

ASX RELEASE

Friday 28 April 2017

QUARTERLY REPORT AND APPENDIX 5B FOR THE QUARTER ENDED 31 MARCH 2017

A-Cap Resources Limited ("A-Cap" or "the Company") (ASX: ACB) is pleased to provide its Quarterly Activities Report for the quarter ended 31 March 2017.

HIGHLIGHTS

- Encouraging initial observations from acid consumption desktop review;
- Acid soluble uranium testwork underway at ANSTO labs in NSW;
- Demarcation of mining licence area almost complete;
- Environmental consultants Ecosurv engaged to conduct resettlement action plan;
- Scope of works for pilot plant and trial mining underway.

QUARTERLY ACTIVITIES

During the March 2017 quarter, A-Cap has continued to progress staged project optimisation activities for the Letlhakane Uranium Project (The Project) aimed to improve recovered uranium grade and reduce U_3O_8 process costs, focussing on acid supply and consumption. Initial observations from an acid consumption desktop review, which was completed this quarter, are encouraging, indicating potential correlations both spatially within mineralised lenses and with certain elements which relate to mineralogy.

Following these initial observations, A-Cap sent 296 samples for further acid soluble uranium (ASU) analysis at the ANSTO laboratories at Lucas Heights, NSW. The ASU test work will increase the sample population and allow increased confidence in potential correlations. Spatial, lithological and mineralogical relationships with higher acid consuming uranium mineralisation is the desired outcome. Selective mining, leaving higher acid consuming areas, have the potential to decrease the overall acid consumption which is a key driver for the Project's operating costs.

The primary objective of the staged project optimisation activities is to further de-risk the project prior to undertaking any further feasibility work during the 2017 calendar year including trial mining, variability column testwork and pilot plant.

Looking forward, A-Cap is considering and completing scope of works for a pilot plant test programme and trial mining. A number of proposals have been received and are being evaluated for the pilot plant.

A-Cap has the necessary working capital reserves to undertake the project optimisation activities following the successful completion of the non-renounceable rights issue raising A\$4 million in June 2016. A-Cap is continuing to attend to all compliance requirements prescribed by the Botswana Mines and Minerals Act 1999 associated with our mining licence including demarcation of the licence boundary and Relocation Action Plan, which is a requirement to convert the provisional surface rights for the project on compensation of affected landed rights holders.



LETLHAKANE URANIUM PROJECT

The Letlhakane Uranium Project is one of the world's largest undeveloped Uranium Deposits. The Project lies adjacent to Botswana's main North-South infrastructure corridor that includes a sealed all-weather highway, railway line and the national power grid, all of which make significant contributions to keeping the capital cost of future developments low. The project has the distinct advantage of having all the major infrastructure in place and is one of the few major undeveloped uranium projects in the world in a safe and stable jurisdiction. The strategy is to prepare the project for early development to enable the Company to fully capitalise on an expected recovery in the uranium price.

Mining Licence

On 12 September 2016 A-Cap was granted a Mining Licence designated ML 2016/16L by the Ministry of Minerals, Energy and Water Resources over a portion of PL 45/2004 (Letlhakane). The Mining Licence is valid for a period of 22 years. Demarcation of the licence boundary commenced in November 2016 following comprehensive consultations with stakeholders and public community meetings throughout October and November. A 3-metre-wide track has been cleared and concrete beacons constructed and surveyed to mark the extent of the mining licence area in compliance with the Botswana Mines and Minerals Act 1999. The process was held up by much valued rainfall and the final beacons were completed during the quarter.



Beacon construction around the ML boundary



The mining licence was granted on the basis of the results of an Environmental Impact Statement and technical study based on shallow open pit mining and heap leach processing to produce up to 3.75 million pounds of uranium per annum over a mine life of 18 years, incorporating the most up to date metallurgical results and process route, optimised mineral resources, mining, capital and operating costs developed by our feasibility specialists in Australia and internationally.

The outcomes of the technical study were released to the market (refer ASX release 11th September 2015), the key parameters summarised in Table 1 below:

Project Economics		Pre-tax	Post-tax
NPV	US\$	\$383M	\$240M
IRR	%	29%	24%
Pay-back period from start of production	yrs	3	
Capital Costs			
Construction	US\$	351M	
Working Capital	US\$	40M	
Inputs & Assumptions			
Price of Uranium (flat price over LOM)	U ₃ O ₈ US\$/lb	\$81	
Discount rate	%	8%	
Life of mine (LOM)	yrs	18	
Project Summary			
Average Mining cost	US\$/lb	\$18	
Average Processing Cost	US\$/lb	\$23	
Cash Flows		Pre-tax	Post-tax
Total Revenue	US\$	\$3,499M	
Project Cash flow	US\$	\$841M	\$549M

Table 1: Summary of outcomes of the technical study

The Technical Study results and production targets reflected in this announcement are preliminary in nature as conclusions are drawn partly from indicated mineral resources and partly from inferred mineral resources. The Technical Study is based on lower level technical and economic assessments and is insufficient to support estimation of ore reserves or to provide assurance of an economic development case at this stage, or to provide certainty that the conclusions of the Technical Study will be realised. There is a low level of geological confidence associated with inferred mineral resources and there is no certainty that further exploration work will result in the determination of indicated mineral resources or that the production target itself will be realised.



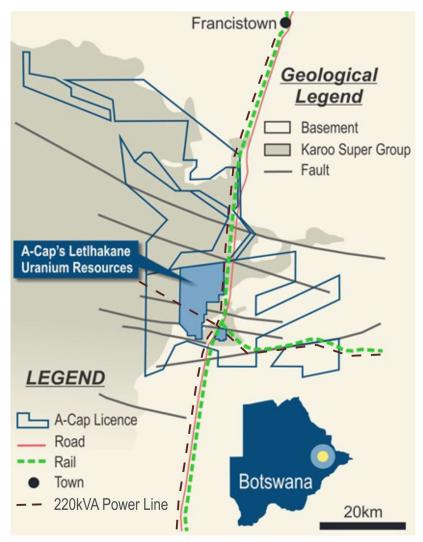


Figure 1: Map of A-Cap's Letlhakane Uranium Project

Resources

A-Cap announced on 2 October 2015 a new JORC Mineral Resource Upgrade at Letlhakane completed by Optiro Pty Ltd, an independent expert. The updated resource uses a recoverable resource methodology which takes into account the proposed Standard Mining Unit (SMU). The SMU is defined by the proposed mining method utilising surface miners and the proposed grade control system using in-pit surface gamma radiation measurements.

The Localised Uniform Conditioning (LUC) estimate best reflects the mining methodology envisaged, taking into account the surface miners selective mining capability combined with the proposed grade control methodology. The accurate mining characteristics of surface miners and the ability to measure the gamma radiation on the surface during mining will ensure the optimum grade delivery to the process heap. The SMU of 20m x 4m x 0.25m forms the basis for the LUC estimation. Historic resource estimations were more reflective of conventional open pit mining and therefore had averaged resource data into blocks of bigger mining panels which smoothed or averaged the grade data.

Uniform conditioning (UC) and LUC is used for assessing recoverable resources inside a mining panel when the drill spacing does not provide sufficient coverage for direct grade estimation at the SMU scale. UC provides the proportion of SMUs inside a panel that are above cut-off and its corresponding average grade. LUC takes the UC result and spatially corrects the blocks making it more suited to extraction and optimisation studies.



The global resource estimate is as follows:

Total Indicated		ated	Total Inferred			Global Total			
Cut-off (U₃Oଃ ppm)	Mt	U₃Oଃ (ppm)	Contained U ₃ O ₈ (Mlbs)	Mt	U₃O₅ (ppm)	Contained U₃O ₈ (Mlbs)	Mt	U₃Oଃ (ppm)	Contained U₃O ₈ (Mlbs)
100	197.1	197	85.5	625	203	280.1	822.1	202	365.7
200	59.2	323	42.2	209.7	321	148.2	268.9	321	190.4
300	22.2	463	22.7	81.6	446	80.3	103.8	450	102.9

Table 2 - 2015 Mineral resource estimates for ALL DEPOSITS at various U₃O₈ cut-offs

At a 200 ppm U₃O₈ cut-off the resource by prospect is:

			Indicated		Inferred			Total			
Ore Type	Deposit	Prospect	Mt		U ₃ O ₈ Mlbs	Mt		n U ₃ O ₈ Mlbs	Mt	U ₃ O ₈ ppm	U ₃ O ₈ Mlbs
		Gorgon Main/West									
	Gojwane	Mokobaesi	2.0	371	1.6				2.0	371	1.6
Secondary		Kraken	0.1	261	0.0	0.0	202	0.0	0.1	261	0.0
	Tot	tal Secondary	2.1	367	1.7	0.0	202	0.0	2.1	367	1.7
		Gorgon Main/West	6.1	313	4.2	9.3	280	5.7	15.4	293	10.0
	Gojwane	Mokobaesi	3.4	365	2.7				3.4	365	2.7
		Kraken	3.9	310	2.6	0.7	280	0.4	4.5	306	3.1
Oxide		Gorgon South	4.4	323	3.1	2.6	292	1.6	7.0	312	4.8
	Serule	Serule East				0.5	246	0.3	0.5	246	0.3
		Serule West	0.4	302	0.2	11.7	322	8.3	12.1	322	8.6
8		Total Oxide	18.1	324	13.0	24.8	301	16.4	42.9	311	29.4
		Gorgon Main/West	15.4	280	9.5	98.2	313	67.7	113.5	309	77.2
	Gojwane	Mokobaesi	0.5	359	0.4	0.3	330	0.2	0.8	347	0.6
	Gojwane	Kraken	7.7	350	5.9	1.0	349	0.8	8.7	349	6.7
Primary		Gorgon South	12.1	337	9.0	22.8	309	15.5	34.9	319	24.5
	Corulo	Serule East				0.4	259	0.2	0.4	259	0.2
	Serule	Serule West	3.3	376	2.8	62.4	345	47.4	65.7	346	50.2
2	Т	otal Primary	39.0	321	27.5	185.0	323	131.8	223.9	323	159.4
		Total	59.2	323	42.2	209.7	321	148.2	268.9	321	190.4

Table 3 – 2015 LUC resource estimate at 200ppm cut-off.

A drill spacing study comparison completed by Perth-based resource specialists Optiro on the Kraken deposit confirmed that at a starting drill spacing of 200m by 200m, the change of contained metal is within +/-10% when drilled down to 100m by 50m drill spacing. The current criteria for inferred resources is nominally greater than 100m by 100m drill spacing. A-Cap has confidence that the deposit will retain its mineralisation continuity when it is further drilled out.

Metallurgy and Process Design

The Process Design is based on a 2-stage acid heap leach route for all the primary, oxide and lower mudstone secondary ores with a modified solvent extraction system being the principal uranium recovery method. The process design and uranium recovery has some novel and innovative steps and two patents have been lodged and both patent applications are pending. This is an important step in protecting some of the advances the metallurgical study team have made in the uranium recovery process design on the project.

A Scope of Work (SOW) for the Pilot plant test programme has been completed and several proposals from laboratories are currently under review.



Acid Consumption Studies

An acid consumption desktop review commenced last quarter, which reviewed and analysed the samples that were utilised for the last metallurgical test work campaigns has now been completed. The data has now been interrogated:

- Spatially;
- In relation to the lithology type;
- In relation to acid consumption and geochemistry components.

Some of the initial observations indicated potential correlations both spatially within mineralised lenses and with certain elements which relate to mineralogy. Statistically the sample is small and only highlights the potential for correlation to occur.

To further test these observations, A-Cap sent 296 samples for acid soluble uranium (ASU) analysis that is being undertaken at ANSTO laboratories at Lucas Heights, NSW. The samples were carefully selected to represent lithological, spatial and mineralogical parameters. The ASU test work will increase the sample population and allow increased confidence in potential correlations. Spatial, lithological and mineralogical relationships with higher acid consuming uranium mineralisation is the desired outcome. This will allow for selective mining, avoiding higher acid consuming areas, which has the potential to decrease the overall acid consumption, which is a key cost driver in the Project's operating costs.

Environmental Impact Statement (EIS)

The Environmental Impact Statement (EIS) for the LetIhakane Uranium Project has been approved by the Botswana Department of Environment Affairs (DEA) in accordance with Section 12 (1a) of the Botswana Environmental Assessment Act, No.10, of 2011. The DEA formally approved the EIS on 13 May 2016 following a four-week public review process pursuant to the Environmental Act 2011.

A-Cap first commenced work on the environmental study in January 2009, finalising and submitting the report in April 2015. The study identified the overall environmental and social impacts associated with developing a uranium mine in Botswana. The EIS process and documentation was prepared by independent experts SLR Consulting (Africa) (Pty) Ltd (SLR), in conjunction with Botswana-based consulting firm Ecosurv (Pty) Ltd. SLR and Ecosurv completed a professional study process comprising of a screening phase, scoping phase and a detailed impact assessment / environmental management phase, conforming with best practice and IFC guidelines.

Surface Rights and Community Engagement

Provisional surface rights were granted on 6 June 2016 over the 144sqkm area covering the Letlhakane Uranium Project. The surface rights are provisional upon compensation for the affected land rights holders in the area being resolved. A series of meetings last quarter with the community Kgotlas at Serule and Gojwane were extremely well attended and the demarcation of the mining licence boundary was discussed and agreed.

Environmental consultants Ecosurv have been engaged to undertake the Resettlement action plan (RAP) as outlined in the approved EIS. Discussions have commenced this quarter with the relevant government departments and land boards. A-Cap have continuously engaged the community since 2006 and have received ongoing support for the Project from all surrounding communities.

COAL PROJECTS

A-Cap's Coal projects consists of the Foley Coal Project (which comprises two PLS Foley PL125/2009 and Bolau PL138/2005) and the Mea Coal Project (PL134/2005). The Company is currently considering options to release value and monetise the coal tenement assets through joint venture participation, corporate re-organisation and assets sale. Currently all the coal tenements are under renewal application with the Department of Mines.



BASE METALS

The base metal tenements overlay the inferred extents of the Kaapvaal Craton. The Kaapvaal Craton in South Africa is host to a number of platinum and PGEs, iron ore and manganese mines. Whilst ensuring A-Cap continues to meet our commitments in preserving these prospecting licences, A-Cap is currently considering options to release value and monetise these base metals tenements through joint venture participation and corporate re-organisation.

SCHEDULE OF INTEREST IN MINING TENEMENTS

Tenement	Location	Percentage Holding	Title Holder
Letlhakane ML 2016/16L	Botswana	100	A-Cap Resources Botswana (Pty) Ltd
Letlhakane PL 45/2004	Botswana	100	A-Cap Resources Botswana (Pty) Ltd
Mea PL 134/2005	Botswana	100	A-Cap Resources Botswana (Pty) Ltd
Bolau PL 138/2005	Botswana	100	A-Cap Resources Botswana (Pty) Ltd
Foley PL 125/2009	Botswana	100	A-Cap Resources Botswana (Pty) Ltd
Hukuntsi 002/2014	Botswana	100	A-Cap Resources Botswana (Pty) Ltd
Hukuntsi 003/2014	Botswana	100	A-Cap Resources Botswana (Pty) Ltd
Hukuntsi 004/2014	Botswana	100	A-Cap Resources Botswana (Pty) Ltd
Werda 005/2014	Botswana	100	A-Cap Resources Botswana (Pty) Ltd
Kokong 006/2014	Botswana	100	A-Cap Resources Botswana (Pty) Ltd
Kokong 007/2014	Botswana	100	A-Cap Resources Botswana (Pty) Ltd
Kokong 008/2014	Botswana	100	A-Cap Resources Botswana (Pty) Ltd
Jwaneng 012/2014	Botswana	100	A-Cap Resources Botswana (Pty) Ltd
Jwaneng 013/2014	Botswana	100	A-Cap Resources Botswana (Pty) Ltd

A-Cap has submitted renewal requests for the following base metal tenements, which are currently being assessed by the Department of Mines:

▲ 002/2014, 003/2014, 004/2014, 005/2014, 006/2014, 007/2014, 008/2014, 011/2014.

During the quarter, A-Cap requested the relinquishment of the following base metal tenements:

Tenement	Location
Salajwe 009/2014	Botswana
Salajwe 010/2014	Botswana
Salajwe 011/2014	Botswana
Sojwe 014/2014	Botswana
Sojwe 015/2014	Botswana

CORPORATE

During the quarter ended March 2017:

- A Mr John Fisher-Stamp, a director of the Company, sold 38,000 shares in A-Cap on-market;
- A The Company released its half-year results as at 31 December 2016 on 3 March 2017.
- At quarter end, the Company held cash totalling \$5.13 million.



Paul Thomson CHIEF EXECUTIVE OFFICER

Competent person's statement

Information in this report relating to Mineral Resources is based on information compiled by Mr Ian Glacken, the Principal Consultant of Optiro Pty Ltd and a Fellow of the AusIMM. Mr Glacken has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person under the 2012 Edition of the Australasian Code for reporting of Exploration Results Mineral Resources and Ore Reserves. Mr Glacken consents to the inclusion of the data in the form and context in which it appears.

Information in this report relating to Uranium Exploration results, is based on information compiled by Mr Ashley Jones a full-time employee of A-Cap Resources Limited and a member of AusIMM. Mr Jones has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person under the 2012 Edition of the Australasian Code for reporting of Exploration Results Mineral Resources and Ore Reserves. Mr Jones consents to the inclusion of the data in the form and context in which it appears.

The information presented in this report related to coal resources is based on a geological model that was produced in October 2014. Mrs L. de Klerk (BSc, MSc, Pr.Sci. Nat No. 400090/08, GSSA). Mrs L. de Klerk is Managing Director and Geologist with DK Exploration and has determined coal resource estimates for PL125/2009. Mrs de Klerk has over 12 years industry experience involving modelling and assessing coal resources, which is sufficient relevant experience for the style of mineralisation and type of deposit under consideration and to the activity to which she is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mrs de Klerk consents to the inclusion in the report of the matters based on information in the form and context in which it appears.

Ends

For Further information contact: Paul Thomson, A-Cap Resources

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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, 01/05/13, 01/09/16

Name of entity

A-CAP RESOURCES LIMITED			
ABN Quarter ended ("current quarter")			
28 104 028 542	31 MARCH 2017		

Con	solidated statement of cash flows	Current quarter \$A'000	Year to date (9 months) \$A'000
1.	Cash flows from operating activities		
1.1	Receipts from customers	-	-
1.2	Payments for		
	(a) exploration & evaluation	(333)	(1,118)
	(b) development	-	-
	(c) production	-	-
	(d) staff costs	(176)	(516)
	(e) administration and corporate costs	(406)	(1,332)
1.3	Dividends received (see note 3)	-	-
1.4	Interest received	6	57
1.5	Interest and other costs of finance paid	-	(1)
1.6	Income taxes paid	-	-
1.7	Research and development refunds	-	-
1.8	Other (provide details if material)	-	-
1.9	Net cash from / (used in) operating activities	(909)	(2,910)

2.	Cash flows from investing activities		
2.1	Payments to acquire:		
	(a) property, plant and equipment	-	(3)
	(b) tenements (see item 10)	-	-
	(c) investments	-	-
	(d) other non-current assets	-	-

+ See chapter 19 for defined terms

Con	solidated statement of cash flows	Current quarter \$A'000	Year to date (9 months) \$A'000
2.2	Proceeds from the disposal of:		
	(a) property, plant and equipment	-	1
	(b) tenements (see item 10)	-	-
	(c) investments	-	-
	(d) other non-current assets	-	-
2.3	Cash flows from loans to other entities	-	-
2.4	Dividends received (see note 3)	-	-
2.5	Other (provide details if material)	-	-
2.6	Net cash from / (used in) investing activities	-	(2)

3.	Cash flows from financing activities		
3.1	Proceeds from issues of shares	-	3,977
3.2	Proceeds from issue of convertible notes	-	-
3.3	Proceeds from exercise of share options	-	-
3.4	Transaction costs related to issues of shares, convertible notes or options	-	(46)
3.5	Proceeds from borrowings	-	-
3.6	Repayment of borrowings	-	-
3.7	Transaction costs related to loans and borrowings	-	-
3.8	Dividends paid	-	-
3.9	Other (provide details if material)	-	-
3.10	Net cash from / (used in) financing activities	-	3,931

4.	Net increase / (decrease) in cash and cash equivalents for the period		
4.1	Cash and cash equivalents at beginning of period	6,037	4,109
4.2	Net cash from / (used in) operating activities (item 1.9 above)	(909)	(2,910)
4.3	Net cash from / (used in) investing activities (item 2.6 above)	-	(2)
4.4	Net cash from / (used in) financing activities (item 3.10 above)	-	3,931
4.5	Effect of movement in exchange rates on cash held	-	-
4.6	Cash and cash equivalents at end of period	5,128	5,128

5.	Reconciliation of cash and cash equivalents at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	Current quarter \$A'000	Previous quarter \$A'000
5.1	Bank balances	5,128	1,507
5.2	Call deposits	-	1,473
5.3	Bank overdrafts	-	-
5.4	Other (Term deposit)	-	4,300
5.5	Cash and cash equivalents at end of quarter (should equal item 4.6 above)	5,128	7,280

6.	Payments to directors of the entity and their associates	Current quarter \$A'000		
6.1	Aggregate amount of payments to these parties included in item 1.2	456		
6.2	Aggregate amount of cash flow from loans to these parties included in item 2.3	-		
6.3	Include below any explanation necessary to understand the transactions included in items 6.1 and 6.2			
Direc	tor fees and consulting fees paid to related entities.			

Payments to related entities of the entity and their 7. associates

- 7.1 Aggregate amount of payments to these parties included in item 1.2
- 7.2 Aggregate amount of cash flow from loans to these parties included in item 2.3
- 7.3 Include below any explanation necessary to understand the transactions included in items 7.1 and 7.2

Current quarter \$A'000 --

8.	Financing facilities available Add notes as necessary for an understanding of the position	Total facility amount at quarter end \$A'000	Amount drawn at quarter end \$A'000
8.1	Loan facilities	-	-
8.2	Credit standby arrangements	-	-
8.3	Other (please specify)	-	-
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8.4 Include below a description of each facility above, including the lender, interest rate and whether it is secured or unsecured. If any additional facilities have been entered into or are proposed to be entered into after quarter end, include details of those facilities as well.

9.	Estimated cash outflows for next quarter	\$A'000
9.1	Exploration and evaluation	(412)
9.2	Development	-
9.3	Production	-
9.4	Staff costs	(175)
9.5	Administration and corporate costs	(605)
9.6	Other (provide details if material)	-
9.7	Total estimated cash outflows	(1,192)

10.	Changes in tenements (items 2.1(b) and 2.2(b) above)	Tenement reference and location	Nature of interest	Interest at beginning of quarter	Interest at end of quarter
10.1	Interests in mining tenements and petroleum tenements lapsed, relinquished or reduced	009/2014 010/2014 011/2014 014/2014 015/2014	Relinquished Relinquished Relinquished Relinquished Relinquished	100%	NIL
10.2	Interests in mining tenements and petroleum tenements acquired or increased	NA			

Compliance statement

- 1 This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.
- 2 This statement gives a true and fair view of the matters disclosed.

Sign here:

(Company secretary)

Date: 28 April 2017

Print name: Nicholas Yeak

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 that wishes to disclose additional information is encouraged to do so, in a note or notes included in or attached to this report.
- 2. If this quarterly report has been prepared in accordance with Australian Accounting Standards, 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. If this quarterly report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standards apply to this report.
- 3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.