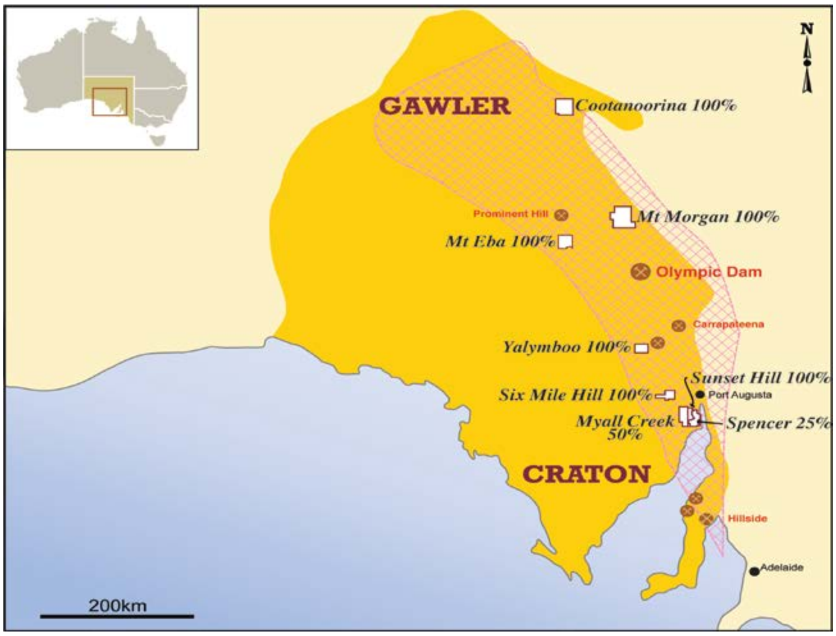
ABN 44 009 148 529

QUARTERLY ACTIVITIES REPORT AND APPENDIX 5B for the period ended 31 March 2014

Highlights	
	➢ Spencer JV - Kijani Trend soil program review on going. ➢ Mount Morgan and Cootanoorina projects geophysical review completed by consultant geophysicists with positive outcomes. ➢ Consultant Geophysicist engaged to conduct review of other tenements.

Kingston's Exploration Assets

The Company holds interests in eight exploration licences in the Olympic Arc corridor, being the most prospective zone for Iron-oxide copper- gold 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.



Map 1: The Company's projects and major IOCG mines and deposits of the Olympic Arc located in the Gawler Craton, South Australia.

Of the Tenements, six are wholly owned and two are in joint venture with the ASX-listed Strategic Energy Resources (SER) (see Figure 2). The principle aim of the Company's exploration programmes is the discovery and development of IOCG deposits.

Tenement	State	Project	Km^2	Grant Date	Ownership	Change since last Quarter
EL 5011	SA	Myall Creek	381	13/09/2012	50%	N/A
EL 5010	SA	Spencer (nee Cultana)	321	13/09/2012	25%	N/A
EL 4212	SA	Sunset Hill	160	24/11/2008	100%	N/A
EL 4524	SA	Yalymboo	280	20/06/2010	100%	N/A
EL 4462	SA	Cootanoorina	710	6/04/2010	100%	N/A
EL 4494	SA	Six Mile Hill	296	17/05/2010	100%	N/A
EL 4915	SA	Mt Eba	440	19/04/2012	100%	N/A
EL 5101	SA	Mt Morgan	909	16/11/2012	100%	N/A

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

Strategic Energy Resources Limited (ASX:SER) as Operator of the 'Spencer Joint Venture" (SER 75% and Kingston Resources Ltd (ASX:KSN) 25%) completed a first round drilling campaign in late 2013.

The Spencer area comprises 321 km² and is located on the west coast of Spencer's Gulf. It had remained one of the few undrilled areas along the Olympic Dam trend that has now been the subject of significant modern exploration techniques including gravity, magnetics, HeliTEM, geological mapping and geochemistry. This same trend is the home to some exceptional discoveries including Olympic Dam, Carrapateena, Prominent Hill, Mount Gunson, Wallaroo, Moonta and Hillside.

Analysis combining all current data including HeliTEM, geological logging of RC chips and Field Portable XRF (FPXRF) data is now focused on the electromagnetic (EM) conductive lineament (See Figure 1) joining known outcropping expressions of copper mineralization. These areas of copper outcrop have been historically mapped as having been strongly altered with the Muzzo outcrop showing argillic alteration.

The next phase of exploration will aim to evaluate the mineral potential of the newly discovered Kijani trend. This will involve follow up mapping of alteration zones throughout the trend and initial plans for a geochemical program with the aim to validate historical geochemical sampling programs and to delineate further buried occurrences of mineralization of similar style to the outcropping mineralization throughout the Kijani Trend.

A geophysical review by geophysical consultants of the Kijani Trend is currently in the final stages of completion. This review in conjunction with geology and geochemistry will enhance the understanding of the geological setting of the Kijani Trend and allow for a focused geochemical program to be designed and implemented in the June quarter, subject to regulatory clearances.

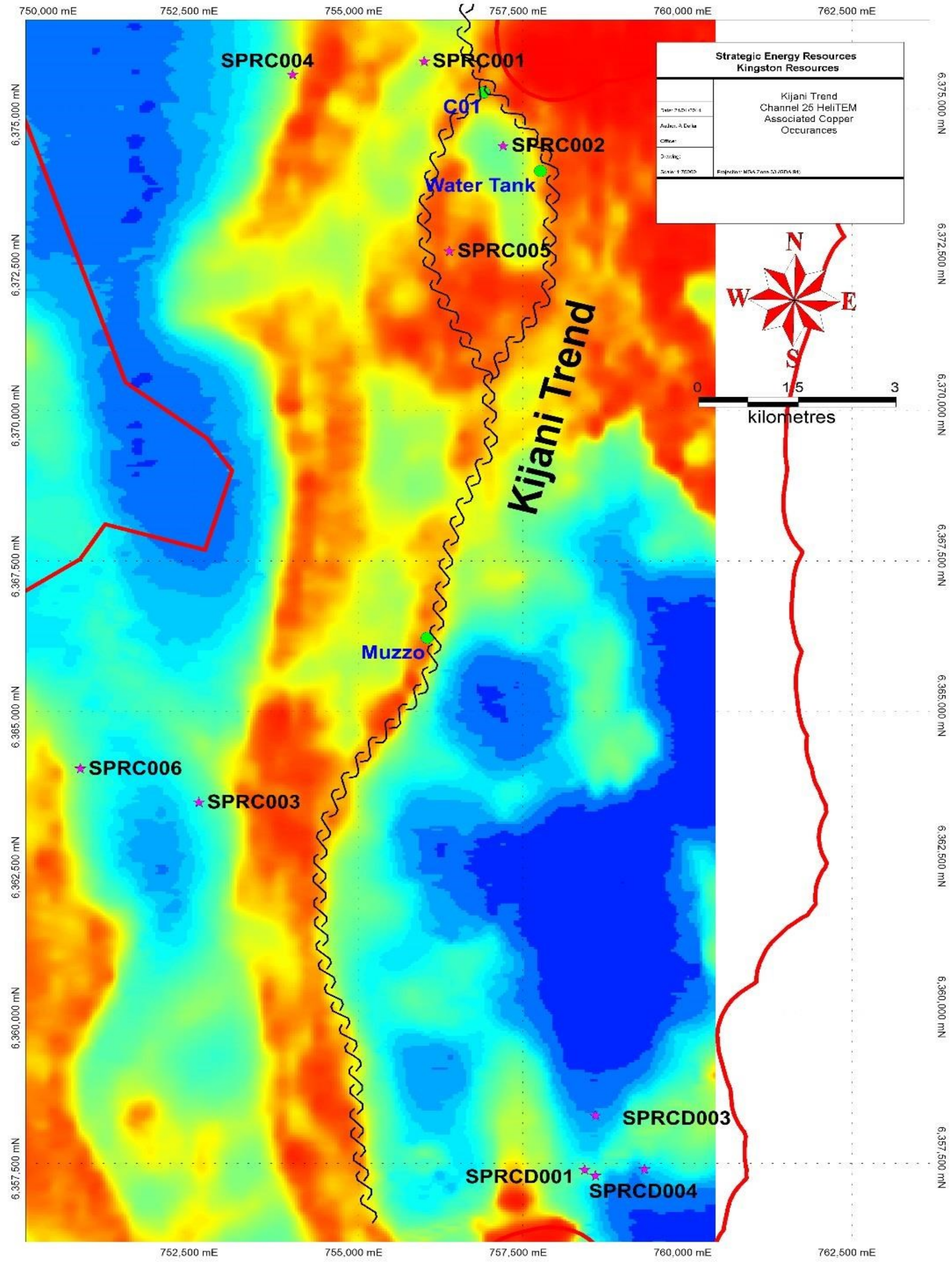


Figure 1 The Kijani Trend

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 an underlying unconformable contact between the two sedimentary units. This unconformity 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.

Mount Morgan

During the quarter part of the focus was on the evaluation of EL 5101. This involved a geophysical review of all historical data by consultant geophysicists. The aim of the exercise was to evaluate the tenement to establish the potential for IOCG style mineralization. The results of the review showed a gravity anomaly significant enough to warrant further investigation. A follow up work program recommended an infilling of the historical station spacing to increase the quality of the gravity data and to possibly delineate drill targets. KSN is in current negotiations with contract geophysical survey companies as to the follow up program of work.

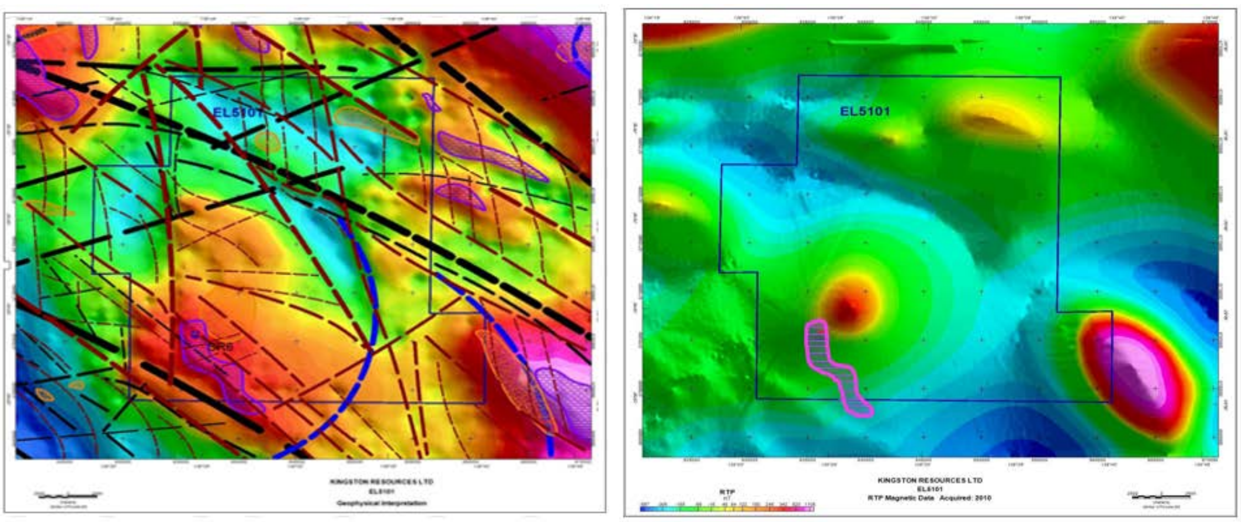


Figure 2 Gravity and Magnetics Interpretation showing isolated density response interpreted as a bedrock intrusive (pink polygon)

Cootanoorina Project

During the quarter preliminary modeling of SARIG derived geophysical data was undertaken for EL 4462. This involved a geophysical review of all historical data by consultant geophysicists Other Projects. The results of the review showed a gravity anomaly significant enough to warrant further investigation and provided Kingston with enough encouragement to renew the lease for a further two year term, during which a complete assessment of the geophysical anomalism will be made and an assessment of the strike of the geophysical highs will be made.

Other Projects

Given the success on the Mount Morgan and Cootanoorina projects geophysical review the Company has now engaged a consultant geophysicist to conduct a similar review over Mt Eba, and Six Mile Hill projects. The review is expected to be completed by early May and recommendations further work presented to the board in the June quarter.

Expenditure

Please refer to the Appendix 5B quarterly commitments report for period ended 31 March 2014 as attached.

Dated this 30th day of April 2014.

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 2012 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	31 MARCH 2014

Consolidated statement of cash flows

	Cash flows related to operating activities	Current quarter $A'000	Year to date (9 months) $A'000
1.1	Receipts from product sales and related debtors	-	-
1.2	Payments for (a) exploration & evaluation	(26)	(506)
	(b) development	-	-
	(c) production	-	-
	(d) administration	(88)	(303)
1.3	Dividends received	-	-
1.4	Interest and other items of a similar nature received	-	25
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	(114)	(784)
	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	-	-
	Net investing cash flows	-	-
1.13	Total operating and investing cash flows (carried forward)	(114)	(784)

+ See chapter 19 for defined terms.

1.13	Total operating and investing cash flows (brought forward)	(114)	(784)
	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	-	-
1.18	Dividends paid	-	-
1.19	Other –expenses related to issue of shares	-	-
	Net financing cash flows	-	-
	Net increase (decrease) in cash held	(114)	(784)
1.20	Cash at beginning of quarter/year to date	880	1,550
1.21	Exchange rate adjustments to item 1.20	-	-
1.22	**Cash at end of quarter**	766	766

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	44
1.24	Aggregate amount of loans to the parties included in item 1.10	-

1.25 Explanation necessary for an understanding of the transactions

Nil

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

+ See chapter 19 for defined terms.

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	100
4.2	Development	-
4.3	Production	-
4.4	Administration	75
	Total	**175**

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	8
5.2	Deposits at call	761	872
5.3	Bank overdraft	-	-
5.4	Other (provide details)	-	-
	Total: cash at end of quarter (item 1.22)	766	880

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	N/A*			
6.2	Interests in mining tenements acquired or increased	N/A*			

*Refer to Quarterly Report for LR 5.3.3 Tenement Information

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	42,014,168		
7.4	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs	Nil	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)*	10,302,500 15,400,000 6,000,000	10,302,500 - -	*Exercise price* $0.20 $0.20 $0.07	*Expiry date* 31 December 2015 31 December 2015 30 June 2016
7.8	Issued during quarter	Nil	Nil		
7.9	Exercised during quarter	Nil	Nil		
7.10	Expired during quarter	Nil	Nil		
7.11	**Debentures** *(totals only)*				
7.12	**Unsecured notes** *(totals only)*				

+ 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 5).

2 This statement does give a true and fair view of the matters disclosed.

Sign here: .... Date: 30 April 2014
(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.

== == == == ==