



Quarterly Report

For the three months ending 30 June 2014

ASX Release: 28 July 2014

Summary & Highlights for the Quarter

- End of quarter cash position was \$1.04M;
- Three parties are in the process of reviewing project information for Collurabbie; one party is reviewing project information for Saxby;
- A new gold target has been identified at Collurabbie and surface sampling is scheduled for this quarter;
- No field exploration was undertaken on Joint Venture properties managed and operated by other parties; and
- The Company continued to review joint venture / acquisition opportunities as well as maintain its greenfields project generation strategy.

Falcon Minerals Limited

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ACN: 009 256 535

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Capital Structure

169.0 million shares
4.0 million unlisted options (\$0.2/0.4)

Cash at Bank - \$1.04M

Board Members

Richard Diermayer – NE Chairman
Ron Smit - Managing Director
Ray Muskett – NE Director

Key Projects

Collurabbie Ni-Cu-PGE (100%)
Massive Ni-Cu-PGE sulphides at the Olympia Prospect. Significant potential remains for additional discoveries.
Seeking JV partner

Saxby Au (100%)

IOCG system with high-grade gold intercepts:
SXDD005: 17m at 6.8g/t Au from 631m
SXDD014: 15m at 9.1g/t Au from 701m
Seeking JV partner



www.falconminerals.com.au

Mineral Exploration Activities

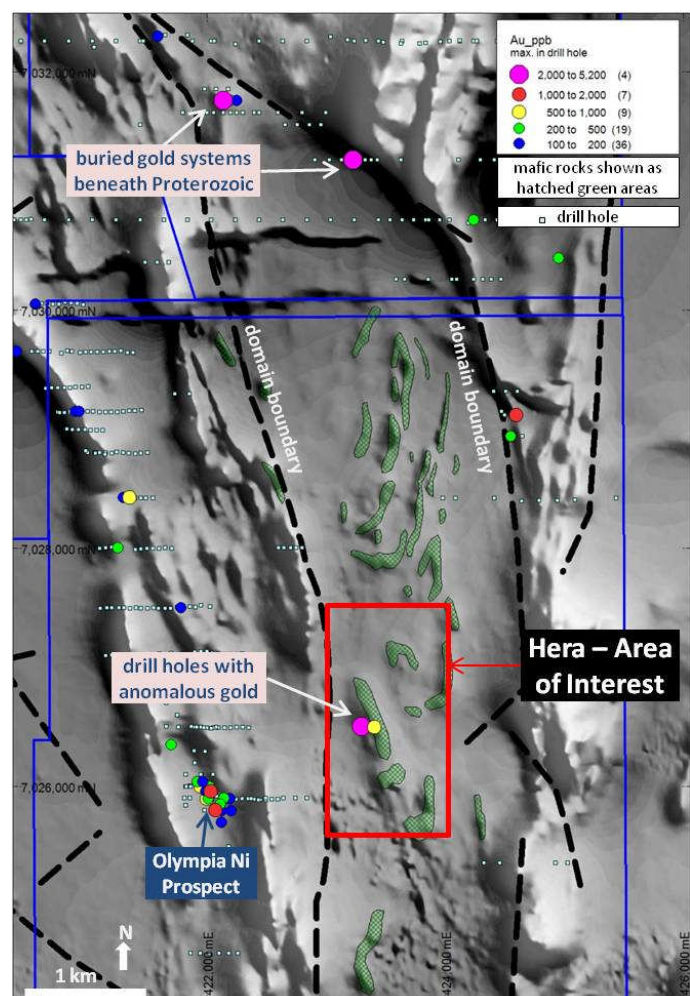
As for the previous quarter, the Company continued to review a number of mineral exploration properties as part of its ongoing commitment to find an asset that can add value to the company's portfolio. Several local and international opportunities have been reviewed, but so far none have satisfied the company's present criteria given its financial capacity, their development potential and the expected level of market interest.

Collurabbie Project, Duketon Belt, Yilgarn Block WA (100% Falcon, seeking JV partner)

The Collurabbie Project is 200 km north of Laverton in the Duketon Greenstone Belt of Western Australia. Falcon and / or its former JV partners have been exploring the project area for more than a decade and have completed airborne and ground geophysical surveys, surface geochemical surveys and a high volume of drilling. The project includes the Olympia nickel-copper discovery and several other nickel and gold prospects and targets.

Divestment Strategy - During the quarter the company continued its process of searching for a joint venture partner to accelerate mineral exploration activity. Currently, there are three parties at various stages of reviewing the project information. The Company is confident that it will secure a partner this quarter.

Hera, a new gold target - An ongoing review of the gold potential of the Collurabbie Project has identified an additional Area of Interest (AOI) which has been termed Hera. This AOI is based on two historical holes that were drilled to test a magnetic feature for nickel mineralisation. Both holes returned anomalous gold associated with mafic rocks (CLD172: 12m at 0.24g/t Au from 34m and 8m at 0.76g/t Au from 60m including 2m at 2.42 g/t Au; CLD173: 2m at 0.76g/t Au from 22m). These anomalous drill results are of interest as they reside in a distinct geological domain which has had little previous mineral exploration. The domain is a gravity low with a number of short strike length magnetic units and is regarded as a package of sedimentary rocks associated with mafic intrusive/extrusive rocks. The company previously identified drill hole geochemical anomalies at the northern termination of this geological domain overlain by younger Proterozoic cover that deepens to the north. The Hera AOI is characterised by very thin cover with windows of bedrock regolith and should be able to be screened by traditional surface geochemical techniques.



Collurabbie-Maximum gold in drill hole plan on greyscale TMI image: Hera Area of Interest is under-explored and amenable to traditional surface sampling. The northern gold hits are buried beneath Proterozoic sedimentary rocks (requiring follow up by drilling). Note that the Olympia Ni-Cu sulphide Prospect is characterised by elevated gold mineralisation.

A sampling program is planned for this quarter and will investigate the geochemical response over the gold system detected by the drill holes as well as test other areas in the district located at perceived better structural locations.

The increased interest by the company in the gold potential of this greenstone belt is a reflection of the success had by Regis Resources Limited with their discovery and development of the multi-million ounce Moolart Well and Garden Well Gold Mines in the nearby Duketon greenstone belt. The Hera AOI is 80km NNW of the Moolart Well Gold Mine.

Tenement Administration - During the quarter four tenements (P38/4071, P38/4072, E38/2816, E38/2817) were granted by the Department of Mines and Petroleum.

Saxby Project, Mt Isa Block QLD (100% Falcon, seeking JV partner)

The Saxby Project consists of two exploration permits located 165 km north-northeast of Cloncurry in the Gulf Country of northwest Queensland. EPM 15398 contains precious and base metal prospects (including the Lucky Squid Gold and Tea Tree Nickel prospects). These prospects are hosted by basement rocks of the Mt Isa Block that are buried beneath 400m of younger sedimentary cover. EPM 25152 covers the strongest magnetic feature in the district as this is considered to have potential for Ernest Henry style mineralisation.

During the quarter there were no field activities undertaken. The Company is still seeking to divest this property and currently one party is reviewing the project information.

Joint Venture Projects

The Company has three joint venture properties managed and operated by other parties:

- Cloncurry JV, Mt Isa Block QLD operated by Minotaur (100% Falcon, Minotaur earning 51%);
- Windanning Hill JV, Yalgoo Greenstone Belt WA operated by Gindalbie Metals and Minjar Gold (Falcon diluting; ~19% retained interest);
- Deleta JV, Duketon Greenstone Belt WA operated by Regis Resources (20% Falcon – free carried to completion of feasibility study).

No field activities were reported by the operators of these joint ventures.

Other Projects

EL29728 (Arunta Project) located 300km north of Alice Springs and covering an area of concealed Proterozoic basement belonging to the Arunta Complex was surrendered.

Corporate

There were no changes to the capital structure of the Company and the cash reserves at the end of quarter were \$1.04M. The company is well positioned to fund its planned exploration programs. During the quarter \$50,000 was spent on exploration activities.

The mining tenements held at the end of the quarter and their location is listed in Table 1.

For further information on Falcon Minerals Limited please contact:



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Competent Persons Statement

The information in this report that relates to Exploration Results is based on information compiled or reviewed by Mr Ronald Smit, Managing Director for Falcon Minerals Limited. Mr Smit is a Member of the Australasian Institute of Mining and Metallurgy (AusIMM) and 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 Smit consents to the inclusion in the report of the matters based on his information, in the form and context in which it appears.

The exploration results for all projects were previously prepared and disclosed under the JORC Code 2004 and have not been updated since to comply with the JORC Code 2012 on the basis that the information has not materially changed since it was last reported. The Company confirms that the form and context in which the Competent Person's findings are presented here have not been materially modified from the original market announcement. Refer to www.falconminerals.com.au for previous project announcements.

Table 1: Summary of mining tenements held at the end of quarter (30 June 2014) and their location

Interest in mining tenements acquired, increased or decreased	Tenement	Location	State	% at beginning of quarter	% at end of quarter	Status / Operator
	E38/2816	Collurabie	WA	Application	100	Granted
	E38/2817	Collurabie	WA	Application	100	Granted
	P38/4071	Collurabie	WA	Application	100	Granted
	P38/4072	Collurabie	WA	Application	100	Granted
	EL 29728	Arunta	NT	100	0	Surrendered

The mining tenements held at the end of the quarter and their location	Tenement	Location	State	% at beginning of quarter	% at end of quarter	Status / Operator
	E38/1986	Collurabie	WA	100	100	Falcon
	E38/2009	Collurabie	WA	100	100	Falcon
	M38/974	Collurabie	WA	100	100	Falcon
	P38/3398	Collurabie	WA	100	100	Falcon
	P38/3876	Collurabie	WA	100	100	Falcon
	E38/2816	Collurabie	WA	<i>Application</i>	100	Falcon
	E38/2817	Collurabie	WA	<i>Application</i>	100	Falcon
	P38/4071	Collurabie	WA	<i>Application</i>	100	Falcon
	P38/4072	Collurabie	WA	<i>Application</i>	100	Falcon
	E38/2912	Collurabie	WA	<i>Application</i>	<i>Application</i>	Falcon
	EPM 15398	Saxby	QLD	100	100	Falcon
	EPM 25152	Saxby	QLD	100	100	Falcon
	E38/2005	Duketon	WA	20	20	Regis Resources
	M38/1091	Duketon	WA	20	20	Regis Resources
	E38/1939	North Duketon	WA	20	20	Regis Resources
	M59/379	Windanning	WA	Iron JV: 18.7% diluting Gold JV: ~ 20% diluting	18.7 ~20	Gindalbie Minjar Gold
	M59/380	Windanning	WA	Iron JV: 18.7% diluting Gold JV: ~ 20% diluting	18.7 ~20	Gindalbie Minjar Gold
	EPM 18289	Cloncurry	QLD	100%, Minotaur earning 51%	100	Minotaur
	EPM 18313	Cloncurry	QLD	100% Minotaur earning 51%	100	Minotaur

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

FALCON MINERALS LIMITED

ABN

20 009 256 535

Quarter ended ("current quarter")

30 June 2014

Consolidated statement of cash flows

	Current quarter \$A'000	Year to date (12 months) \$A'000
Cash flows related to operating activities		
1.1 Receipts from product sales and related debtors	-	-
1.2 Payments for (a) exploration & evaluation (b) development (c) production (d) administration	(50) (33)	(153) (257)
1.3 Dividends received	-	-
1.4 Interest and other items of a similar nature received	9	40
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	(74)	(370)
Cash flows related to investing activities		
1.8 Payment for purchases of: (a) prospects (b) equity investments (c) other fixed assets	- - (1)	- - (1)
1.9 Proceeds from sale of: (a) prospects (b) equity investments (c) other fixed assets	- - -	- - 109
1.10 Loans to other entities	-	-
1.11 Loans repaid by other entities	-	-
1.12 Other (provide details if material)	-	-
Net investing cash flows	(1)	108
1.13 Total operating and investing cash flows (carried forward)	(75)	(262)

+ See chapter 19 for defined terms.

Appendix 5B
Mining exploration entity quarterly report

1.13	Total operating and investing cash flows (brought forward)	(75)	(262)
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 (provide details if material)	-	-
	Net financing cash flows	-	-
	Net increase (decrease) in cash held	(75)	(262)
1.20	Cash at beginning of quarter/year to date	1,115	1,302
1.21	Exchange rate adjustments to item 1.20	-	-
1.22	Cash at end of quarter	1,040	1,040

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	41
1.24	Aggregate amount of loans to the parties included in item 1.10	NIL

1.25 Explanation necessary for an understanding of the transactions

1.23 Directors' salaries, fees and superannuation.

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

N/A

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

N/A

+ 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	NIL	NIL
3.2 Credit standby arrangements	NIL	NIL

Estimated cash outflows for next quarter

	\$A'000
4.1 Exploration and evaluation	55
4.2 Development	-
4.3 Production	-
4.4 Administration	40
Total	95

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	65	148
5.2 Deposits at call	975	967
5.3 Bank overdraft	-	-
5.4 Other (provide details)	-	-
Total: cash at end of quarter (item 1.22)	1,040	1,115

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	EL29728	Surrendered	100	0
6.2 Interests in mining tenements acquired or increased	E38/2816	Granted	0	100
	E38/2817	Granted	0	100
	P38/4071	Granted	0	100
	P38/4072	Granted	0	100

+ 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 Preference +securities <i>(description)</i>				
7.2 Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions				
7.3 +Ordinary securities	169,046,317	169,046,317		Fully Paid
7.4 Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs				
7.5 +Convertible debt securities <i>(description)</i>				
7.6 Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted				
7.7 Options <i>(description and conversion factor)</i>	2,000,000		<i>Exercise Price</i> \$0.20	<i>Expiry Date</i> 30 June 2015
	2,000,000		\$0.40	30 June 2015
7.8 Issued during quarter				
7.9 Exercised during quarter				
7.10 Expired during quarter				
7.11 Debentures <i>(totals only)</i>				

+ See chapter 19 for defined terms.

7.12	Unsecured notes (<i>totals only</i>)				
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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 5).
- 2 This statement does give a true and fair view of the matters disclosed.



Sign here:

(Company secretary)

Date: 23 July 2014

Print name: Dean Calder

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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