



Top End Minerals Ltd

ABN 48 124 943 728

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

By E-Lodgement

REPORT FOR THE QUARTER ENDED 30 JUNE 2013

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

- Ground gravity survey proposed for the September quarter to define drilling targets at the Company's base metals prospect.
- Negotiations continuing with the Northern Land Council to access highly prospective ground in Arnhem Land.

Corporate

- The Company has applied for additional tenements and is awaiting a decision by the Department of Mines and Energy.



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Top End Minerals Ltd (ASX: TND) is a diversified mineral explorer, 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. The Company has mineral rights other than diamonds.

Arnhem Land Project

The Arnhem Land Project Area lies within the McArthur Basin, which is a sedimentary basin that forms the western extension of the Carpentaria Zinc Belt, which includes the Mt Isa region. The McArthur Basin is host to numerous mineral deposits including high tonnage, moderate grade oolitic iron ore deposits, kimberlites at the Merlin diamond mine and the world class McArthur River lead-zinc-silver mine. Significant potential exists for various styles of sediment hosted base-metal deposits particularly in the northern part of the basin, which is a direct analogue of the Pb-Zn endowed Batten Trough and is effectively unexplored (NTGS, 2013). The region is also highly prospective for other commodities including uranium, gold and rare earth elements.

Base Metals Project

Ground geological investigations within the Company's exploration licence EL26206 returned anomalous Zn/Pb/Ag assays over an area approximately 1km by 1.5km with rock chip values up to 3.31% Zn, 0.63% Pb, and 10.3ppm Ag (Figure 1). Several outcrops show silicified gossanous features with ample evidence of sulphide replacement. Original rock types of dolomitic siltstones commonly show visible sphalerite, galena and pyrite. Petrological examination has been completed confirming the presence of sphalerite, galena and pyrite and additional sulphides including marcasite and covellite. Rock chip geochemistry, combined with regional and local geological settings, indicates a reasonable possibility exists for the presence of discordant base metal mineralisation and in particular Mississippi Valley Type Pb/Zn mineralisation. Previous explorers investigating the area did not identify this outcropping mineralisation and the Company is encouraged by the discovery and results to date.

Ground geophysical surveys are considered the most appropriate next step prior to undertaking a drilling program. The presence of sulphides including marcasite, pyrite, galena, sphalerite and covellite has been confirmed by petrological examination indicating that electrical methods may be suitable however the disseminated mineralisation may limit the effectiveness of this geophysical technique to identify potential ore zones. A gravity survey may be more effective to define dense base metal mineralisation from the surrounding host of less dense unmineralised silicified dolomites and sandstones; having previously been used to detect Mississippi Valley Type deposits.

A ground gravity survey planned for the previous quarter has been delayed and is now expected to occur during the September quarter.



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Regional Exploration

The majority of the Company's exploration licences are held under application and are located on Aboriginal Land. These licences are at various stages of progression through the Aboriginal Land Rights Act. The Company has identified those licences considered to be of higher prospectivity. These include several licences in north-eastern Arnhem Land, which fall within an area described by the Northern Territory Geological Survey as the 'hottest untested exploration play in the NT'. Negotiations are continuing with the Northern Land Council to prioritise upcoming land access meetings or allow early ground access to these highly prospective areas through Preliminary Exploration agreements.

Corporate

As set out in the Company's announcement in August 2012, the Company decided to expand its mineral focus and since that time has continued to search for new tenement interests. Several new tenement applications have been made and a decision is awaited on the success of such applications.

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 July 2013

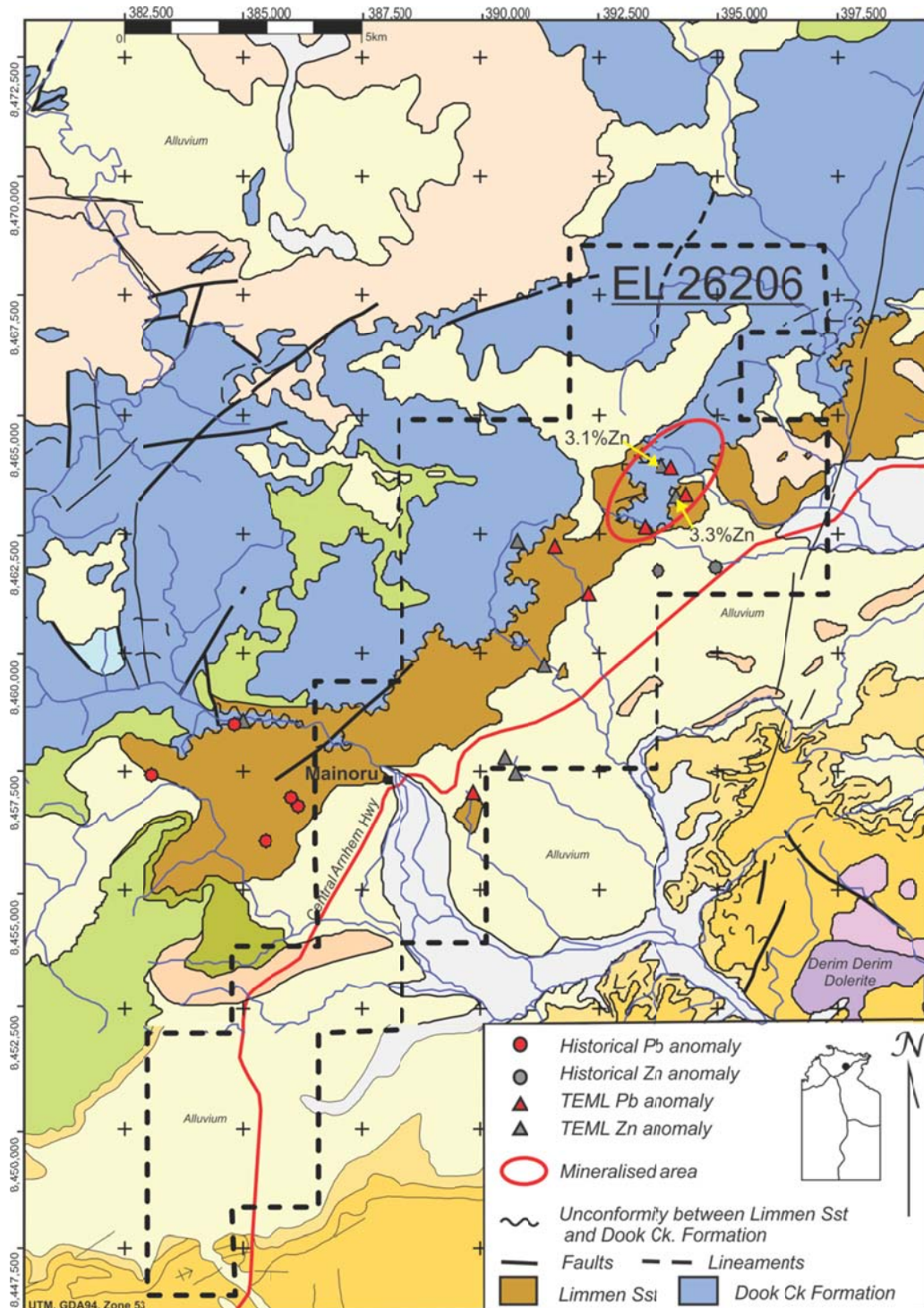


Figure 1 Map of EL26206 showing the Lead-Zinc Prospect.

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")

30 JUNE 2013

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	(13)	(202)
(b) development	-	-
(c) production	-	-
(d) administration	(12)	(298)
1.3 Dividends received	-	-
1.4 Interest and other items of a similar nature received	1	46
1.5 Interest and other costs of finance paid	-	-
1.6 Income taxes paid	-	-
1.7 Other (GST Credits)	34	116
Net Operating Cash Flows	10	(338)
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	(380)	(2,234)
1.11 Loans repaid by other entities	-	-
1.12 Other (provide details if material)	-	-
Net investing cash flows	(380)	(2,241)
1.13 Total operating and investing cash flows (carried forward)	(370)	(2,579)

+ See chapter 19 for defined terms.

Appendix 5B
Mining exploration entity quarterly report

1.13	Total operating and investing cash flows (brought forward)	(370)	(2,579)
	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	(370)	(2,579)
1.20	Cash at beginning of quarter/year to date	386	2,595
1.21	Exchange rate adjustments to item 1.20	-	-
1.22	Cash at end of quarter	16	16

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	5
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	200	-
3.2 Credit standby arrangements	-	-

Estimated cash outflows for next quarter

	\$A'000
4.1 Exploration and evaluation	105
4.2 Development	-
4.3 Production	-
4.4 Administration	60
Total	165

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	16	386
5.2 Deposits at call	-	-
5.3 Bank overdraft	-	-
5.4 Other (provide details)	-	-
Total: cash at end of quarter (item 1.22)	16	386

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 JULY 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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