

ASX Quarterly Report and Appendix 5B for the Quarter ended 31 December 2015

Highlights

- The Company undertook the Calibre 2015 Phase 2 Reverse-Circulation Drilling Programme (“Drilling Programme”), which delivered a number of outstanding high grade gold intersections on multiple drill sections, including:
 - Drillhole 15ACC0033
 - **81.0m at 1.77 g/t gold & 0.13% copper from 124.0m down-hole, including:**
 - **23.0m at 3.01 g/t gold & 0.33% copper from 124.0m down-hole, and:**
 - **5.0m at 7.67 g/t gold & 0.99% copper from 185.0m down-hole.**
 - Drillhole 15ACC0042
 - **81.0m at 1.83 g/t gold & 0.15% copper from 93.0m down-hole, including:**
 - **63.0m at 2.21 g/t gold & 0.19% copper from 93.0m down-hole, also including:**
 - **10.0m at 7.20 g/t gold & 0.83% copper from 129.0m down-hole.**
 - Drillhole 15ACC0049
 - **6.0m at 8.50 g/t gold from 160.0m down-hole, including**
 - **2.0m at 23.97 g/t gold from 163.0m down-hole.**

Note: All of the intersections above are down-hole widths
- The Drilling Programme was successful in:
 - Significantly increasing the deposit gold grade;
 - including the longest +2 and +3 g/t gold and highest gold grade drill intersections to date in the Citadel Project; and
 - significantly expanding the deposit size.
- The Drilling Programme was sole funded by Rio Tinto Exploration Pty Ltd (“Rio Tinto”) pursuant to the terms of a Farm-in Agreement (refer below).

ASX: **AZY**

Corporate Directory

Stephen Power
Executive Chairman
Roger Mason
Managing Director
Mark Rodda
Non-Executive Director
Peter Buck
Non-Executive Director
Gary Johnson
Non-Executive Director

Company Background

Listed on ASX April 2011 following successful completion of A\$10M IPO.

Citadel Project acquired from Centaurus Metals April 2011 for shares/options upon IPO completion.

North Telfer Project acquired from Paladin Energy May 2011 pursuant to an agreement.

Corker high grade precious and base metal deposit discovered April 2012.

Calibre gold-copper-silver-tungsten deposit discovered November 2012.

Paterson Project acquired from Yandal Investments (a Mark Creasy company) September 2013 for shares.

Company Projects

Citadel Project covering 1,111km² of prospective granted exploration licences and 225km² of exploration licence applications in the World-Class underexplored Proterozoic Paterson Province of Western Australia. Rio Tinto may earn up to a 75% Interest in the Citadel Project by funding exploration expenditure of \$60M.

North Telfer Project covering an additional 1,311km² of prospective granted exploration licences and 10km² of exploration licence applications located approximately 20km north of the Telfer mine.

Paterson and Telfer Dome Projects covering an additional combined 1,631km² of prospective granted exploration licences and 80km² of exploration licence applications located as close as 5km from the Telfer mine.

The Company's wholly owned subsidiary, Antipa Resources Pty Ltd ("Antipa Resources") entered into, a Farm-in Agreement with Rio Tinto under which Rio Tinto can earn up to a 75% interest in the Citadel Project, including the Calibre discovery ("Farm-in Agreement"), by incurring exploration expenditure in the following stages and amounts:

- \$3 million exploration expenditure within 18 months of execution;
- \$8 million exploration expenditure within a further 3 year period to earn a 51% joint venture interest;
- \$14 million exploration expenditure within a further 3 year period to earn a 65% joint venture interest; and
- \$35 million exploration expenditure within a further 3 year period to earn a 75% joint venture interest.

Antipa Resources is the operator of the Farm-in Agreement during the first 18 month, \$3 million dollar expenditure period.

- Ground formerly the subject of two Newcrest Mining Limited Western Australian mining leases was amalgamated into existing exploration tenements the subject of the Company's North Telfer Project.
- The Company undertook a private placement which raised a total of approximately \$554,000 (before costs).
- Subsequent to Quarter End, the Company lodged a claim under the Federal Government's Research and Development ("R&D") Tax Incentive Scheme which the Company anticipates will result in the Company receiving a payment of approximately \$204,000.

Operations Review – Citadel Project

The Company's 100% owned 1,111km² Citadel Project located in the Paterson Province of Western Australia includes the Magnum Dome, an area of approximately 30km². Situated within the Magnum Dome are the Company's Calibre, Magnum and Corker deposits.

The Calibre deposit is located 1.5km north-northeast of the Magnum deposit and is characterised by a +800m "diameter" bulls-eye magnetic anomaly, and partially co-incident surface electromagnetic conductivity anomaly, with several "linear" but weaker extensions to the bulls-eye magnetic anomaly to both the north and south, which are located on a parallel structural trend in an otherwise magnetically bland region. During 2012-2013 the Company completed eight diamond drillholes at Calibre testing only a small portion of the Calibre magnetic anomaly, all of which delivered 255 to 450m intersections of semi-continuous gold, silver and copper sulphide mineralisation. In 2015 the Company completed a total of 50 Reverse Circulation drillholes at Calibre which materially increased both the size and gold grade of the deposit. The Calibre gold-copper-silver-tungsten mineralisation remains open in all directions, with the gold grade increasing to the north off the bulls-eye magnetic anomaly.

The Calibre deposit has similarities to the Telfer gold-copper-silver deposit. The very large scale of the multi-commodity Calibre mineralisation provides an excellent opportunity for ongoing exploration success for both low-grade vein/stockwork and high-grade Telfer reef style gold ± copper mineralisation.

Magnum is a +2.0km gold, copper and silver mineral system. The Magnum deposit has similarities to the Telfer gold-copper-silver deposit. Drilling at Magnum has confirmed sulphide mineralisation occurs over an area of +1.8km along strike and up to 600m across strike, and remains open in all directions. The very large scale of the multi-commodity Magnum mineralisation provides an excellent opportunity for ongoing exploration success for both low-grade vein/stockwork and high-grade vein and Telfer reef style mineralisation.

Corker is a high quality, “bulls-eye”, late-time electromagnetic conductivity anomaly located less than 4km north-northwest of the Magnum Deposit. Corker was the first exploration target outside of Magnum which the Company has now tested with nine diamond drillholes, five of which have been 50% co-funded through the WA government’s Exploration Incentive Programme (EIS). These drillholes have generated high-grade poly-metallic base and precious metal mineral sulphide intersections.

Calibre 2015 Phase 2 Reverse Circulation Drilling Programme

Overview

During the Quarter the Company undertook its Calibre 2015 Phase 2 Reverse Circulation (RC) drilling programme (“Drilling Programme”).

The Drilling Programme was divided into stages extending along strike from the northern most Calibre North drilling as follows:

- Stage 1: East-west extensional RC drilling, across the 400m strike zone of broad high-grade gold-copper mineralisation known as North Calibre defined by the 2015 Phase 1 RC programme; and
- Stage 2: Extensional RC drilling, of the high priority magnetic target trend which extends for 1.2km to the north of the Calibre North mineralization.

In total 18 drillholes for 3,711m were completed testing significant regions within the Stage 1 and Stage 2 Calibre North trend.

The Company has received assay results for all 18 RC drillholes at its Calibre prospect, highlights of which are discussed below.

The Drilling Programme was successful in significantly increasing the Calibre deposit gold grade (including the longest +2 and +3 g/t gold and highest gold grade drill intersections to date in the Citadel Project) and significantly expanding the size of the Calibre deposit.

Significant gold-copper-silver±tungsten mineralisation at Calibre has now been intersected over a total strike length of in excess of 1.3km and up to 480m across strike, with mineralisation potentially remaining open in all directions making it a very large mineralised system. With such a large system, it is entirely conceivable that further higher grade zones await discovery and that the recently discovered higher grade zones may be substantially expanded.

The Drilling Programme was sole funded by Rio Tinto Exploration Pty Ltd (“Rio Tinto”) pursuant to the terms of a Farm-in Agreement (refer below).

Summary including Intersection (Assay) Highlights

Stage 1 Area: East-west extensional drilling with 7 RC drillholes completed for 1,417m. Drilling significantly extended the eastern limits of the Calibre North high-grade gold-copper mineralisation by 50 to 90m to the east of some Phase 1 RC drillholes (NB: eastern mineralisation boundary still not fully constrained), with the western limit to the lower grade mineralisation remaining open across the 400m strike zone of broad (≥ 280 to 330m wide) gold-copper mineralisation within the Stage 1 Area.

Stage 1 Area assay highlights include:

15ACC0033 (11700 North):

- **81.0m at 1.77 g/t gold, 0.13% copper, 0.49 g/t silver and 0.02% tungsten from 124.0m downhole, including;**
 - **23.0m at 2.08 g/t gold, 0.06% copper, 0.30 g/t silver and 0.01% tungsten from 124.0m downhole, also including;**
 - 10.0m at 2.63 g/t gold, 0.04% copper and 0.14 g/t silver from 124.0m downhole;
 - 5.0m at 3.29 g/t gold, 0.15% copper and 0.96 g/t silver from 142.0m downhole, also including.
 - 8.0m at 2.11 g/t gold, 0.08% copper, 0.26 g/t silver and 0.01% tungsten from 168.0m downhole, also including;
 - 1.0m at 10.80 g/t gold, 0.15% copper, 0.60 g/t silver and 0.01% tungsten from 173.0m downhole, also including;
 - **23.0m at 3.01 g/t gold, 0.33% copper, 1.23 g/t silver and 0.03% tungsten from 182.0m downhole, also including;**
 - 5.0m at 7.67 g/t gold, 0.99% copper, 3.80 g/t silver and 0.01% tungsten from 185.0m downhole, also including;
 - 1.0m at 12.98 g/t gold, 3.94% copper, 15.20 g/t silver and 0.01% tungsten from 187.0m downhole.
 - 1.0m at 9.39 g/t gold, 0.74% copper, 4.90 g/t silver and 0.04% tungsten from 200.0m downhole.

15ACC0042 (11600 North):

- **81.0m at 1.83 g/t gold, 0.15% copper, 0.65 g/t silver and 0.02% tungsten from 93.0m downhole, including;**
 - **63.0m at 2.21 g/t gold, 0.19% copper, 0.80 g/t silver and 0.03% tungsten from 93.0m downhole, also including;**
 - 2.0m at 5.97 g/t gold, 0.03% copper and 0.40 g/t silver from 109.0m downhole;
 - 1.0m at 6.47 g/t gold, 0.21% copper and 0.01% tungsten from 118.0m downhole;
 - **10.0m at 7.20 g/t gold, 0.83% copper, 4.27 g/t silver and 0.04% tungsten from 129.0m downhole, also including;**
 - **2.0m at 19.94 g/t gold and 1.71% copper and 10.40 g/t silver from 132.0m downhole.**
 - 2.0m at 3.27 g/t gold, 0.26% copper and 1.75 g/t silver from 144.0m downhole;

- 1.0m at 6.19 g/t gold, 0.21% copper, 0.90 g/t silver and 0.05% tungsten from 154.0m downhole.

15ACC0044 (11600 North):

- 2.0m at 3.18 g/t gold, 0.47% copper, 2.60 g/t silver and 0.03% tungsten from 176.0m downhole.

15ACC0046 (11700 North):

- 4.0m at 1.87 g/t gold from 180.0m downhole;
- 2.0m at 2.14 g/t gold, 0.05% copper and 0.40 g/t silver from 208.0m downhole.

15ACC0045 (11700 North):

- 1.0m at 1.35 g/t gold, 2.35% copper and 8.50 g/t silver from 173.0m downhole.

15ACC0047 (11600 North):

- 2.0m at 2.09 g/t gold from 180.0m downhole.

Stage 2 Area: Extensional drilling with 11 RC drillholes completed for 2,294m along a 800m strike length of the magnetic target trend which extends for 1.2km to the north of the Calibre North mineralisation. Based on limited drill coverage on four drill traverses the gold-copper mineralisation weakened northward with no mineralisation intersected north of 12000 North (local grid). Gold-copper mineralisation with localised high to very high grade intersections was encountered over a width of 210 to 230m perpendicular to strike on the 11850 to 12000 North (local grid) drill traverses. Based on fairly limited drilling the Company remains uncertain if the gold-copper mineralisation is controlled/partitioned by cross-faults (which are evident in the magnetics) and/or may be located to the east of the drilling in this particular region. It is anticipated that geophysical surveying, involving Induced Polarisation, will be required to focus further drill exploration in this region.

Stage 2 Area assay highlights include:

15ACC0049 (12000 North):

- **6.0m at 8.50 g/t gold, 0.02% copper, 1.00 g/t silver and 0.03% tungsten from 160.0m downhole, including;**
 - **3.0m at 16.45 g/t gold, 0.04% copper, 2.00 g/t silver and 0.07% tungsten from 163.0m downhole, also including;**
 - **2.0m at 23.97 g/t gold, 0.01% copper, 2.65 g/t silver and 0.07% tungsten from 163.0m downhole, also including;**
 - 1.0m at 40.81 g/t gold, 0.02% copper, 4.00 g/t silver and 0.16% tungsten from 164.0m downhole.

15ACC0035 (11850 North):

- **10.0m at 2.29 g/t gold, 0.02% copper, 0.06 g/t silver and 0.02% tungsten from 98.0m downhole, including;**
 - 3.0m at 3.26 g/t gold, 0.05% copper and 0.06% tungsten from 98.0m downhole, and;
 - 2.0m at 5.58 g/t gold and 0.30 g/t silver from 106.0m downhole;

- **25.0m at 1.57 g/t gold, 0.01% copper, 0.12 g/t silver and 0.01% tungsten from 144.0m downhole, including;**
 - 5.0m at 2.46 g/t gold, 0.14 g/t silver and 0.02% tungsten from 144.0m downhole, and;
 - 3.0m at 5.39 g/t gold, 0.01% copper, 0.77 g/t silver and 0.04% tungsten from 163.0m downhole.

15ACC0039 (12000 North):

- 3.0m at 2.32 g/t gold and 0.37 g/t silver from 122.0m downhole, including;
 - 1.0m at 6.28 g/t gold and 1.10 g/t silver from 123.0m downhole.

15ACC0037 (12000 North):

- 2.0m at 2.87 g/t gold, 0.04% copper and 0.01% tungsten from 144.0m downhole.

15ACC0034 (11850 North):

- 1.0m at 3.87 g/t gold, 0.23% copper, 1.70 g/t silver and 0.03% tungsten from 208.0m downhole.

2016 Citadel Project Exploration Programme

It is anticipated that during 2016 exploration within the Citadel Project, to be carried out as part of the initial \$3 million expenditure commitment under the Antipa's recently announced Farm-in Agreement with Rio Tinto, will involve an Induced Polarisation (IP) electrical geophysical survey at Calibre which will potentially define additional anomalies at Calibre requiring drill testing, in conjunction with geophysical surveys (including IP) within other regions of the project considered prospective for gold and/or copper mineralisation with follow-up drill testing of resulting geophysical anomalies.

Rio Tinto Exploration Farm-in Agreement

On 9 October 2015 the Antipa Resources entered into a Farm-in Agreement with Rio Tinto whereby Rio Tinto may acquire up to a 75% joint venture interest in the Citadel Project. The Farm-in is divided into various stages as follows.

51% Interest - Stage 1 – \$3 million

Rio Tinto has agreed to sole fund \$3 million in exploration expenditure on the Citadel Project tenements within 18 months of the execution of the Agreement. In addition to the Follow-up Calibre RC drilling programme detailed above, the Stage 1 Programme, which will be operated by Antipa, is currently being planned but will consist of an Induced Polarisation (IP) orientation survey at Calibre and IP surveying of additional selected target areas with follow up drilling of anomalous IP areas generated. This work is envisaged to commence in the first half of the 2016 calendar year.

Rio Tinto may not withdraw from the Farm-in Agreement during this Initial Programme. At the end of the Initial Programme, Rio Tinto may elect whether to proceed to Stage 2 or withdraw from the Farm-In Agreement. If it decides to withdraw at this stage then it will not have any interest in the Citadel Project.

51% Interest - Stage 2 – \$8 million

On election to proceed to Stage 2, Rio Tinto must sole fund a further \$8 million in exploration expenditure on the Citadel Project tenements within 3 years to earn a 51% interest in the Citadel

Project. Rio Tinto is both the operator and determines exploration programmes during this further programme and for the balance of the time it is sole funding exploration expenditure.

Rio Tinto may not withdraw from the Farm-in Agreement during this Stage 2 until it has incurred at least \$2 million of exploration expenditure on the Citadel Project tenements and can then only withdraw at the completion of a budget year. Should Rio Tinto fail to incur the required \$8 million exploration expenditure within the 3 year period it will have no interest in the Citadel Project.

Upon satisfying its expenditure and other obligations in Stages 1 and 2, a Joint Venture will be formed between Rio Tinto and Antipa Resources with respective joint venture interests of 51% and 49%. The Joint Venture is on standard terms outlined below.

On completion of Stage 2 and having earned its 51% joint venture interest, Rio Tinto may elect to continue to sole fund joint venture expenditure to increase its joint venture interest to 65% or it may elect to remain at 51% and the parties will thereafter contribute to joint venture expenditure in accordance with their respective interests.

65% Interest – Stage 3 – \$14 million

On election to proceed to Stage 3, Rio Tinto must sole fund a further \$14 million in exploration expenditure on the Citadel Project tenements within 3 years to earn a 65% joint venture interest. All exploration expenditure is required to be carried out by Rio Tinto in accordance with the Joint Venture Agreement noted below.

If Rio Tinto fails to incur sufficient exploration expenditure then its joint venture interest will remain at 51% and it will have no further right to acquire further joint venture interests pursuant to the Farm-in Agreement. If Rio Tinto earns its 65% interest then it may elect to remain at 65% or, subject to Antipa not wishing to commence contributions to the Joint Venture and retain a 35% interest, it may elect to increase its joint venture interest to 75%.

75% Interest – Stage 4 - \$35 million

On election to proceed to Stage 4, Rio Tinto must sole fund a further \$35 million in exploration expenditure on the Citadel Project tenements within 3 years to earn a 75% joint venture interest. All exploration expenditure is required to be carried out by Rio Tinto in accordance with the Joint Venture Agreement noted below.

If Rio Tinto fails to incur sufficient exploration expenditure then its joint venture interest will remain at 65%. There are no further rights to increase its joint venture interest under the Farm-in Agreement.

Joint Venture Agreement

Upon Rio Tinto earning a 51% interest in the Citadel Project the parties will become parties to a Joint Venture Agreement in terms already agreed. The Joint Venture Agreement is in standard terms except for the inclusion of a pre-emptive right arising on a change of control of either party or their holding company, whether listed on a stock exchange or otherwise. If a transaction is announced or a party is made aware of an offer which could constitute a shareholder acquiring more than 40% of a party or its holding company, then a right of pre-emption in respect of that party's joint venture interest arises in favour of the other party. The other party is entitled to purchase the joint venture interest at the value of the consideration offered (on a 100% basis) less the value of any other assets held by the change of control party.

Operations Review - North Telfer Project

The Company's North Telfer Project covers approximately 1,310km² of granted mineral exploration licences (and 9km² of ground currently under application) adjoining its current Citadel Project landholding and extending south to within 20km and 30km of Newcrest's Telfer gold-copper-silver Mine and O'Callaghan's tungsten and base metal deposit respectively.

During the Quarter, ground formerly the subject of two Newcrest Mining Limited Western Australian mining leases was amalgamated into existing exploration tenements the subject of the Company's North Telfer Project.

In January 2015 Newcrest Mining relinquished mining leases M45/247 and M45/248 located approximately 40km north of the Telfer gold mine (and mineral processing facility), within the Company's North Telfer Project area. The Company applied for amalgamation of this ground within its existing exploration licenses and these amalgamation applications have now been granted.

The Company is in the process of concluding its technical review and validation of the historic data and expects to be in a position to update the market shortly.

No material on-ground exploration was undertaken at the North Telfer Project during the Quarter.

Operations Review – Paterson Project

In 2013 the Company acquired additional exploration licence applications in the Paterson Province from a Mark Creasy controlled entity. These tenements, which now cover 1,573km², have all been granted and come to within 5km of the Telfer mine and 7km of the O'Callaghans deposit. This ground is known as the Company's "Paterson Project". The Paterson Project is largely adjacent to and connects with the existing mineral tenements and applications held by Antipa. The southern applications include substantial areas around the Telfer Dome, the domal structure upon which the Telfer gold-copper-silver open pit and underground mine are situated.

No material on-ground exploration was undertaken at the Paterson Project during the Quarter.

Operations Review – Telfer Dome Project

In 2015 the Company applied for additional exploration licence applications in the southern region of the Paterson Province. This ground is known as the Company's "Telfer Dome Project" and covers approximately 138km² (including 58km² of granted tenure) located within several kilometres of the Telfer mine and the O'Callaghans deposit. The Telfer Dome Project is largely adjacent to and connects with the existing mineral tenements held by Antipa. This tenure includes highly prospective areas around the Telfer Dome, the domal structure upon which the Telfer gold-copper-silver open pit and underground mine are situated.

No material on-ground exploration was undertaken at the Telfer Dome Project during the Quarter.

Corporate Review

Capital Raising

During the Quarter the Company undertook an equity capital raising via a fully subscribed placement to sophisticated and professional investors.

The Company placed 79.5 million shares at \$0.007 per share, with approximately 39.75 million free attaching options (“Options”) to raise a total of approximately \$554,000 before costs. The Options were issued on the basis of 1 option for every 2 shares issued. The Options have an exercise price of \$0.01 and expire on 17 May 2016, being in the same class and having the same terms as the Company’s options currently listed on the ASX.

The placement was made utilising the Company’s available 15% capacity under ASX LR 7.1 and additional 10% placement capacity under ASX LR 7.1A.

Veritas Securities Ltd acted as Lead Manager for the Placement which was fully subscribed.

The proceeds of the capital raising will be used to further evaluate and work up exploration targets on the Company’s 100% owned North Telfer, Paterson and Telfer Dome Projects and provide general working capital.

Capital Structure

As at 31 December 2015, the Company had the following securities on issue:

- 570,854,703 Ordinary Shares;
- 331,982,071 Listed Options; and
- 37,100,000 Unlisted Options.

During the Quarter the Company issued the following securities:

- 81,051,111 Ordinary Shares;
- 39,750,000 Listed Options; and
- 28,000,000 Unlisted Options.

Cash Position

As at 31 December 2015, the Company held cash of \$1.1m.

R&D Refund Claim

Subsequent to Quarter End, the Company lodged a claim under the Federal Government’s Research and Development Tax Incentive Scheme (“Scheme”) which the Company anticipates will result in the Company receiving a payment of approximately \$204,000.

The Scheme is administered jointly by AusIndustry and the Australian Taxation Office (“ATO”). Eligibility for the refundable offset is subject to the Company meeting all relevant taxation criteria, and the claim may be reviewed by either the ATO or AusIndustry.

For further information, please visit www.antipaminerals.com.au or contact:

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About Antipa Minerals

Antipa Minerals Ltd is an Australian public company which was formed with the objective of identifying under-explored mineral projects in mineral provinces which have the potential to host world class mineral deposits, thereby offering high leverage exploration potential. The Company owns a 1,111km² package of prospective granted tenements (and a further related 225km² of tenement applications) in the Proterozoic Paterson Province of Western Australia known as the Citadel Project. The Citadel Project is located approximately 75km north of Newcrest’s Telfer gold-copper-silver mine and includes the gold-copper-silver-tungsten Mineral Resources at the Calibre and Magnum deposits and high-grade polymetallic Corcor deposit. Under the terms of Farm-in and Joint Venture Agreements Rio Tinto can fund up to \$60 million of exploration expenditure to earn up to a 75% interest in Antipa’s Citadel Project.

The Company has an additional 1,310km² of granted exploration licences, known as the North Telfer Project which extend its ground holding in the Paterson Province to within 20km of the Telfer Gold-Copper-Silver Mine and 30km of the O’Callaghans tungsten and base metal deposit. The Company has also acquired, from the Mark Creasy controlled company Kitchener Resources Pty Ltd, additional exploration licences in the Paterson Province which are now all granted and cover 1,573km², and a further 138km² of exploration licences (including both granted tenements and applications) known as the Telfer Dome Project, which come to within 5km of the Telfer mine and 7km of the O’Callaghans deposit.



Competent Persons Statement – Exploration Results

The information in this report that relates to the Exploration Results is extracted from the following:

- Report entitled “Calibre Deposit Drilling Update” (No. 1) created on 18 June 2015;
- Report entitled “Calibre Deposit Drilling Update” (No. 2) created on 2 July 2015;
- Report entitled “Calibre Deposit Drilling Update” (No. 3) created on 10 July 2015;
- Report entitled “Calibre Deposit Drilling Update” (No. 4) created on 28 July 2015;
- Report entitled “Calibre 2015 Phase 2 Drilling Update” (No. 3) created on 17 November 2015;
- Report entitled “Calibre 2015 Phase 2 Drilling Update” (No. 3) (Update) created on 30 November 2015;
- Report entitled “Citadel Project – Calibre Drilling Update” created on 16 December 2015;

all of which are available to view on www.antipaminerals.com.au and www.asx.com.au. The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcements.

The company confirms that the form and context in which the Competent Person’s findings are presented in the announcements referenced above have not been materially modified from the original market announcement.

Forward-Looking Statements

This document may include forward-looking statements. Forward-looking statements include, but are not limited to, statements concerning Antipa Mineral Ltd’s planned exploration program and other statements that are not historical facts. When used in this document, the words such as “could,” “plan,” “estimate,” “expect,” “intend,” “may,” “potential,” “should,” and similar expressions are forward-looking statements. Although Antipa Minerals Ltd believes that its expectations reflected in these forward-looking statements are reasonable, such statements involve risks and uncertainties and no assurance can be given that actual results will be consistent with these forward-looking statements.

Tenement Information as required by ASX Listing Rule 5.3.3 and as at 31 December 2015

Tenement	Project	Location	Status	Holder	Ownership	Change in Quarter
E 4502874	Citadel	Anketell	Granted	Antipa Resources Pty Ltd	100%	Rio Farm-In/JV executed
E 4502876	Citadel	Anketell	Granted	Antipa Resources Pty Ltd	100%	Rio Farm-In/JV executed
E 4502877	Citadel	Anketell	Granted	Antipa Resources Pty Ltd	100%	Rio Farm-In/JV executed
E 4502901	Citadel	Anketell	Granted	Antipa Resources Pty Ltd	100%	Rio Farm-In/JV executed
E 4504212	Citadel	Anketell	Granted	Antipa Resources Pty Ltd	100%	Rio Farm-In/JV executed
E 4504213	Citadel	Anketell	Granted	Antipa Resources Pty Ltd	100%	Rio Farm-In/JV executed
E 4504214	Citadel	Anketell	Granted	Antipa Resources Pty Ltd	100%	Rio Farm-In/JV executed
E 4504561	Citadel	Anketell	Application	Antipa Resources Pty Ltd	100%	
E 4503917	North Telfer	Tyama Hill	Granted	Antipa Resources Pty Ltd	100%	
E 4503918	North Telfer	Paterson Range	Granted	Antipa Resources Pty Ltd	100%	
E 4503919	North Telfer	Paterson Range	Granted	Antipa Resources Pty Ltd	100%	
E 4503925	North Telfer	Paterson Range	Granted	Antipa Resources Pty Ltd	100%	
P4503005	North Telfer	Paterson Range	Application	Antipa Resources Pty Ltd	100%	Application Lodged
P4503006	North Telfer	Paterson Range	Application	Antipa Resources Pty Ltd	100%	Application Lodged
P4503007	North Telfer	Paterson Range	Application	Antipa Resources Pty Ltd	100%	Application Lodged
P4503008	North Telfer	Paterson Range	Application	Antipa Resources Pty Ltd	100%	Application Lodged
E 4502519	Paterson	Weeno	Granted	Kitchener Resources Pty Ltd	100%	
E 4502524	Paterson	Minyari Hill	Granted	Kitchener Resources Pty Ltd	100%	
E 4502525	Paterson	Lamil Hills	Granted	Kitchener Resources Pty Ltd	100%	
E 4502526	Paterson	Mt Crofton	Granted	Kitchener Resources Pty Ltd	100%	
E 4502527	Paterson	Black Hills North	Granted	Kitchener Resources Pty Ltd	100%	
E 4502528	Paterson	Black Hills South	Granted	Kitchener Resources Pty Ltd	100%	
E 4502529	Paterson	Wilki Range	Granted	Kitchener Resources Pty Ltd	100%	
E 4504459	Telfer Dome	Karakutikati	Granted	Antipa Resources Pty Ltd	100%	
E 4504460	Telfer Dome	Karakutikati	Granted	Antipa Resources Pty Ltd	100%	
E 4504514	Telfer Dome	Paterson Range	Granted	Antipa Resources Pty Ltd	100%	Tenement Granted
E 4504518	Telfer Dome	Paterson Range	Application	Antipa Resources Pty Ltd	100%	
E 4504565	Telfer Dome	Mt Crofton	Application	Antipa Resources Pty Ltd	100%	
E 4504567	Telfer Dome	Karakutikati	Application	Antipa Resources Pty Ltd	100%	
E 4504614	Telfer Dome	Karakutikati	Application	Antipa Resources Pty Ltd	100%	
E 4504618	North Telfer	Wilki Range	Application	Antipa Resources Pty Ltd	100%	
E 4504652	Telfer Dome	Karakutikati	Application	Antipa Resources Pty Ltd	100%	Application Lodged

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

ANTIPA MINERALS LIMITED

ABN

79 147 133 364

Quarter ended ("current quarter")

31 December 2015

Consolidated statement of cash flows

Cash flows related to operating activities	Current quarter \$A'000	Year to date (6 months) \$A'000
1.1 Receipts from product sales and related debtors	-	-
1.2 Payments for (a) exploration & evaluation	(110)	(660)
(b) exploration Joint Venture	(453)	(453)
(b) development	-	-
(c) production	-	-
(d) administration	(389)	(590)
1.3 Dividends received	-	-
1.4 Interest and other items of a similar nature received	2	5
1.5 Interest and other costs of finance paid	-	-
1.6 Income taxes paid	-	-
1.7 Other (Joint Venture Rio Tinto deposit)	1,134	1,134
Net Operating Cash Flows	184	(564)
Cash flows related to investing activities		
1.8 Payment for purchases of: (a) prospects	-	-
(b) equity investments	-	-
(c) other fixed assets	-	-
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 (provide details if material)	-	-
Net investing cash flows	-	-
1.13 Total operating and investing cash flows (carried forward)	184	(564)

+ See chapter 19 for defined terms.

Appendix 5B
Mining exploration entity quarterly report

1.13	Total operating and investing cash flows (brought forward)	184	(564)
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares, options, etc.	572	573
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 - payment for capital raising costs	(37)	(37)
	Net financing cash flows	535	536
	Net increase (decrease) in cash held	719	(28)
1.20	Cash at beginning of quarter/year to date	379	1,126
1.21	Exchange rate adjustments to item 1.20	-	-
1.22	Cash at end of quarter	1,098	1,098

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	189
1.24	Aggregate amount of loans to the parties included in item 1.10	-

1.25 Explanation necessary for an understanding of the transactions

1.23 Salaries, legal and corporate advisory fees, office and administrative service 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

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	-	-

+ See chapter 19 for defined terms.

Estimated cash outflows for next quarter

	\$A'000
4.1 Exploration and evaluation	548
4.2 Development	-
4.3 Production	-
4.4 Administration	148
Total	696

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	798	79
5.2 Deposits at call	300	300
5.3 Bank overdraft		
5.4 Other (provide details)		
Total: cash at end of quarter (item 1.22)	1,098	379

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	E 4502874	Rio Farm-In/JV executed	100%	100%
	E 4502876	Rio Farm-In/JV executed	100%	100%
	E 4502877	Rio Farm-In/JV executed	100%	100%
	E 4502901	Rio Farm-In/JV executed	100%	100%
	E 4504212	Rio Farm-In/JV executed	100%	100%
	E 4504213	Rio Farm-In/JV executed	100%	100%
	E 4504214	Rio Farm-In/JV executed	100%	100%
6.2 Interests in mining tenements acquired or increased	E 4503918	Amalgamation of former Newcrest Mining Ltd mining lease M45/247	100%	100%
	E 4503919	Amalgamation of former Newcrest Mining Ltd mining leases M45/247 and M45/248	100%	100%
	P 4503005	Application Lodged	0%	100%
	P 4503006	Application Lodged	0%	100%
	P 4503007	Application Lodged	0%	100%
	P 4503008	Application Lodged	0%	100%
	E 4504514	Tenement Granted	100%	100%
E 4504652	Application Lodged	0%	100%	

+ 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>	-	-		
7.2 Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions	-	-		
7.3 +Ordinary securities	570,854,703	489,809,592		Fully Paid
7.4 Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs	79,500,000 1,551,111	79,500,000 1,551,111	\$0.007 \$0.010	Fully Paid Fully Paid
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>	331,982,071 6,100,000 3,000,000 28,000,000	331,982,071 - - -	<i>Exercise price</i> \$0.01 \$0.08 \$0.012 \$0.031	<i>Expiry date</i> 17 May 2016 26 November 2017 30 April 2018 15 October 2019
7.8 Issued during quarter	39,750,000 28,000,000	39,750,000 -	\$0.01 \$0.031	17 May 2016 15 October 2019
7.9 Exercised during quarter	1,551,111	1,551,111	\$0.01	17 May 2016
7.10 Expired during quarter	1,000,000	-	\$0.30	3 November 2015
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.
- 2 This statement does ~~does not~~ give a true and fair view of the matters disclosed.



Sign here: Date: 29 January 2015
(~~Director~~/Company secretary)

Print name: Simon Robertson

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.