



Top End Minerals Ltd

ABN 48 124 943 728

31 January 2013

Manager Companies
Australian Securities Exchange
Level 6, 20 Bridge Street
Sydney NSW 2000

By E-Lodgement

REPORT FOR THE QUARTER ENDED 31 DECEMBER 2012

Top End Minerals Limited
ABN 48 124 943 728

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Directors

Mr Joseph Gutnick
Executive Chairman and Chief
Executive Officer

Mr Peter Lee
Director, CFO & Company
Secretary

Mr Menachem Vorchheimer
Director

Senior Management

Mr Mike Kammernann
Exploration Manager

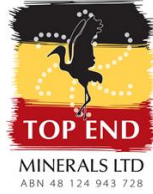
OVERVIEW

Arnhem Land

- EL26206: ground geological investigations and outcrop sampling over an area of approximately 1.5 by 1km, returned anomalous zinc/lead/silver assays with maximum values of 3.31% zinc, 0.63% lead, and 10.3ppm silver.
- Forty six stream geochemical samples were collected on tenements EL330, EL10233, EL331 and EL3337. Assay results have been received and are undergoing review.

Corporate

- At the annual general meeting held in November 2012, shareholder approved the change of name to Top End Minerals Limited



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Uranium exploration

Top End Minerals Ltd (ASX: TND) is a uranium focused exploration company which controls through farm-in arrangements with Merlin Diamonds Ltd (ASX: MED), one of the largest portfolios of highly prospective exploration tenements in the Northern Territory, Australia. Its tenement holdings cover an area aggregating approximately 18,500 km² across the Arnhem Land Project Area

Arnhem Land project

The Arnhem Land Project Area lies within a region that is host to significant and in some instances world class unconformity related uranium related mineralisation. The Company has rights to all minerals other than diamond.

Access

The Arnhem Land tenements are mostly on land subject to the Aboriginal Land Rights Act. The Company now has access to 7 granted tenements.

Lead-Zinc Prospectivity

Reconnaissance stream sediment samples collected in 2010 highlighted two areas with anomalous lead-zinc and anomalous zinc respectively, both of which have been confirmed by follow-up sampling.

In 2010 and 2011 the Company conducted stream sediment sampling within EL26206 which identified elevated zinc and lead results. In early 2012 an initial program of geological mapping and rock chip sampling was undertaken to determine if mineralisation was evident in outcrop within the tenement and to determine potential mineralisation styles. A number of rock chip samples were collected with best results of 1.3% zinc in a sample collected close to an unconformity.

The geological setting and results from rock chip sampling indicate that mineralisation identified in the tenement best fits a Mississippi Valley Type Pb/Zn deposit model. The results are considered encouraging and warrant a more detailed mapping and rock chip sampling program to assess if the mineralisation could potentially occur in economic quantities. A program undertaken in August 2012 collected additional rock chip samples. Assays of similar rocks returned maximum values of 3.31% Zn, 0.63% Pb, and 10.3ppm Ag, with similar values being returned from samples over 700m apart. Analysis of these results is ongoing and is aimed at designing ground geophysical surveys to define the extent of mineralisation.

EL25976 Cadell Anomaly

Elevated gold and uranium assays have prompted a review of local geology previously mapped by the Company. Evidence of faulting and dolerite intrusives in the area are seen as potential indicators of mineralisation.

The similarities between the geological features found near the Cadell anomaly and the features describing Westmoreland styles of mineralisation include:



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- Anomalous uranium and gold
- Major and minor faulting
- Basic dykes
- Volcanics
- Suitable aquifers

The geochemical results and the geology lend weight to the possibility of gold and uranium mineralisation in the Cadell anomaly area.

This area will be tested with Mobile Metal Ion (MMI) sampling to determine if mineralisation is present.

Corporate

At the 2012 annual general meeting held in November 2012, shareholders approved the change of name to Top End Minerals Limited.

The information in this report that relates to exploration results is based on information compiled by Dr DS Tyrwhitt who is a Fellow of the Australasian Institute of Mining and Metallurgy. Dr DS Tyrwhitt is a consulting geologist employed by DS Tyrwhitt & Associates Pty Ltd. Dr DS Tyrwhitt has 50 years experience in the industry and has more than 5 years experience which is relevant to the style of mineralisation being reported upon to qualify as a Competent Person as defined in the 2004 Edition of the "Australasian Code of Reporting of Exploration Results, Mineral Resources and Ore Reserves". Dr Tyrwhitt consents to the inclusion in the report of the matters based on the information in the form and context to which it appears. Attached is a copy of the Company's Mining Exploration Entity Quarterly Report in accordance with Listing Rule 5.3.

J I GUTNICK
Chairman & Managing Director
31 January 2013



Figure 1 Arnhem Land Tenements

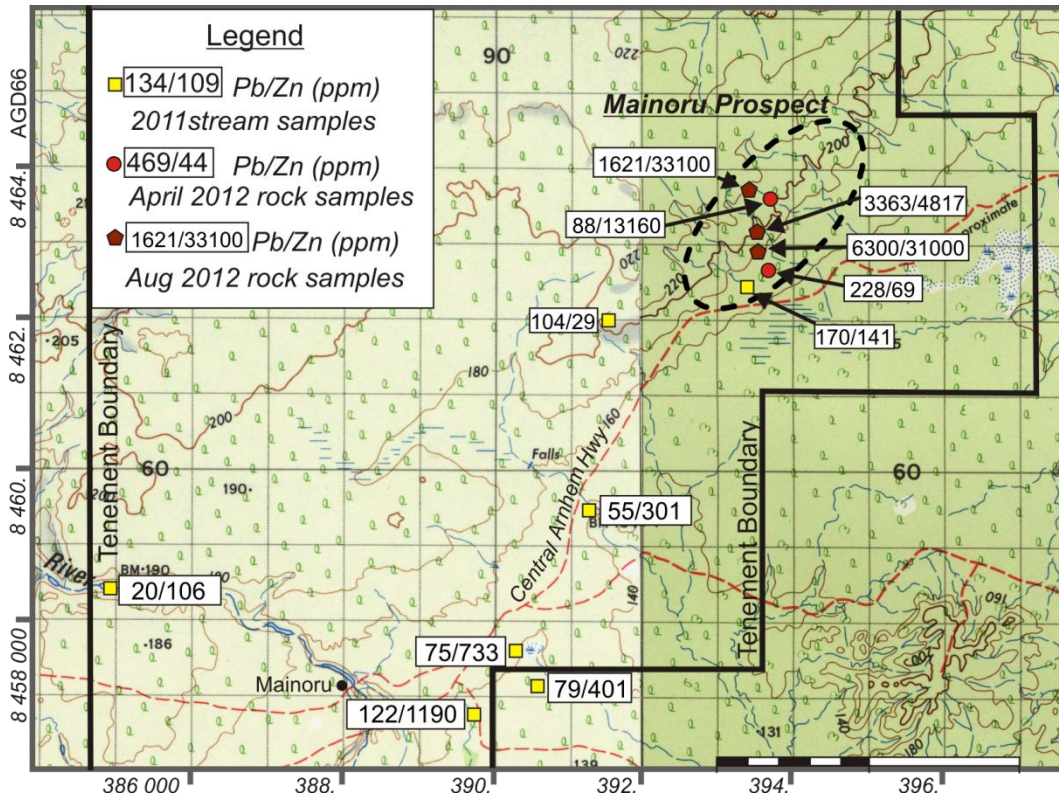


Figure 2 Topographic map of part of EL26206 showing the Mainoru Prospect and selected assays from 2011 and 2012.

Appendix 5B

Mining exploration entity quarterly report

Introduced 01/07/96 Origin Appendix 8 Amended 01/07/97, 01/07/98, 3 0/09/01, 01/06/10, 17/12/10

Name of entity

TOP END MINERALS LIMITED

ABN

48 124 943 728

Quarter ended ("current quarter")

31 DECEMBER 2012

Consolidated statement of cash flows

	Current quarter \$A'000	Year to date (6 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	(57)	(165)
(b) development	-	-
(c) production	-	-
(d) administration	(35)	(245)
1.3 Dividends received	-	-
1.4 Interest and other items of a similar nature received	31	41
1.5 Interest and other costs of finance paid	-	-
1.6 Income taxes paid	-	-
1.7 Other (GST Credits)	34	61
Net Operating Cash Flows	(27)	(308)
Cash flows related to investing activities		
1.8 Payment for purchases of: (a) prospects	-	-
(b) equity investments	-	-
(c) other fixed assets	-	(7)
1.9 Proceeds from sale of: (a) prospects	-	-
(b) equity investments	-	-
(c) other fixed assets	-	-
1.10 Loans to other entities	(750)	(1,179)
1.11 Loans repaid by other entities	-	-
1.12 Other (provide details if material)	-	-
Net investing cash flows	(750)	(1,186)
1.13 Total operating and investing cash flows (carried forward)	(777)	(1,494)

+ See chapter 19 for defined terms.

Appendix 5B
Mining exploration entity quarterly report

1.13	Total operating and investing cash flows (brought forward)	(777)	(1,494)
	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	(777)	(1,494)
1.20	Cash at beginning of quarter/year to date	1,878	2,595
1.21	Exchange rate adjustments to item 1.20	-	-
1.22	Cash at end of quarter	1,101	1,101

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	23
1.24	Aggregate amount of loans to the parties included in item 1.10	-

1.25 Explanation necessary for an understanding of the transactions

-

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	155
4.2 Development	-
4.3 Production	-
4.4 Administration	115
Total	270

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	1,101	69
5.2 Deposits at call	-	1,809
5.3 Bank overdraft	-	-
5.4 Other (provide details)	-	-
Total: cash at end of quarter (item 1.22)	1,101	1,878

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	-	-	-	-
6.2 Interests in mining tenements acquired or increased	-	-	-	-

+ See chapter 19 for defined terms.

Appendix 5B
Mining exploration entity quarterly report

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>	NIL			
7.2	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions				
7.3	+Ordinary securities	65,958,684	65,958,684		
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>	NIL			
7.6	Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted				
7.7	Options <i>(description and conversion factor)</i>	=	=	=	=
7.8	Issued during quarter	-	=	=	=
7.9	Exercised during quarter	-	=	=	=
7.10	Expired during quarter	-	=	=	=
7.11	Debentures <i>(totals only)</i>	NIL	=		
7.12	Unsecured notes <i>(totals only)</i>	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 5).
- 2 This statement does give a true and fair view of the matters disclosed.



Sign here:.....
(Company Secretary)

Date: 31 JANUARY 2013

Print name: PETER LEE

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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