

MIDWINTER

RESOURCES NL

QUARTERLY ACTIVITIES REPORT For the period ending September 2012

Midwinter Resources NL (**ASX : MWN**) is pleased to report the following activities for the September quarter 2012

HIGHLIGHTS

- **Prospecting rights applied for over ground prospective for phosphate**
- **Application for coal in Botswana**

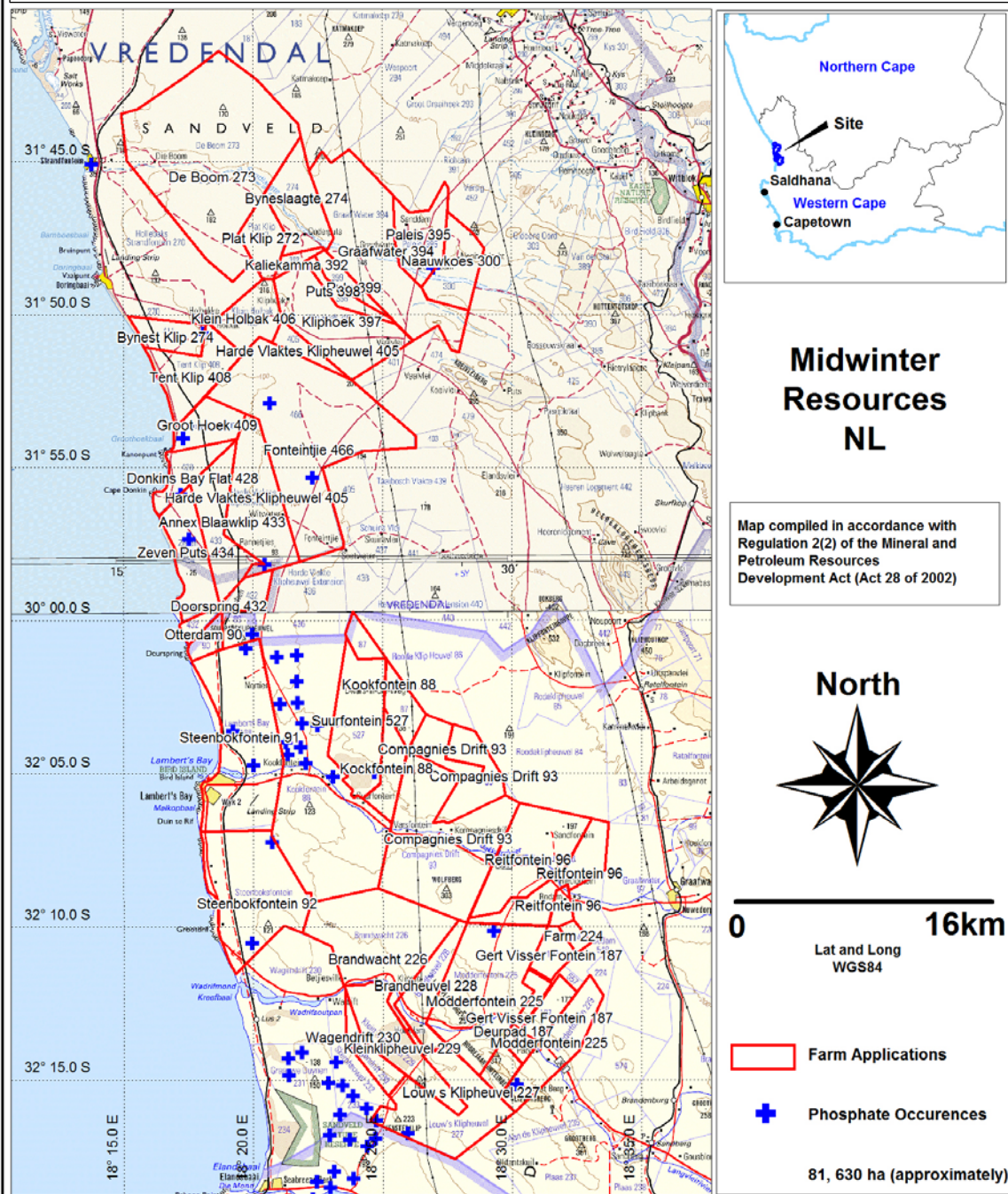
INTRODUCTION

The company maintains its interest in raw material feed to the ferrous metals industry but is also assessing further opportunities to diversify its portfolio and reduce commodity and country risk.

PHOSPHATE – SOUTH AFRICA (MIDWINTER 74%)

The Company recognizes the strong demand in fertilizer products and that increasing population and improvements in living standards will drive buoyancy in demand and price of feed materials in that sector. Accordingly, Midwinter has taken the opportunity to apply for two prospecting rights in areas of known phosphate mineralization close to Cape Town, on the south west coast of South Africa (Figure 1).

Deposits within the area of interest are derived from marine sediments enriched in guano. The thicknesses of the deposits vary from less than one metre to more than 24m. Within the guano rich formation the grade of P_2O_5 averages about 9-10%, but is generally lower in adjacent sediments and weathered material.



Applications for prospecting rights over the following Farms

Bynest Klip 274, Tent Klip 408, Klein Holbak 406, Plat Klip 272, Byneslaagte 274, De Boom 273, Graafwater 394, Paleis 395, Naauwkoeks 300, Puts 399, Puts 398, Kaliekamma 392, Kliphoeck 397, Harde Vlaktes Kliphoeck 405, Fonteintjie 466, Groot Hoek 409, Donkins Bay Flats 428, Zeven Puts 434, Annex Blaauwklip 433, Doorspring 432, Otterdam 90, Steenbokfontein 91, Steenbokfontein 92, Brandwacht 226, Kleinklipheuwel 229, Wagendrift 230, Louw's Kliphoeck 227, Modderfontein 225, Gert Visser Fontein 187, Deurpad 187, Farm 224, Brandheuwel 228, Rietfontein 96, Compagnies Drift 93, Kockfontein 88, Suurfontein 527, Kockfontein 87

Figure 1 shows areas of Midwinter phosphate tenement applications.

SOUTH AFRICAN FERROUS METALS RAW MATERIALS (Midwinter 70%)

Midwinter Resources NL, through its South African subsidiary, Capricorn Iron (49% MWN, expanding to 70%) continues its activities to establish a supply of feed stock to the ferrous metals industry. This includes magnetite iron and limestone in the Limpopo Province of South Africa. Regional reconnaissance, including magnetic interpretation, published geological surveys, and ground checks, has identified a number of locations within the province that are very prospective for iron ore and limestone, two of the major inputs for steel production.

The evaluation of geological and geophysical information led to Capricorn applying for 10 Prospecting Rights, over the prospective ground, in 2011. Capricorn has recently been informed by the Department of Mineral Resources (“DMR”) that 2 of the applications have been accepted for processing and 7 of the applications have been refused on the grounds that there had been prior Prospecting Right applications for iron ore over the same ground. One tenement’s application status remains unconfirmed by the DMR. Capricorn notes that DMR online records show much of the area pertaining to the 7 applications is either vacant or does not have applications for iron ore exploration. Capricorn is currently engaged with DMR to determine the status of the ground in question and is of the view that ground should be available for prospecting.

The official status of the ground in which Capricorn has, an interest, is shown in Figure 2.

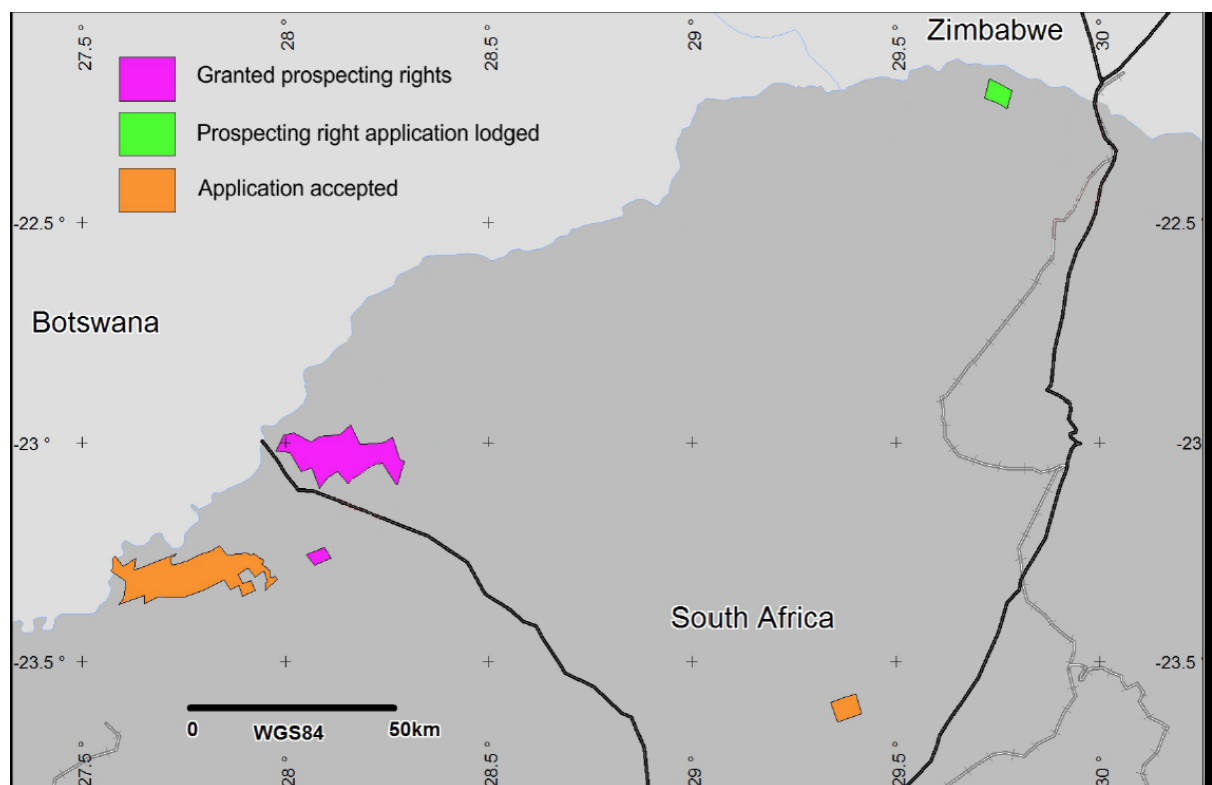


Figure 2 showing the Limpopo Province and areas of granted tenure (purple) applications yet to be processed (green) and application accepted (orange).

SWAZILAND METALLURGICAL COAL

Early in 2012 Midwinter Resources NL entered into an agreement to acquire 100% of the issued capital of Teeman (Pty) Ltd, a company incorporated in Swaziland. Teeman's principal asset is a prospecting right application over approximately 16km² covering the Mpaka Colliery (Swaziland) which was operated by Gencor until 1992. The Teeman application has not yet been determined. The project is located on established rail and is only 80km from the port of Maputo (Figure 3).

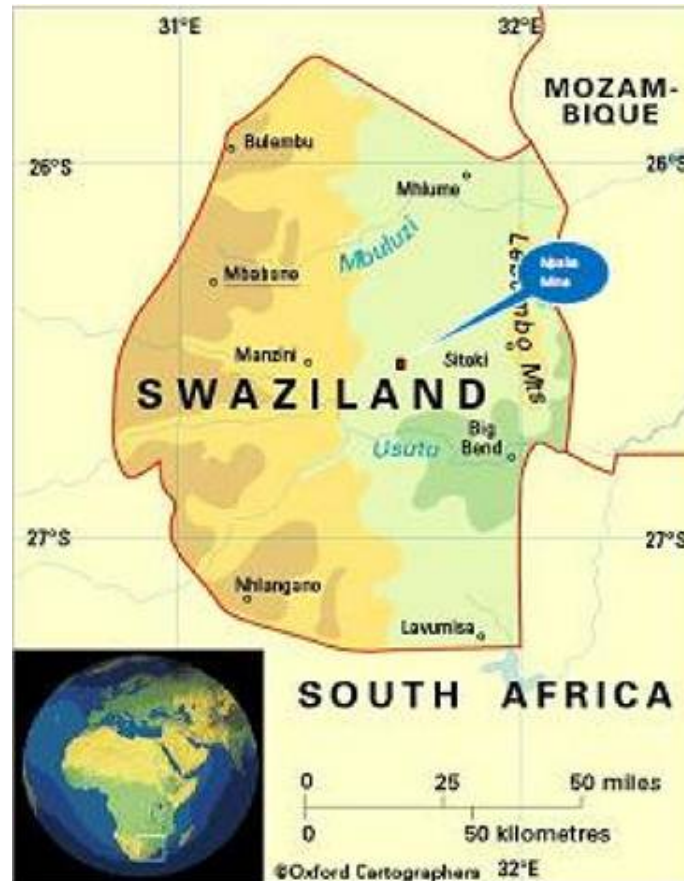


Figure 3 shows the location of the Mpaka coal project in Swaziland.

Coal produced from Mpaka was sold to markets for the reduction of ferrochrome and ferromanganese. These applications are in keeping with Midwinter's strategy to supply feed materials to the ferrous metals industry.

BOTSWANA COAL

Midwinter has made an application for a prospecting licence in Botswana over what is known as the Mmambula South Block as shown in Figure 4. The area is very prospective for thermal coal. The application was made by way of tender and there is strong competition for the ground, with the results of the tender yet to be announced.

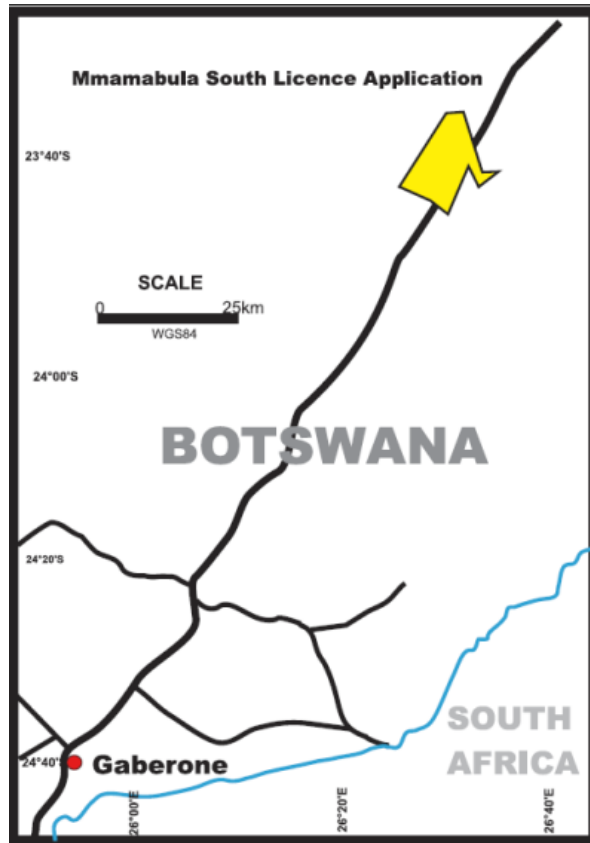


Figure 4 shows the location of prospective coal at Mmamabula, approximately 100km north-east of Gaborone, the service centre and capital of Botswana.

Adrian Griffin
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Competent Persons Statement:

The information contained in the report that relates to Exploration Results of projects owned by Midwinter Resources NL and is based on information compiled or reviewed by Mr. Adrian Griffin, who is an employee of the Company and is a Member of the Australasian Institute of Mining and Metallurgy and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which is being undertaken 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. Griffin has given consent to the inclusion in the report of the matters based on his information in the form and context in which it appears.

ENDS