

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

Shaw River Manganese Limited

ABN

85 121 511 886

Quarter ended ("current quarter")

31 March 2014

Consolidated statement of cash flows

	Current quarter \$A'000	Year to date (9 months) \$A'000
Cash flows related to operating activities		
1.1 Receipts from product sales and related debtors	54	169
1.2 Payments for (a) exploration & evaluation (b) development (c) production (d) administration	(612)	(1,968)
1.3 Dividends received		
1.4 Interest and other items of a similar nature received	50	85
1.5 Interest and other costs of finance paid	(79)	(226)
1.6 Income taxes paid		
1.7 Other (provide details if material) - Eramet Settlement	-	(426)
	(1,100)	(4,077)
Net Operating Cash Flows		
Cash flows related to investing activities		
1.8 Payment for purchases of: (a) prospects (b) equity investments (c) other fixed assets	-	-
	-	-
	(2)	(3)
1.9 Proceeds from sale of: (a) prospects (b) equity investments (c) other fixed assets	-	-
	-	-
	2	8
1.10 Loans to other entities	-	(39)
1.11 Loans repaid by other entities		
1.12 Other (provide details if material)		
	0	(34)
Net investing cash flows		
1.13 Total operating and investing cash flows (carried forward)	(1,100)	(4,111)

+ See chapter 19 for defined terms.

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1.13	Total operating and investing cash flows (brought forward)	(1,100)	(4,111)
	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	1,399	4,149
1.17	Repayment of borrowings		
1.18	Dividends paid		
1.19	Other (Return of security held in term deposits)	92	92
	Net financing cash flows	1,491	4,241
	Net increase (decrease) in cash held	391	130
1.20	Cash at beginning of quarter/year to date	16	264
1.21	Exchange rate adjustments to item 1.20	3	16
1.22	Cash at end of quarter	410	410

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	97
1.24	Aggregate amount of loans to the parties included in item 1.10	-

1.25 Explanation necessary for an understanding of the transactions

Payments include Managing Director's remuneration and Non-Executive Directors' Fees.

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.

On 5 July 2013, Shaw River entered into an unsecured loan facility agreement with Atlas Iron Limited, allowing Shaw River to borrow up to \$4 million from Atlas to fund operating costs. Interest is at 11% per annum and the loan is repayable in 12 months.

	Amount available \$A'000	Amount used \$A'000
3.1 Loan facilities	4,000	3,500
3.2 Credit standby arrangements	Nil	Nil

Estimated cash outflows for next quarter

	\$A'000
4.1 Exploration and evaluation	500
4.2 Development	-
4.3 Production	-
4.4 Administration	400
Total	900

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	410	363
5.2 Deposits at call	-	2,049
5.3 Bank overdraft	-	(2,396)
5.4 Other (provide details)		
Total: cash at end of quarter (item 1.22)	410	16

During the quarter the bank overdraft facility held by the Company's 87.2% owned subsidiary, Otjonzodu Mining (Pty) Ltd was closed out. The security provided by the minority shareholder in Otjonzodu Mining (Pty) Ltd (approximately \$649,000) was applied to the overdraft.

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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	E45/3312 E45/3234	Relinquished Relinquished	100% 100%	Nil Nil
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	Preference securities (description)			
7.2	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions			
7.3	+Ordinary securities	903,315,606	903,315,606	
7.4	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs			
7.5	+Convertible debt securities (description)			

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7.6	Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted				
7.7	Options <i>(description and conversion factor)</i>	Number		Exercise price	Expiry date
		3,000,000		27c	31 Jul 14
		500,000		34.5c	14 May 15
		250,000		21c	21 Dec 15
		45,000,000		20c	10 Feb 16
		500,000		32c	31 Mar 16
		666,000		10c	31 Jan 17
		967,000		12c	31 Jan 17
		667,000		13c	31 Jan 17
		2,250,000		2c	14 Sep 17
		12,666,666		2.4c	26 Nov 17
		12,666,666		2.8c	26 Nov 17
		12,666,668		3.2c	26 Nov 17
		1,666,666		1.4c	4 Jun 18
		1,666,667		1.1c	4 Jun 18
		1,666,667		1.3c	4 Jun 18
7.8	Issued during quarter				
7.9	Exercised during quarter				
7.10	Expired during quarter	500,000		20.25c	Nov 15 (Lapsed)
		1,500,000		30c	May 16 (Lapsed)
		2,000,000		2.4c	Nov 17 (Lapsed)
		2,000,000		2.8c	Nov 17 (Lapsed)
		2,000,000		3.2c	Nov 17 (Lapsed)
7.11	Debentures <i>(totals only)</i>				
7.12	Unsecured notes <i>(totals only)</i>				

+ 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:


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(Director/Company Secretary)

Date: 29 April 2014

Print name: Bernard Crawford

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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