

## 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

VICTORY MINES LIMITED

ABN

39 151 900 855

Quarter ended ("current quarter")

31 December 2012

#### Consolidated statement of cash flows

	Current quarter \$A'000	Year to date (6 months) \$A'000
<b>Cash flows related to operating activities</b>		
1.1 Receipts from product sales and related debtors	-	-
1.2 Payments for		
(a) exploration and evaluation	(416)	(471)
(b) development	-	-
(c) production	-	-
(d) administration	(1,364)	(1,499)
1.3 Dividends received		
1.4 Interest and other items of a similar nature received	18	18
1.5 Interest and other costs of finance paid	-	-
1.6 Income taxes paid		
1.7 Other –bonds		
<b>Net Operating Cash Flows</b>	(1,762)	(1,952)
<b>Cash flows related to investing activities</b>		
1.8 Payment for purchases of:		
(a)prospects	(4)	(4)
(b)equity investments	-	-
(c)other fixed assets	(6)	(6)
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 Repayment of loans	-	-
<b>Net investing cash flows</b>	(10)	(10)
1.13 Total operating and investing cash flows (carried forward)	(1,772)	(1,962)

+ See chapter 19 for defined terms.

1.13	Total operating and investing cash flows (brought forward)	(1,772)	(1,962)
	<b>Cash flows related to financing activities</b>		
1.14	Proceeds from issues of shares, options, etc	18	4,120
1.15	Proceeds from sale of forfeited shares	-	-
1.16	Proceeds from sale of forfeited shares	-	-
1.17	Proceeds from borrowings	-	-
1.18	Repayment of borrowings	-	-
1.19	Dividends paid	-	-
1.20	Other – proceeds for intended issue of securities	40	40
	return of proceeds	-	-
	proceeds for convertible note	-	-
1.21	Other – costs of share issues	(870)	(884)
	<b>Net financing cash flows</b>	<b>(812)</b>	<b>3,276</b>
	<b>Net increase (decrease) in cash held</b>	<b>(2,584)</b>	<b>1,314</b>
1.22	Cash at beginning of quarter/year to date	4,094	196
1.23	Exchange rate adjustments to item 1.20	-	-
1.24	<b>Cash at end of quarter</b>	<b>1,510</b>	<b>1,510</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'000
1.25	Aggregate amount of payments to the parties included in item 1.2	221
1.26	Aggregate amount of loans to the parties included in item 1.10	

1.27 Explanation necessary for an understanding of the transactions

1.23 includes director's fees and salaries for executive and non-executive 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

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

+ 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	91
4.2 Development	-
4.3 Production	-
4.4 Administration	96
<b>Total</b>	<b>187</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	Previous quarter \$A'000
5.1 Cash on hand and at bank	94	22
5.2 Deposits at call	1,416	4,072
5.3 Bank overdraft		-
5.4 Other		-
<b>Total: cash at end of quarter (item 1.22)</b>	<b>1,510</b>	<b>4,094</b>

### 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	Nil		
6.2	Interests in mining tenements acquired or increased	Nil		

+ See chapter 19 for defined terms.

### 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> <i>(description)</i>				
7.2 Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions				
7.3 <b>+Ordinary securities</b>	(a)72,594,022	35,126,351	-	-
7.4 Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs	(a) 27,778,021	23,778,021	-	
7.5 <b>+Convertible debt securities</b> <i>(description)</i>				
7.6 Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted				
7.7 <b>Options</b> <i>(description and conversion factor)</i>	(a)41,500,000 (b)4,658,000 (c)4,000,000 (d)1,829,007	41,500,000 4,658,000 4,000,000 1,829,007	<i>Exercise price</i> 20 cents 40 cents 20 cents 20 cents	<i>Expiry date</i> 9 October 2015 9 October 2015 9 October 2017 9 April 2015
7.8 Issued during quarter	(c)4,000,000 (d)1,829,007	4,000,000 1,829,007	20 cents 20 cents	9 October 2017 9 April 2015
7.9 Exercised during quarter				
7.10 Lapsed during quarter				
7.11 <b>Debentures</b> <i>(totals only)</i>				

+ See chapter 19 for defined terms.

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7.12	<b>Unsecured notes (totals only)</b>		
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### ***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:   
Elizabeth Hunt  
(Company Secretary)

Date: 30 January 2013

### ***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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