

Appendix 5B

Mining Exploration entity quarterly report

Name of entity

PILBARA MINERALS LIMITED

ABN

95 112 425 788

Quarter ended ("current quarter")

30 September 2011

Consolidated statement of cash flows

Cash flows related to operating activities

| | September quarter \$A'000 | Year to date (3 months) \$A'000 |
|---|---------------------------------|---------------------------------------|
| 1.1 Receipts from product sales and related debtors | - | - |
| 1.2 Payments for | | |
| (a) exploration and evaluation | (214) | (214) |
| (b) development | - | - |
| (c) production | - | - |
| (d) administration | (89) | (89) |
| 1.3 Dividends received | - | - |
| 1.4 Interest and other items of a similar nature received | 8 | 8 |
| 1.5 Interest and other costs of finance paid | - | - |
| 1.6 Income taxes paid | - | - |
| 1.7 Other - GST refund | 47 | 47 |
| Net Operating Cash Flows | (248) | (248) |

Cash flows related to investing activities

| | | |
|--|--------------|--------------|
| 1.8 Payment for purchase of: | | |
| (a) prospects | - | - |
| (b) equity investments | - | - |
| (c) other non current assets | - | - |
| 1.9 Proceeds from sale of: | - | - |
| (a) prospects | - | - |
| (b) equity investments | - | - |
| (c) other non current assets | - | - |
| 1.10 Loans to other entities | - | - |
| 1.11 Loans repaid by other entities | - | - |
| 1.12 Other | - | - |
| Net investing cash flows | - | - |
| 1.13 Total operating and investing cash flows (carried forward) | (248) | (248) |

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| | Sep quarter \$A'000 | Year to date (3 months) \$A'000 |
|--|---------------------------|---------------------------------------|
| 1.13 Total operating and investing cash flows (brought forward) | (248) | (248) |
| 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 | - | - |
| Net financing cash flows | - | - |
| Net increase (decrease) in cash held | (248) | (248) |
| 1.20 Cash at beginning of quarter/year | 792 | 792 |
| 1.21 Exchange rate adjustments to item 1.20 | - | - |
| 1.22 Cash at end of quarter/year | 544 | 544 |

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 | 39 |
| 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 cashflows

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

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Financing facilities available

Add notes as necessary for an understanding of the position.

3.1 Loan facilities - Promissory Note

3.2 Credit standby arrangements

| Amount available \$A'000 | Amount used \$A'000 |
|--------------------------------|---------------------------|
| Nil | Nil |
| Nil | Nil |

Estimated cash outflows for next quarter

4.1 Exploration and evaluation

4.2 Development

4.3 Production

4.4 Administration

Total

\$A'000

140

-

-

45

185

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.

5.1 Cash on hand and at bank

5.2 Deposits at call

5.3 Bank overdraft

5.4 Other - Bills And Bank Term Deposits

Total: cash at end of quarter (item 1.22)

**Current
quarter
\$A'000**

**Previous
quarter
\$A'000**

11

35

-

-

-

-

533

757

544

792

Changes in interests in mining tenements

6.1 Interests in mining tenements relinquished reduced or lapsed

6.2 Interests in mining tenements acquired

| Tenement reference | Nature of interest ((note (2))) | Interest at beginning of quarter | Interest at end of quarter |
|-----------------------|------------------------------------|--|----------------------------------|
| E47/1096 | | 100% | 0% |
| | | | |

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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 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 | 55,475,000 | 37,596,481 | Fully Paid | Fully Paid |
| 7.4 Changes during quarter | | | | |
| (a) Increases through issues | | | | |
| (b) Release from escrow | | | | |
| (c) Decreases through returns of capital, buy backs | | | | |
| 7.5 Convertible debt securities (description) | | | | |
| 7.6 Changes during quarter | | | | |
| (a) Increases through issues | | | | |
| (b) Decreases through securities matured, converted | | | | |
| 7.7 Options | | | Exercise Price | Expiry Date |
| | 350,000 | - | \$1.00 | 28-May-12 |
| | 33,000,000 | - | \$0.20 | 31-Dec-12 |
| | 1,000,000 | - | \$0.25 | 23-Nov-13 |
| 7.8 Issued during quarter | | | | |
| 7.9 Exercised during quarter | | | | |
| 7.10 Expired during quarter | | | | |
| 7.12 Unsecured notes (totals only) | | | | |

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Compliance statement

- 1 This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Act (except to the extent that information is not required because of note 2) or other standards acceptable to ASX (see note 4).
- 2 This statement does give a true and fair view of the matters disclosed.

Sign here: *Robert Waring*
Company Secretary

Date: 31 October 2011

Print name: **Robert J Waring**

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 1022: Accounting for Extractive Industries* and *AASB 1026: Statement of Cash Flows* apply to this report.
- 5 **Accounting Standards** - ASX will accept, for example, the use of International Accounting 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.