



TOPTUNG LIMITED

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Quarterly Activities and Cash Flow Statement

For the 3 months ending 30 June 2017 (Quarter)

COMPANY OVERVIEW

TopTung Limited (**TopTung**) (**Company**) (ASX: **TTW**) is a mineral exploration company listed on the Australian Securities Exchange (**ASX**).

The Torrington tungsten and topaz project drill programme which commenced in late January 2017 is now nearing completion with only limited Reverse Circulation percussion (RC) holes remaining to be drilled at the Wild Kate Prospect. All work will be completed by middle August. Drilling to 13th July totalled 353 RC holes for 9,725m and 17 Diamond Core (DC) holes for 583m. Adverse wet weather conditions caused serious delays to the programme since start-up in January with the Burnt Hut Prospect remaining largely untested. Available analytical results have been released to the ASX. Please see further detail in the Technical Activities Report below.

CAPITAL STRUCTURE AND CASH POSITION

The Company's summarised capital structure at 30 June 2017 is as follows:

Issued fully paid ordinary shares:	153,247,653
Options (listed and unlisted):	Nil
Cash at Bank:	\$4.6 million

Shareholders and potential investors should also review the Company's Annual Report and audited Financial Report for the year ending 30 June 2016 and the Financial Report for the half-year ended 31 December 2016 to fully appreciate the Company's financial position.

Cash balances are placed on short-term deposit and are monitored on a month to month basis in order to ensure funds are available for drilling and associated field based activities for the coming quarter.

TECHNICAL ACTIVITIES REPORT

TORRINGTON TUNGSTEN and TOPAZ PROJECT

Highlights

Although wide widths of the target silicite host rock were intersected by the drilling, tungsten (W) mineralisation meeting the Company's minimum criteria of 1,000ppm (0.1%) W over a three (3) metre downhole intercept is not consistent within it. The silicite is however fertile, i.e. it contains variable amounts of tungsten mineralisation over wide widths and will be better understood once all outstanding assays are received. The silicite does contain approximately 20% topaz as part of its composition with quartz constituting the balance and the Company's research into industrial applications for the topaz at the UNSW is progressing and bulk industrial markets are also being investigated.

Drilling Programme

RC percussion drilling continued through the Quarter with 236 holes for 7,457m being completed to 13th July 2017 at the Wild Kate, Burnt Hut and Mt Everard Prospects (see Figure 1) as follows:

- Wild Kate – 186 RC holes for 6,168m and 7 DC holes for 245m;
- Burnt Hut – 35 RC holes for 791m; and
- Mt Everard – 8 RC holes for 253m.

Assay results from the drilling that met or exceeded the Company's criteria of 1,000ppm W over 3-metre downhole were announced to the ASX on the 21st April, 14th July and 21st July.

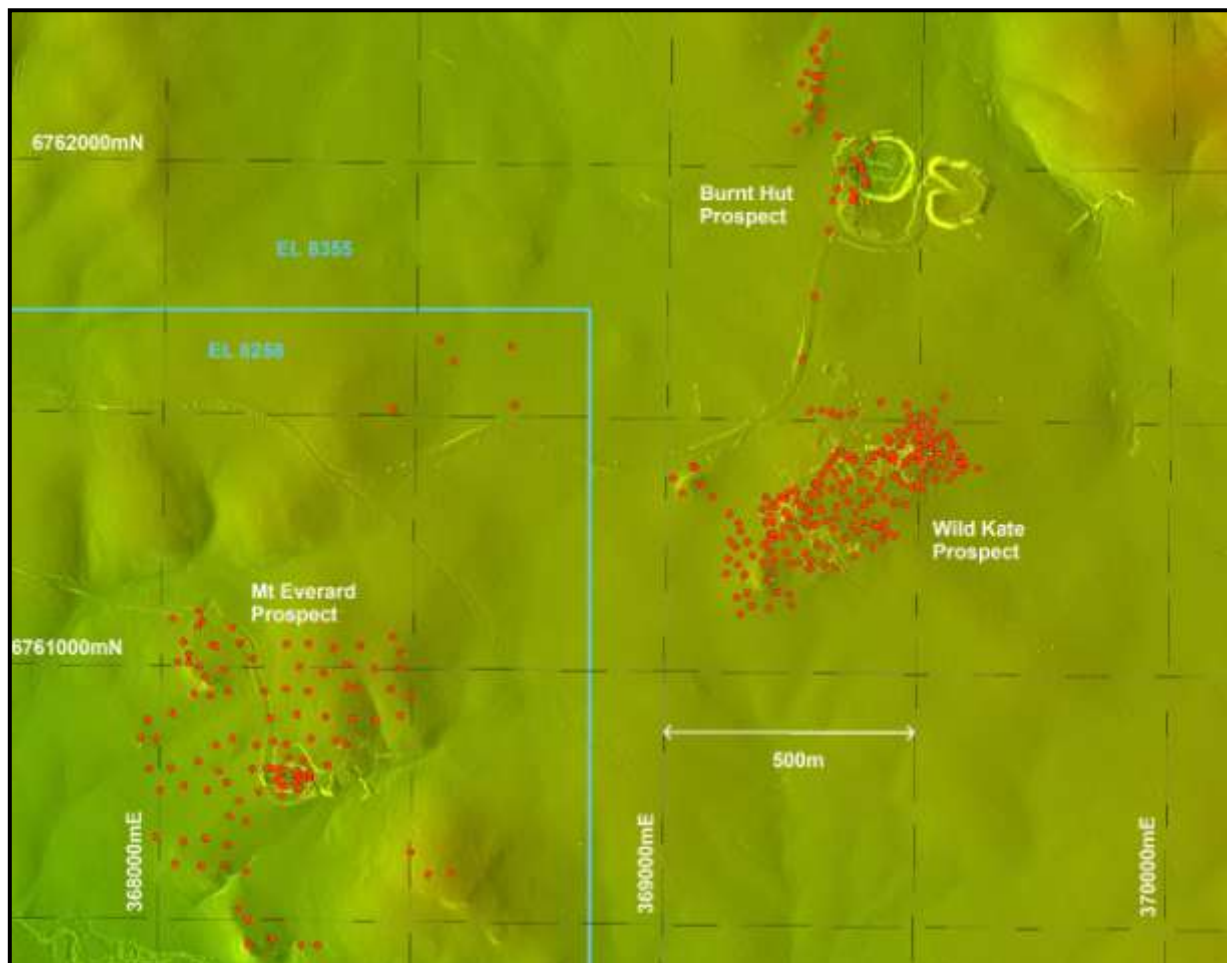


Figure 1: Prospect Location Plan.

Additional drilling at the Wild Kate Prospect

Although further assay results are pending for several holes confirmed as mineralised using a Company owned and calibrated handheld XRF analyser (holes shown in Figure 2), a final round of limited additional RC percussion drilling at Wild Kate will commence on 5th August 2017. The target area for the drilling is shown in Figure 2 following up a number of mineralised silicite intersections along the north-west boundary of the Prospect area, namely:

- TOR 0110: 12m at 0.17% W from 19 to 31m;
- TOR 0125: 33m at 0.10% W from 24 to 57m, including 21m at 0.13%W from 36 to 57m;
- TOR 0129: 9m at 0.24% W from 30 to 39m;
- TOR 0137: 5m at 0.14% W from 18 to 23m and 7m at 0.12% W from 33 to 40m; and
- TOR 0150: 10m at 0.17% W from 24 to 34m.

The intersections listed above that comprise downhole intersections of +0.1% W (1,000ppm) over at least 3m were reported to the ASX on the 21st April 2017 and the 14th July 2017 and qualified by a JORC 2012 Edition - Table 1.

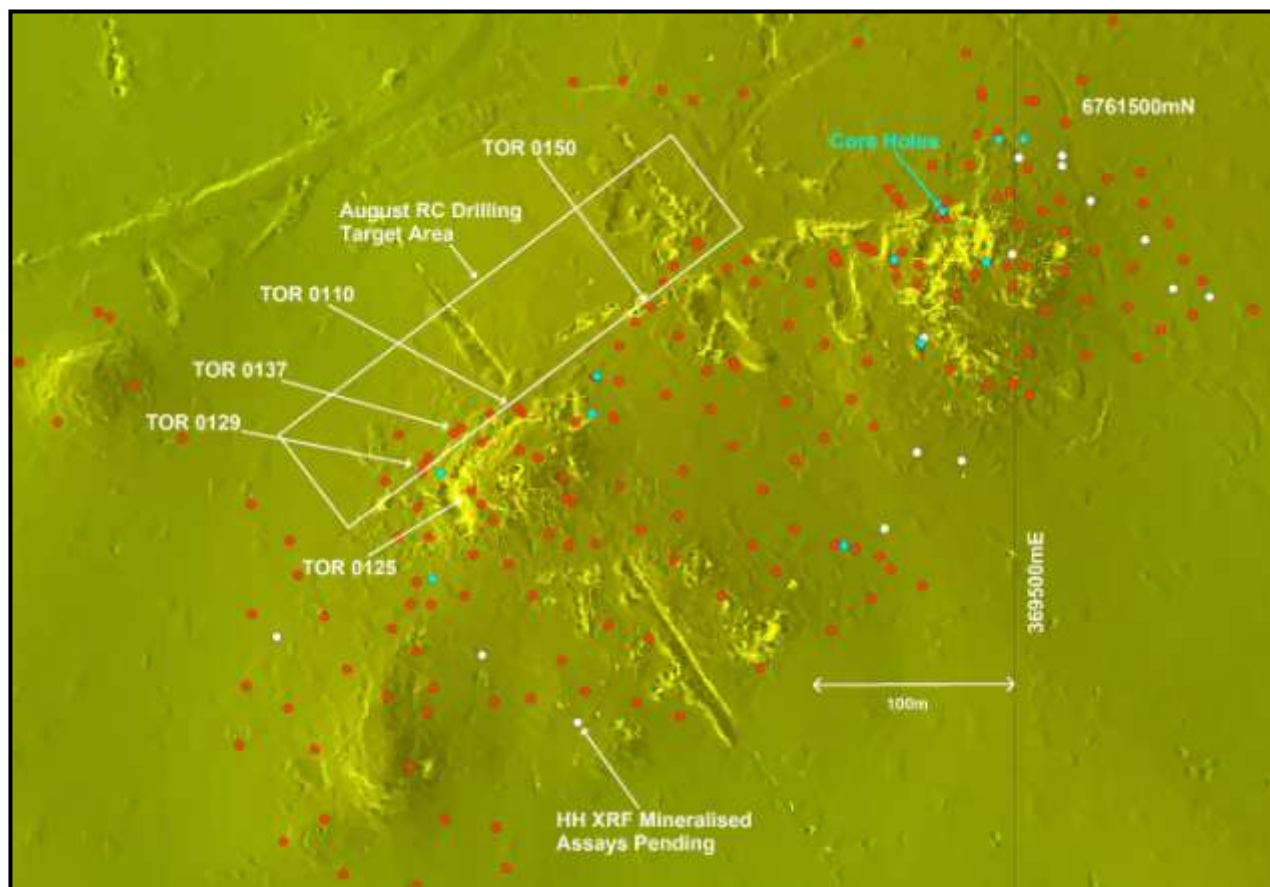


Figure 2: Wild Kate Drill Target Area

Topaz related research programmes at the UNSW.

During the Quarter, the research into template growth continued. This will be followed by fibre growth studies based on the Torrington topaz once the ARC Linkage Federal funding grant is approved. The latter decision is expected during August 2017.

Clay research

As announced to the ASX on the 21st July 2017 a thick layer of clay overlies part of the Wild Kate silicite mineralisation. The Company is undertaking ongoing research on the clay internally and at the UNSW. Based on chemical analyses the EPA has confirmed that the clay can be stripped and stockpiled on site as waste, but will impact on the financial viability of the project. The Company will seek applications for the clay to offset the additional mining costs.

September Quarter: Drilling, rehabilitation and surveying of holes will be completed. Once pending assays have been received resource estimation will commence. Baseline environmental studies on additional areas for drilling approvals will be undertaken which will also include EIS related work for planned Mining Lease applications over Mount Everard and Wild Kate. The UNSW research will be ongoing

MINERAL TENEMENT INFORMATION

Project	Tenement. No.	% Interest	Location
Torrington 1	EL 8258	100%	New South Wales
Torrington 2	EL 8355	100%	New South Wales

WAIVER FROM LISTING RULE 7.3.2

Shareholder approval has been obtained for the issue of 6,000,000 fully paid ordinary shares (“Tranche 3 Shares”) as part of the acquisition of two exploration licences in NSW known as the Torrington Project from Resolve Geo Pty Ltd (“Resolve”). This waiver has been obtained to issue the shares more than three months after approval at the meeting on 14 August 2015, on the proviso that the Company provides a note stating the terms on which this issue will occur.

The Tranche 3 Shares are to be issued 20 business days after the Company prepares:

- a final investment decision affecting the licences (as defined in the agreement); and
- applies for one or more mineral leases over the area/s of mineralisation described in the final investment decision;

and in any event no later than 31 December 2017.

For, and on behalf of, the Board of Directors of TopTung Limited,

Dr Leon Pretorius
Executive Chairman
TopTung Limited
28 July 2017

For any enquiries please contact

Martin Kavanagh on 0419 429 974, or

Leon Pretorius on 0419 702 616

Competent Person Statement

The information in this announcement that relates to metallurgical testwork for the Torrington Project is being conducted under the supervision of Dr Leon Pretorius. Dr Pretorius is the Executive Chairman of TopTung Ltd and is a Fellow of the Australasian Institute of Mining and Metallurgy (FAusIMM) (CP) and a Member of the Australian Institute of Geoscientists (MAIG). Dr Pretorius has sufficient experience which is relevant to the type of beneficiation plant under consideration and to the activities being undertaken. This qualifies Dr Pretorius as a “Competent Person” as defined in the 2012 edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (JORC Code 2012). Dr Pretorius consents to the inclusion in this report of the matters based on the information in the form and context in which it appears. Dr Pretorius holds shares TopTung Ltd.

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

TopTung Limited

ABN

12 118 788 846

Quarter ended ("current quarter")

30 June 2017

Consolidated statement of cash flows	Current quarter \$A'000	Year to date (12 months) \$A'000
1. Cash flows from operating activities		
1.1 Receipts from customers	-	-
1.2 Payments for		
(a) exploration & evaluation	(440)	(911)
(b) development	-	-
(c) production	-	-
(d) staff costs	-	-
(e) administration and corporate costs	(109)	(438)
1.3 Dividends received (see note 3)	-	-
1.4 Interest received	36	125
1.5 Interest and other costs of finance paid	-	-
1.6 Income taxes paid	-	-
1.7 Research and development refunds	-	-
1.8 Other (provide details if material)	-	-
- GST refunds	63	87
- Payments for research and development	(62)	(62)
1.9 Net cash from / (used in) operating activities	(512)	(1,199)

2. Cash flows from investing activities		
2.1 Payments to acquire:		
(a) property, plant and equipment	-	-
(b) tenements (see item 10)	-	-

Consolidated statement of cash flows	Current quarter \$A'000	Year to date (12 months) \$A'000
(c) investments	-	-
(d) other non-current assets	-	-
2.2 Proceeds from the disposal of:		
(a) property, plant and equipment	-	-
(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 – Security deposits	-	(11)
2.6 Net cash from / (used in) investing activities	-	(11)

3. Cash flows from financing activities		
3.1 Proceeds from issues of shares	-	1,341
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	-	(24)
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	-	1,317

4. Net increase / (decrease) in cash and cash equivalents for the period		
4.1 Cash and cash equivalents at beginning of period	5,177	4,558
4.2 Net cash from / (used in) operating activities (item 1.9 above)	(512)	(1,199)
4.3 Net cash from / (used in) investing activities (item 2.6 above)	-	(11)
4.4 Net cash from / (used in) financing activities (item 3.10 above)	-	1,317

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (12 months) \$A'000
4.5	Effect of movement in exchange rates on cash held	-	-
4.6	Cash and cash equivalents at end of period	4,665	4,665

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	928	988
5.2	Call deposits (Term deposits with 30 day notice required to convert to cash)	3,737	4,189
5.3	Bank overdrafts	-	-
5.4	Other (provide details)	-	-
5.5	Cash and cash equivalents at end of quarter (should equal item 4.6 above)	4,665	5,177

6. Payments to directors of the entity and their associates

- 6.1 Aggregate amount of payments to these parties included in item 1.2
- 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

Current quarter \$A'000
88
-

Amounts paid to directors include salaries, superannuation, directors' fees and consulting fees.

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

N/A

Mining exploration entity and oil and gas exploration entity quarterly report

8. Financing facilities available <i>Add notes as necessary for an understanding of the position</i>	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)	-	-
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.		

N/A

9. Estimated cash outflows for next quarter	\$A'000
9.1 Exploration and evaluation	526
9.2 Development	-
9.3 Production	-
9.4 Staff costs	-
9.5 Administration and corporate costs	149
9.6 Other (provide details if material)	39
9.7 Total estimated cash outflows	714

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	Nil			
10.2 Interests in mining tenements and petroleum tenements acquired or increased	Nil			

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 July 2017

Print name: Suzanne Yeates

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.