

# Appendix 5B

## Mining exploration entity quarterly report

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

Name of entity

CHALICE GOLD MINES LIMITED

ABN

47 116 648 956

Quarter ended ("current quarter")

30 JUNE 2010

### Consolidated statement of cash flows

	Current quarter \$A (000's)	Year to date (12 months) \$A (000's)
<b>Cash flows related to operating activities</b>		
1.1 Receipts from product sales and related debtors	38	181
1.2 Payments for (a) exploration and evaluation	(2,925)	(9,087)
(b) development	-	-
(c) production	-	-
(d) administration (see 1.25 below)	(783)	(3,141)
1.3 Dividends received	-	-
1.4 Interest and other items of a similar nature received	120	323
1.5 Interest and other costs of finance paid	-	-
1.6 Income taxes paid	-	-
1.7 Other – Merger and restructuring costs (see 1.25 below)	-	(636)
Other - GST	(24)	(41)
<b>Net Operating Cash Flows</b>	<b>(3,574)</b>	<b>(12,401)</b>
<b>Cash flows related to investing activities</b>		
1.8 Payment for purchases of: (a)prospects	(7,750)	(8,000)
(b)equity investments	(314)	(1,896)
(c)other fixed assets	(254)	(877)
1.9 Proceeds from sale of: (a)prospects	-	435
(b)equity investments	-	155
(c)other fixed assets	-	-
1.10 Loans to other entities	-	-
1.11 Loans repaid by other entities	-	-
1.12 Other –cash acquired on completion of merger	-	252
<b>Net investing cash flows</b>	<b>(8,318)</b>	<b>(9,931)</b>
1.13 Total operating and investing cash flows (carried forward)	<b>(11,892)</b>	<b>(22,332)</b>

+ See chapter 19 for defined terms.

<b>Cash flows related to financing activities</b>			
1.14	Proceeds from issues of shares, options, etc. (net)	9,672	20,478
1.15	Proceeds from sale of shares	-	-
1.16	Proceeds from borrowings	-	-
1.17	Repayment of borrowings	-	-
1.18	Dividends paid	-	-
1.19	Other	(2)	(49)
<b>Net financing cash flows</b>		<b>9,670</b>	<b>20,429</b>
<b>Net increase (decrease) in cash held</b>		<b>(2,222)</b>	<b>(1,903)</b>
1.20	Cash at beginning of quarter/year to date	<b>9,939</b>	<b>9,624</b>
1.21	Exchange rate adjustments to item 1.20	(28)	(32)
1.22	<b>Cash at end of quarter</b>	<b>7,689</b>	<b>7,689</b>

**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
1.23	Aggregate amount of payments to the parties included in item 1.2	156,000
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 1.1 – cash inflow includes fees charged to Liontown Resources Limited under a corporate services agreement for the sharing of office overhead costs.

Item 1.2 (a) – payments for exploration and evaluation are higher than previous periods due to costs associated with the finalisation of the Koka Feasibility Study.

Item 1.7 – includes one off merger and restructure costs, including but not limited to legal fees, corporate advisory fees, contract termination costs and redundancy costs in relation to the merger with Sub-Sahara Resources.

Item 1.8 (a) – includes payment of \$8,000,000 to acquire all the shares in Dragon Mining (Eritrea) Ltd and the remaining 20% interest in Zara Project, held by Dragon Mining Ltd.

Item 1.8 (b) – cash out flow consists of \$1,210,000 for the acquisition of Yolanda International Limited (holder of an 11.12% interest in the Zara Project in Eritrea) and payment for the Company's investment in London Africa Limited.

Item 1.14 – includes proceeds (net of share issue costs) from private placement of 20 m fully paid ordinary shares at 36 cents per share and 21.6 m fully paid ordinary shares at 42 cents per share.

Item 1.23 – Amounts paid to related parties include remuneration, directors fees, consulting fees and reimbursements of expenses to directors.

### 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
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- 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
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### Financing facilities available

*Add notes as necessary for an understanding of the position.*

		Amount available \$A	Amount used \$A
3.1	Loan facilities	Nil	Nil
3.2	Credit standby arrangements	Nil	Nil

### Estimated cash outflows for next quarter

	\$A (000's)
4.1 Exploration and evaluation	4,400
4.2 Development	Nil
4.3 Production	Nil
4.4 Administration	1,300
<b>Total</b>	<b>5,700</b>

### 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's)	Previous quarter \$A (000's)
5.1 Cash on hand and at bank	2,629	6,939
5.2 Deposits at call	5,060	3,000
5.3 Bank overdraft	-	-
5.4 Other (Bank Guarantee)	-	-
<b>Total: cash at end of quarter</b> (item 1.22)	<b>7,689</b>	<b>9,939</b>

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+ See chapter 19 for defined terms.

### Changes in interests in mining tenements

6.1 Interests in mining tenements relinquished, reduced or lapsed	Tenement reference	Nature of interest (note (2))	Interest at beginning of quarter	Interest at end of quarter
	Nil			

6.2 Interests in mining tenements acquired or increased	Tenement reference	Nature of interest (note (2))	Interest at beginning of quarter	Interest at end of quarter
	Hurum	Application - Eritrea	0%	0%
	Seccai Reba	Application - Eritrea	0%	0%
	Adobha Abyi	Application - Eritrea	0%	0%
	Nakfa East	Application - Eritrea	0%	0%
	Irafayle West	Application - Eritrea	0%	0%

### 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 <b>Preference + securities</b> (description)	Nil	Nil	Nil	Nil
7.2 Changes during quarter	N/A	N/A	N/A	N/A
(a) Increases through issues				
(b) Decreases through returns of capital, buy-backs.				
7.3 <b>+Ordinary securities</b>	181,033,617	181,033,617	N/A	N/A
7.4 Changes during quarter				
(a) Increases through issues	21,613,080	21,613,080	\$0.42	\$0.42
	2,000,000	2,000,000	Nil	Nil
(b) Decreases through returns of capital.	Nil	Nil	N/A	N/A
7.5 <b>+Convertible debt securities</b> (description)	Nil	Nil	N/A	N/A
7.6 Changes during quarter	Nil	Nil	N/A	N/A
(a) Increases through issues				
(b) Decreases through securities matured.				

+ See chapter 19 for defined terms.

**Appendix 5B**  
**Mining exploration entity quarterly report**

7.7	<b>Options</b> <i>(description and conversion factor)</i>			Exercise price	Expiry date
		5,575,000	Nil	\$0.25	21 March 2011
		500,000	Nil	\$0.25	1 December 2012
		250,000	Nil	\$0.20	11 December 2012
		500,000	Nil	\$0.20	31 July 2013
		750,000	Nil	\$0.50	1 September 2012
		1,250,000	Nil	\$0.35	31 March 2014
		1,250,000	Nil	\$0.45	31 March 2014
		2,000,000	Nil	\$0.35	16 November 2013
		1,000,000	Nil	\$0.36	31 March 2012
7.8	Issued during quarter	Nil	Nil	N/A	N/A
7.9	Exercised during quarter	Nil	Nil	N/A	N/A
7.10	Expired/Forfeited during quarter	Nil	Nil	N/A	N/A
7.11	<b>Debentures</b> <i>(totals only)</i>	Nil	Nil		
7.12	<b>Unsecured notes</b> <i>(totals only)</i>	Nil	Nil		

+ 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.

Sign here:



Date: 20 July 2010

Company Secretary

Print name: Richard Hacker

## 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 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.

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