

Appendix 5B

Mining exploration entity quarterly report

Introduced 1/7/96. Origin: Appendix 8. Amended 1/7/97, 1/7/98, 30/9/2001.

Name of entity

CHALICE GOLD MINES LIMITED

ABN

47 116 648 956

Quarter ended ("current quarter")

30 JUNE 2009

Consolidated statement of cash flows

	Current quarter \$A	Year to date (12 months) \$A
Cash flows related to operating activities		
1.1 Receipts from product sales and related debtors	52,054	288,734
1.2 Payments for (a) exploration and evaluation	(61,415)	(320,890)
(b) development	-	-
(c) production	-	-
(d) administration	(326,074)	(1,374,927)
1.3 Dividends received	-	-
1.4 Interest and other items of a similar nature received	82,255	522,328
1.5 Interest and other costs of finance paid	-	-
1.6 Income taxes paid	-	-
1.7 Other – Goods and services tax (net)	486	(13,188)
Net Operating Cash Flows	(252,694)	(897,943)
Cash flows related to investing activities		
1.8 Payment for purchases of: (a)prospects	-	-
(b)equity investments	(145,519)	(503,860)
(c)other fixed assets	(2,238)	(94,329)
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 – option fee (Atlas Iron Limited)	-	250,000
Net investing cash flows	(147,757)	(348,189)
1.13 Total operating and investing cash flows (carried forward)	(400,451)	(1,246,132)

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Cash flows related to financing activities			
1.14	Proceeds from issues of shares, options, etc. (net)	-	-
1.15	Proceeds from sale of shares	-	897,003
1.16	Proceeds from borrowings	-	-
1.17	Repayment of borrowings	-	-
1.18	Dividends paid	-	-
1.19	Other	1,446	-
	Net financing cash flows	1,446	897,003
Net increase (decrease) in cash held		(399,005)	(349,129)
1.20	Cash at beginning of quarter/year to date	10,022,642	9,972,766
1.21	Exchange rate adjustments to item 1.20	-	-
1.22	Cash at end of quarter	9,623,637	9,623,637

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
1.23	Aggregate amount of payments to the parties included in item 1.2	25,706
1.24	Aggregate amount of loans to the parties included in item 1.10	-

1.25 Explanation necessary for an understanding of the transactions

Item 1.1 – cash inflow relates to fees charged to Liontown Resources Limited under a corporate services agreement for the sharing of office overhead costs.

Item 1.8 (b) – cash outflow relates to cost associated with the acquisition of the Mount Oxide Copper – Cobalt Project from Perilya Limited (now terminated) and merger costs associated with the merger of Chalice Gold Mines and Sub-Sahara Resources.

Item 1.12 – cash inflow relates to the option fee received from Atlas Iron Limited in relation to the option agreement to acquire the iron ore rights at the Yandearra Project.

Amounts paid to related parties in 1.23 include remuneration, fees and reimbursements of expenses to directors.

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.

Teck Cominco Australia met its 51% earn-in expenditure requirement in the March 2008 quarter (with an option to spend a further \$750,000 to earn up to 70%). Teck Cominco Australia advises that it has incurred an additional \$7,045 expenditure for the current quarter totalling approximately \$74,189 of earn-in expenditure for the Gnaweeda Project to the end of the quarter.

Financing facilities available

Add notes as necessary for an understanding of the position.

		Amount available \$A	Amount used \$A
3.1	Loan facilities	Nil	Nil
3.2	Credit standby arrangements	Nil	Nil

Estimated cash outflows for next quarter

		\$A
4.1	Exploration and evaluation ⁽¹⁾	1,989,000
4.2	Development ⁽¹⁾	977,000
Total		2,966,000

- ⁽¹⁾ Subject to successful completion of the proposed merger between Chalice Gold Mines and Sub-Sahara Resources.

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	Previous quarter \$A
5.1	Cash on hand and at bank	1,543,707	2,016,256
5.2	Deposits at call	8,079,930	8,006,386
5.3	Bank overdraft	-	-
5.4	Other (Bank Guarantee)	-	-
Total: cash at end of quarter (item 1.22)		9,623,637	10,022,642

+ See chapter 19 for defined terms.

Changes in interests in mining tenements

6.1 Interests in mining tenements relinquished, reduced or lapsed	Tenement reference	Nature of interest (note (2))	Interest at beginning of quarter	Interest at end of quarter

6.2 Interests in mining tenements acquired or increased	Tenement reference	Nature of interest (note (2))	Interest at beginning of quarter	Interest at end of quarter

(1) 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>	Nil	Nil	Nil	Nil
7.2 Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs.	N/A	N/A	N/A	N/A
7.3 +Ordinary securities	72,800,000	72,800,000	N/A	N/A
7.4 Changes during quarter (a) Increases through issues (b) Decreases through returns of capital.	Nil	Nil	N/A	N/A
7.5 +Convertible debt securities <i>(description)</i>	Nil	Nil	N/A	N/A
7.6 Changes during quarter (a) Increases through issues (b) Decreases through securities matured.	Nil	Nil	N/A	N/A

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7.7	Options <i>(description and conversion factor)</i>			Exercise price	Expiry date
		5,575,000	Nil	\$0.25	21 March 2011
		500,000	Nil	\$0.25	1 December 2012
		250,000	Nil	\$0.20	11 December 2012
		500,000	Nil	\$0.20	31 July 2013
7.8	Issued during quarter	Nil	Nil	N/A	N/A
7.9	Exercised during quarter	Nil	Nil	N/A	N/A
7.10	Expired/Forfeited during quarter	Nil	Nil	N/A	N/A
7.11	Debentures <i>(totals only)</i>	Nil	Nil		
7.12	Unsecured notes <i>(totals only)</i>	Nil	Nil		

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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 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:



Date: 24th July 2009

Company Secretary

Print name: Richard Hacker

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.

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