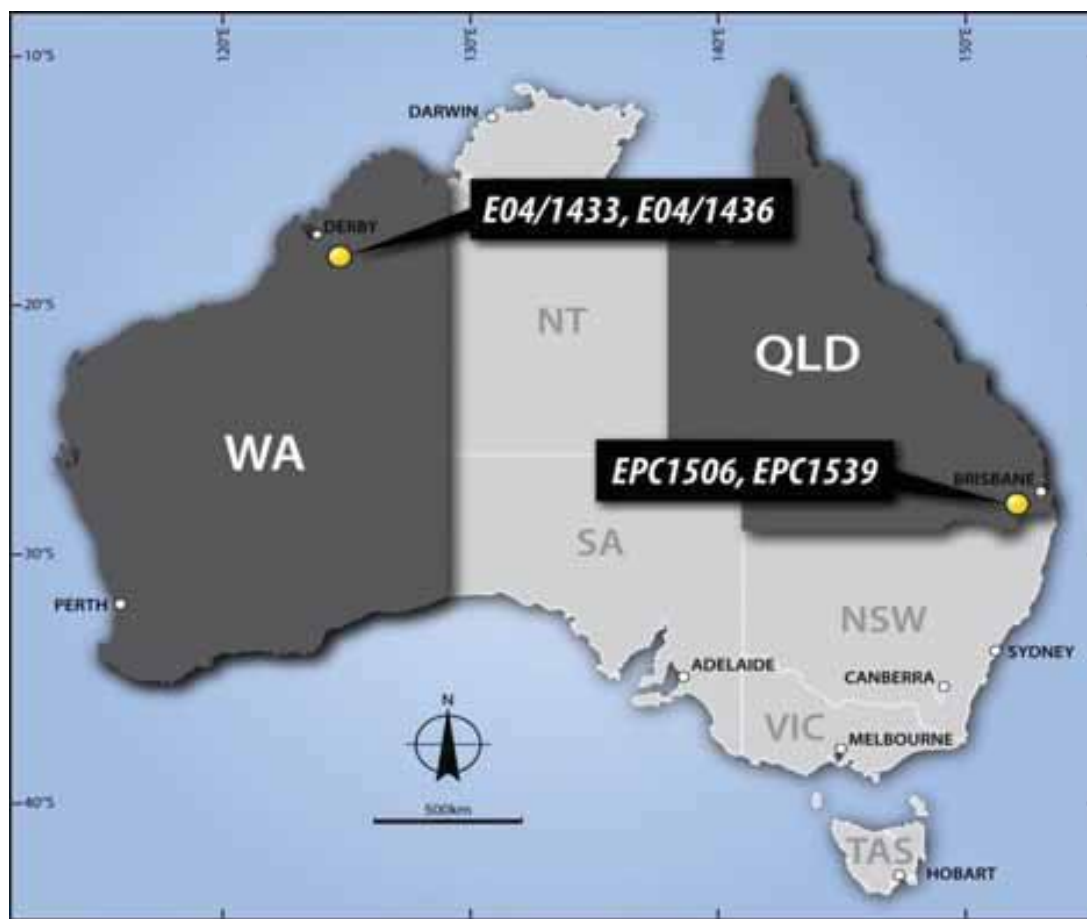


## QUARTERLY ACTIVITIES REPORT – 31st December 2015

### EXPLORATION HIGHLIGHTS

- All granted tenements are up to date regarding statutory requirements.
- Drilling in EPC 1506 and 1539 planned for Q2 2016.
- E04/1433 and 1436 will be relinquished in Q1 2016.
- Granting of the eight (8) new gold and iron tenement applications submitted to WA Department of Mines and Petroleum is on track and all current requirements have been met.



*Figure 1: Kaili Resources projects locations*

PROJECT LOCATION	TENEMENT AREA IN KM <sup>2</sup>
Queensland	274.4
Western Australia	58.4
<b>Total Area</b>	<b>332.8</b>

*Table 1: Kaili Resources tenement areas, all held 100%*

## WESTERN AUSTRALIA

### Canning Basin (South Ellendale) Coal, Diamonds and Phosphate Project

*E04/1433 and E04/1436 held 100% by wholly owned subsidiary ASF Kaili Resource Pty Ltd*

During the Quarter the Company carried out an extensive review of all historical exploration within and adjacent to E04/1433 and 1436. It was determined that any potential coal mineralisation was too deep (>200m vertical) for commercial exploitation and that the known geochemistry of the leucite lamproites was not conducive to the formation of economic diamond as occurred at the nearby Ellendale diamond mine. Consequently the Directors have decided not to invest further funds in those areas and to relinquish E04/1433 and 1436 in Q1 2016 prior to their expiry date in April 2016. The funds that were allocated to exploration in E04/1433 and 1436 will be put towards exploration in the new gold and iron tenements applied for and soon to be granted.

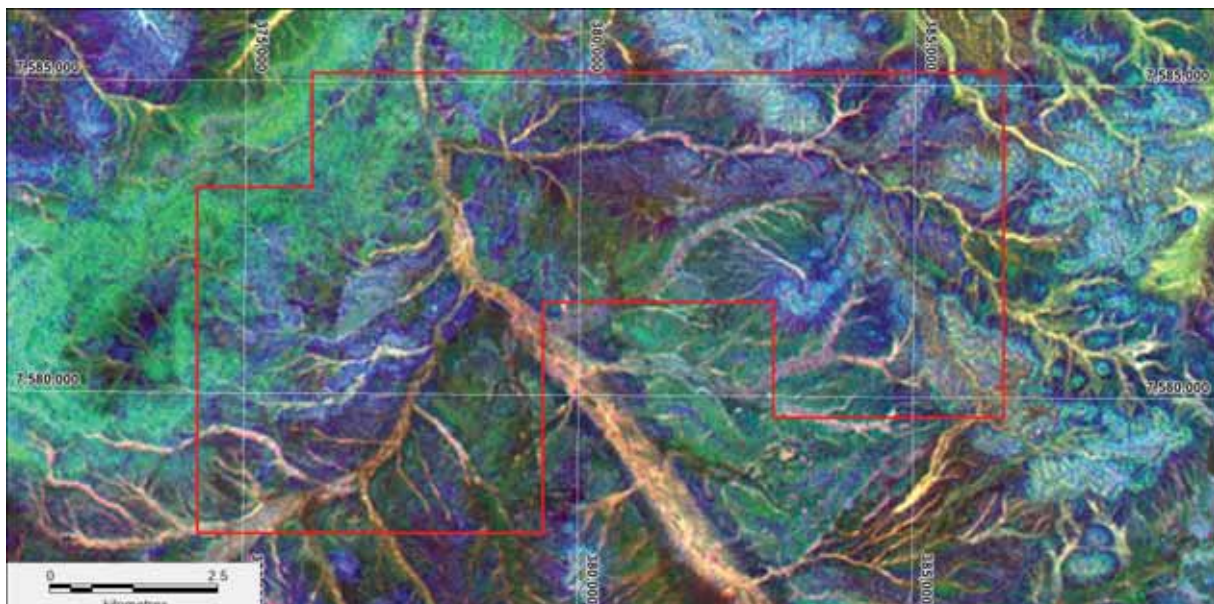
During the September Quarter 2015 the Company conducted a review of potential new iron and gold projects in Western Australia and made application for 3 iron tenements in the Hamersley Basin and 5 new gold tenements in the Yilgarn Craton. The applications are progressing as per schedule and the Company anticipates granting of the tenements in Q1 2016.

### Hamersley Basin (Darnell Hill, Bustlers' Bore and Bea Bea Creek) Iron Projects

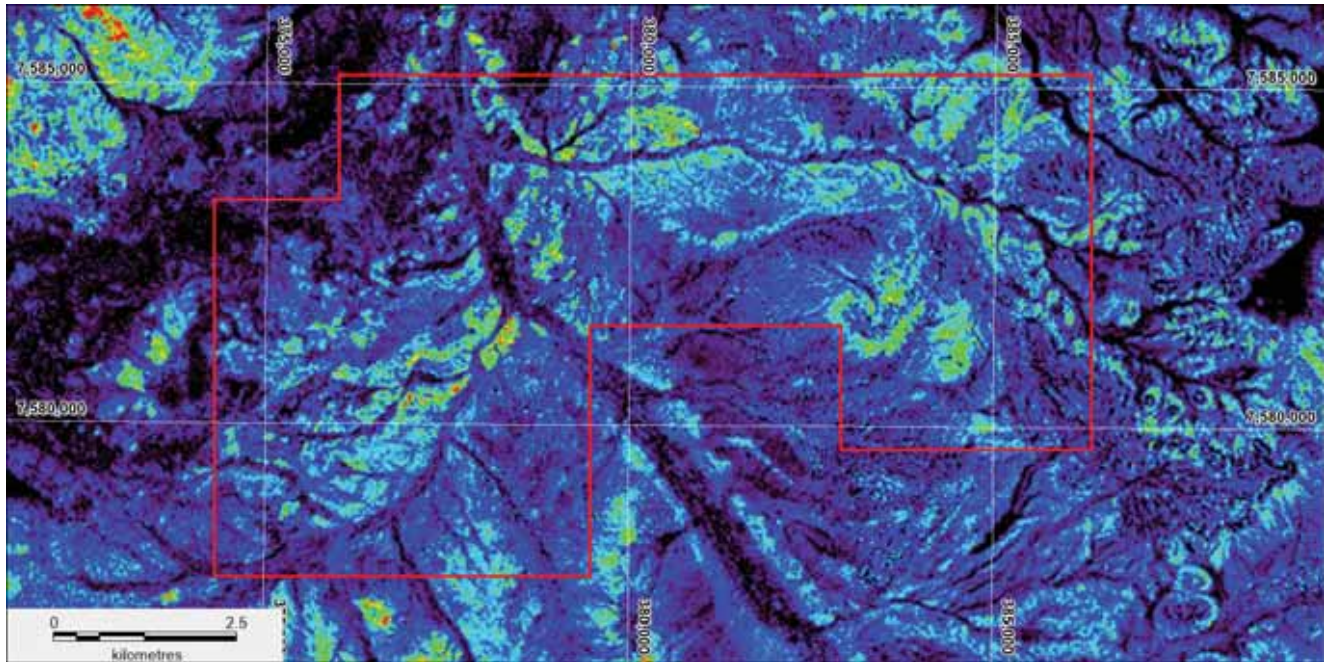
*Applications E08/2770-I, E46/1084-I and E45/4619-I for 100% interest by Kaili Iron Pty Ltd (100% subsidiary of Kaili Resources Limited)*

From a review it was determined that there were opportunities to apply for tenements prospective for iron ore related to the CID (Channel Iron Deposit) style of iron mineralisation. This style of iron ore is currently being mined by both Rio Tinto and BHP at Robe River and Yandi. A total of 3 tenement applications were made, Darnell Hill, Buster's Bore and Bea Bea Creek for a total area of 230 km<sup>2</sup> (Figure 5).

During a brief field visit by the Directors in Q3 2015 several areas of outcropping iron mineralisation were noted with sampling by the Innovex portable XRF unit confirming the presence of iron mineralisation. Further mapping and sampling (including confirmatory geochemical analysis by ALS laboratories) is planned upon grant of the tenements. Processing of ASTER satellite imagery (Figures 2 and 3) over the iron tenements clearly highlights the extent of the surface iron mineralisation. This data set will be used to define sampling traverses across the mineralisation.



**Figure 2 ASTER imagery for E08/2770-I Darnell Hill  
Regolith Ratios showing iron rich areas as shades of blue**



*Figure 3 ASTER imagery for E08/2770-I Darnell Hill Ferric Oxide Content(Iron) as areas of green and red*



*Figure 4: Kaili Resources project application locations Yilgarn Craton (Kookynie and Gindalbie) Gold Projects*

The Yilgarn Craton is one of the premier gold regions in the world and hosts numerous multimillion ounce gold mines and deposits. The Company reviewed several areas for tenement applications in proximity to known gold mineralisation and associated with mafic igneous extrusive/intrusive rocks. The Gindalbie area north east of Kalgoorlie and the Kookynie (Figure 6) are south east of Leonora were chosen and 5 tenement applications were made:

Gindalbie - Canegrass, Holey Dam and Gindalbie Dam for 201 km<sup>2</sup>

Kookynie – 8 Mile Dam and Jungle Hill for 69 km<sup>2</sup>.

Exploration of the gold tenements will involve a dual approach to target generation.

- Surface geological/regolith mapping will be carried out across the tenements so that surficial geochemical sampling results can be divided on the basis of geological/regolith regimes.
- Existing airborne geophysical data will be processed by Perth based Southern Geoscience Consultants in order to define deeper drill targets masked by transported surficial cover. A new survey will be flown over the Jungle Hill tenement as existing data is too coarse for targeting.



**Figure 5: Kaili Resources iron project application locations (red) iron ore mining operations inside the red ellipse.**



**Figure 6: Kaili Resources gold project application locations (red) and gold mining operations inside the red ellipse**

## QUEENSLAND

### Clarence Moreton Basin (Maryvale) Coal Project

*EPC1506 and 1539 held 100% by wholly owned subsidiary APEC Coal Pty Ltd*

During the first half of 2016 the Company plan to carry out resource drilling in EPC1506 and exploration drilling in EPC 1539. To that end the Company has instructed GeoConsult to provide a quote on managing the drilling for EPC 1506 and 1539. GeoConsult is a progressive and multi-disciplinary company of consulting geoscientists and affiliated industry professionals who offer a complete range of services in mining and mineral resource exploration, geotechnical site investigation, mining geology, coal quality, resource analysis, geological modelling, research and development, coalbed methane, hydrogeology and environmental management in addition to owning and operating their own and operate their own coal testing laboratory based in Brisbane. GeoConsult supervised the most recent coal exploration drilling within EPC 1506 in 2010. The aim of the drilling is to define a JORC<sub>2012</sub> compliant inferred coal resource within EPC1506 and test for sub surface coal mineralisation in EPC 1539.

### QUEENSLAND PROJECTS DESCRIPTION

The Queensland projects are located along the western slopes of the Great Dividing Range within the southern portion of the Darling Downs region. The tenements are bordered by the Main Range National Park in the east which forms part of the Great Dividing Range.

The tenements are situated in the Clarence- Moreton Basin, approximately 30 km north of Warwick and 50 km south of Toowoomba, in southeast Queensland (Figure 7). Access to the tenement is possible through a series of sealed and unsealed roads and tracks branching from the Cunningham Highway and the New England Highway. Part of the Darling Downs, which includes the towns of Allora, and Warwick (Figure 8), is known as the Southern Downs.

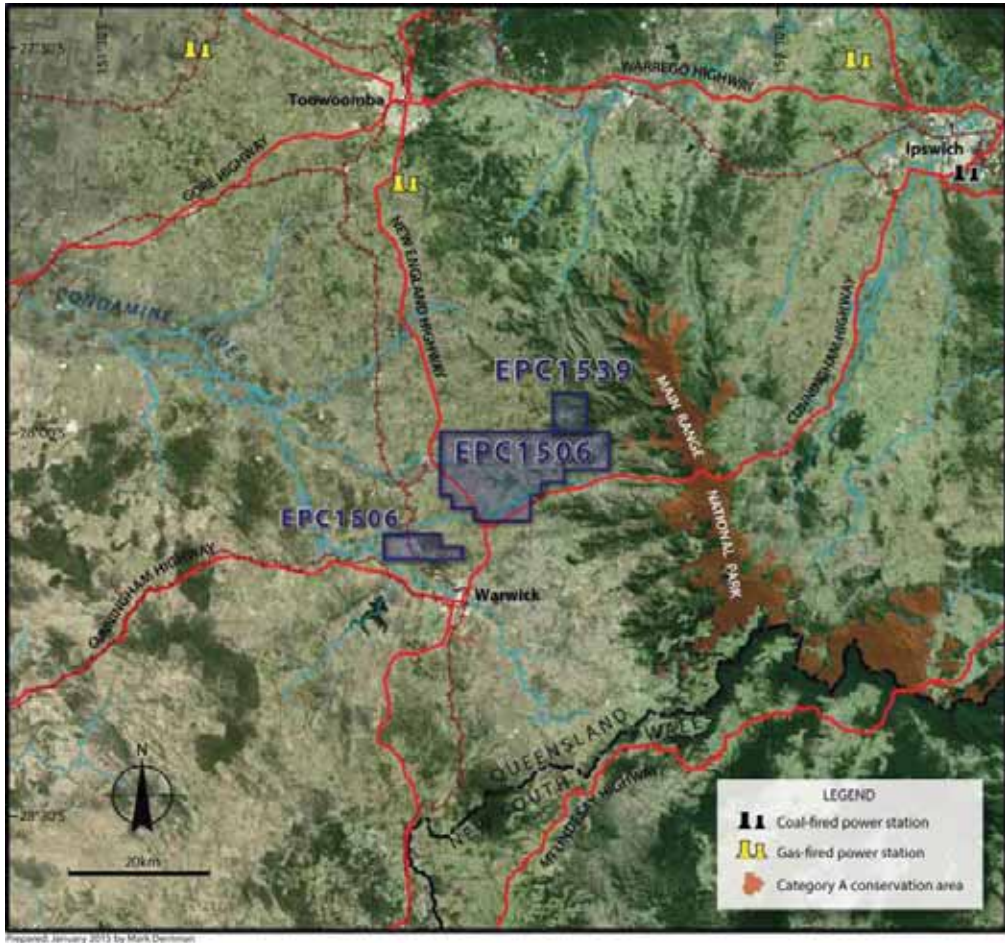


Figure 7: Regional Location of the Queensland Projects

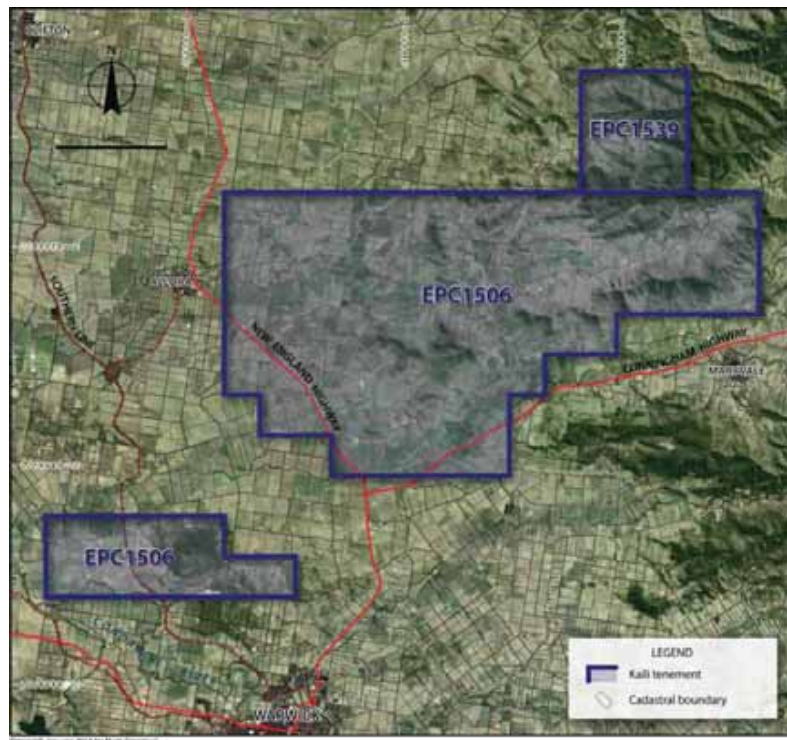
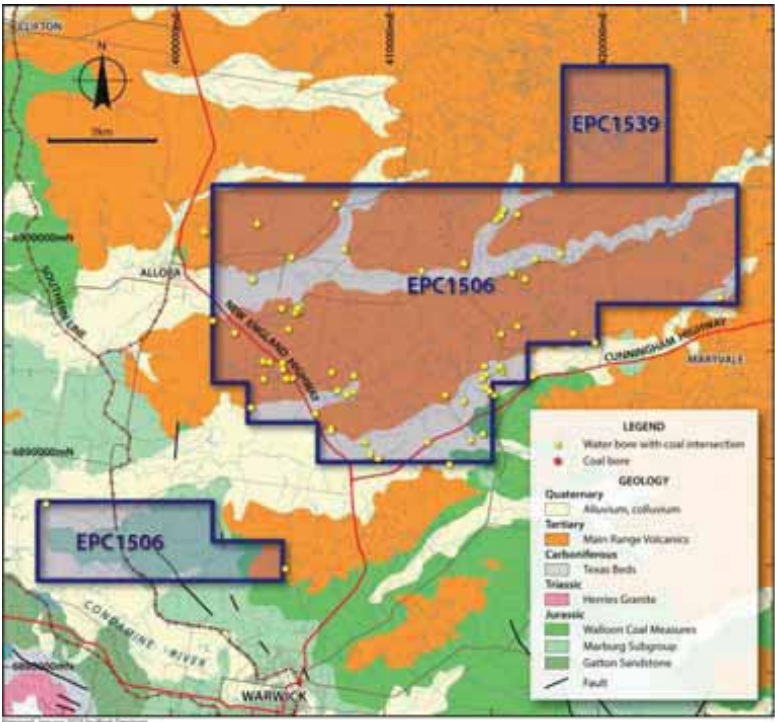


Figure 8: Maryvale Project showing cadastral boundaries and infrastructure

The tenements are situated in the Triassic to cretaceous Clarence-Moreton Basin, which formed in conditions of predominately fluvatile sedimentation. The development of the Clarence-Moreton Basin was contemporaneous with the Surat Basin and broad stratigraphic units can be correlated between the basins. However, the underlying tectonics and sources of sediment were different resulting in a differentiation of specific sedimentary sequences. Much of the basin is dominated by the late Triassic to Jurassic Bundamba group, comprising the older Woogaroo subgroup, a sequence of predominantly conglomerates and sandstones deposited in a fluvial to lacustrine environment. The overlying Marburg subgroup comprises predominately quartz sandstones interbedded with grey shales and mudstones (Figure 9).



**Figure 9: Maryvale Project Surface Geology with coal in water bores**

The Walloon sub group (also known as Walloon Coal Measures) sit conformability on the Marburg subgroup and represent widespread fluvial and lacustrine to paludal deposition over the entire basin. They consist of siltstone, banded coal horizons or packages and fine to medium grained lithic sandstone, and have been subdivided into the Taroom and Jundah coal measures, which are separated by the Tangalooma sandstone.

Coal-Bearing “packages”, rather than distinct seams, are common, and this is a result of seam splitting, resulting in several seams with variable thicknesses (Table 2).

AGE	SUB GROUP	FORMATION	DESCRIPTION
TRIASSIC		MAIN RANGE VOLCANICS	VESICULAR BASALT
LATE JURASSIC		KANGAROO CREEK SANDSTONE	QUARTZ SANDSTONE AND CONGLOMERATE
MIDDLE JURASSIC	WALLOON SUB GROUP	JUNDAH COAL MEASURES	
		TANGALOOMA SANDSTONE	SANDSTONE AND SHALE
		TAROOM COAL MEASURES	
		DURABILLA	SANDSTONE AND MUDSTONE

**Table 2: Maryvale Project Stratigraphy**

## LICENCES STATUS

Pursuant to ASX Listing Rule 5.4.3 the Company reports as follows in relation to minerals tenements held at the end of the December 2015 quarter and acquired or disposed of during that quarter and their locations.

Granted Tenement	Project Name	Location	Registered Holder	Beneficial Interest	Expiry
E04/1433	Annette Bore	Canning Basin WA, 150km east of Derby	ASF Kaili Resource Pty Ltd	100%	14 April 2016
E04/1436	Luck Bore	Canning Basin WA, 150km east of Derby	ASF Kaili Resource Pty Ltd	100%	27 April 2016
EPC 1506	Maryvale 1	Clarence Moreton Basin Qld, 15km north of Warwick	APEC Coal Pty Ltd	100%	12 May 2017
EPC 1539	Maryvale 2	Clarence Moreton Basin Qld, 15km north of Warwick	APEC Coal Pty Ltd	100%	5 August 2016

Application Tenement	Project Name	Location	Applicant	Beneficial Interest	Application Date
E08/2770-I	Darnell Hill	Hammersley Basin WA, 150 km south of Pannawonica	Kaili Iron Pty Ltd	100%	11 September 2015
E46/1084-I	Buster's Bore	Hammersley Basin WA, 150 km north of Newman	Kaili Iron Pty Ltd	100%	11 September 2015
E45/4619-I	Bea Bea Creek	Hammersley Basin WA, 250km north west of Newman	Kaili Iron Pty Ltd	100%	11 September 2015
E40/354	8 Mile Dam	Yilgarn Craton WA, 80 km south of Leonora	Kaili Gold Pty Ltd	100%	15 September 2015
E31/1114	Jungle Hill	Yilgarn Craton WA 80 km south of Leonora	Kaili Gold Pty Ltd	100%	15 September 2015
E31/1113	Canegrass	Yilgarn Craton WA, 80 km north of Kalgoorlie	Kaili Gold Pty Ltd	100%	15 September 2015
E27/550	Holey Dam	Yilgarn Craton WA, 80 km north of Kalgoorlie	Kaili Gold Pty Ltd	100%	15 September 2015
E27/1433	Gindalbie Dam	Yilgarn Craton WA, 80 km north of Kalgoorlie	Kaili Gold Pty Ltd	100%	15 September 2015



There were no tenements acquired or disposed of or change in beneficial interests under farm-in or farm-out agreements during the quarter

*(The information in the report above that relates to Exploration Results is based on information compiled by Mr Mark Derriman, who is the Company's Consultant Geologist and a member of The Australian Institute of Geoscientists (1566).*

*Mr Mark Derriman has sufficient experience that is relevant to the style of mineralization and type of deposit under consideration and to the activities which he is undertaking to qualify as a Competent Person as defined in the 2004 and 2012 Editions of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Mr Mark Derriman consents to the inclusion in this report of matters based on his information in the form and context in which it appears.)*

**Jianzhong Yang**  
**Chairman**

**29 January 2016**

## Appendix 5B

### Mining exploration entity and oil and gas 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, 01/05/2013

Name of entity

KAILI RESOURCES LIMITED

ARBN

077 559 525

Quarter ended ("current quarter")

31 DECEMBER 2015

#### Consolidated statement of cash flows

	Current quarter	Year to date (12 months)
	\$A'000	\$A'000
<b>Cash flows related to operating activities</b>		
1.1 Receipts from product sales and related debtors	127	227
1.2 Payments for (a) exploration & evaluation (b) development (c) production (d) administration	(14)  (233)	(86)  (1,184)
1.3 Dividends received		
1.4 Interest and other items of a similar nature received	10	41
1.5 Interest and other costs of finance paid		
1.6 Income taxes paid		
1.7 Other - GST	(2)	(27)
<b>Net Operating Cash Flows</b>	<b>(112)</b>	<b>(1,029)</b>
<b>Cash flows related to investing activities</b>		
1.8 Payment for purchases of: (a) prospects (b) equity investments (c) other fixed assets	(37)	(37) (2)
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		
<b>Net investing cash flows</b>	<b>(37)</b>	<b>(39)</b>
1.13 Total operating and investing cash flows (carried forward)	<b>(149)</b>	<b>(1,068)</b>

+ See chapter 19 for defined terms.

## Appendix 5B

### Mining exploration entity and oil and gas exploration entity quarterly report

1.13	Total operating and investing cash flows (brought forward)	(149)	(1,068)
	<b>Cash flows related to financing activities</b>		
1.14	Proceeds from issues of shares, options, etc.	-	1,600
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 (capital raising costs)	-	(25)
	<b>Net financing cash flows</b>	-	1,575
	<b>Net increase (decrease) in cash held</b>	(149)	507
1.20	Cash at beginning of quarter/year to date	3,057	2,400
1.21	Exchange rate adjustments to item 1.20	-	1
1.22	<b>Cash at end of quarter</b>	2,908	2,908

### Payments to directors of the entity, associates of the directors, 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	21
1.24	Aggregate amount of loans to the parties included in item 1.10	

1.25 Explanation necessary for an understanding of the transactions

Director salary 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

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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

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+ 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	150
4.2 Development	
4.3 Production	
4.4 Administration	150
<b>Total</b>	<b>300</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	188	97
5.2 Deposits at call	2,720	2,960
5.3 Bank overdraft		'
5.4 Other (provide details)		
<b>Total: cash at end of quarter (item 1.22)</b>	<b>2,908</b>	<b>3,057</b>

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+ See chapter 19 for defined terms.

### Changes in interests in mining tenements and petroleum tenements

	Tenement reference and location	Nature of interest (note (2))	Interest at beginning of quarter	Interest at end of quarter
6.1	Interests in mining tenements and petroleum tenements relinquished, reduced or lapsed			
6.2	Interests in mining tenements and petroleum tenements acquired or increased			

### 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>	98,266,915	86,578,026	
7.4	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs			
7.5	<b>+Convertible debt securities</b> <i>(description)</i>			

+ See chapter 19 for defined terms.

## Mining exploration entity and oil and gas exploration entity quarterly report

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>			<i>Exercise price</i>	<i>Expiry date</i>
7.8	Issued during quarter				
7.9	Exercised during quarter				
7.10	Expired during quarter				
7.11	<b>Debentures</b> <i>(totals only)</i>				
7.12	<b>Unsecured notes</b> <i>(totals only)</i>				

## 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 /does not\* (*delete one*) give a true and fair view of the matters disclosed.



Sign here: ..... Date: 29 January 2016  
Company Secretary

Print name: Ran Pang

+ See chapter 19 for defined terms.

## 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 and petroleum 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 or petroleum 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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+ See chapter 19 for defined terms.