Rule 5.3

Appendix 5B

Mining exploration entity quarterly report

Introduced 1/7/96. Origin: Appendix 8. Amended 1/7/97, 1/7/98, 30/9/2001, 01/06/10.

Name of entity

USGOLD LIMITED	ח	TF	ЛΙ	ı٨	ח	വ	G	ıc	M	Δ

ABN

Quarter ended ("current quarter")

67 140 164 496

31 December 2012

Consolidated statement of cash flows

		Current quarter \$A'000	Year to date 6 months \$A'000
	Cash flows related to operating activities		
1.1	Receipts from product sales and related debtors	-	-
1.2	Payments for:		
	(a) exploration & evaluation	(524)	(3,027)
	(b) development	-	-
	(c) production	-	-
	(d) administration	(611)	(1,063)
1.3	Dividends received	-	-
1.4	Interest and other items of a similar nature received	18	35
1.5	Interest and other costs of finance paid	-	-
1.6	Income taxes paid	-	-
1.7	Other (provide details if material)	-	-
	Net operating cash flows	(1,117)	(4,055)
	Cash flows related to investing activities		
1.8	Payment for purchases of:		
2.0	(a) prospects	-	_
	(b) equity investments	-	-
	(c) other fixed assets	-	(48)
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	-	(48)
1.13	Total operating and investing cash flows (carried forward)	(1,117)	(4,103)

⁺ See chapter 19 for defined terms.

		Current quarter \$A'000	Year to date 6 months \$A'000
1.13	Total operating and investing cash flows (brought forward)	(1,117)	(4,103)
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares, options, etc.	55	4,331
1.15	Proceeds from sale of forfeited shares	-	-
1.16	Proceeds from borrowings	-	-
1.17	Repayment of borrowings	-	(515)
1.18	Dividends paid	-	-
1.19	Other (provide details if material)	-	-
	Net financing cash flows	55	3,816
	Net increase / (decrease) in cash held	(1,062)	(287)
1.20	Cash at beginning of quarter/ year to date	2,448	1,673
1.21	Exchange rate adjustments to item 1.20	-	-
1.22	Cash at end of quarter	1,386	1,386

Payments to directors of the entity and associates of the directors Payments to related entities of the entity and associates of the related entities

		\$A'000
1.23	Aggregate amount of payments to the parties included in item 1.2	20
	Aggregate amount of loans to the parties included in item 1.10	-

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 cash flows

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

⁺ See chapter 19 for defined terms.

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	-	-

Estimated cash outflows for next quarter

		\$A'000
4.1	Exploration and evaluation	500
4.2	Development	-
4.3	Production	-
4.4	Administration	400
	Total	900

Reconciliation of cash

show	nciliation of cash at the end of the quarter (as in in the consolidated statement of cash flows) e related items in the accounts is as follows.	Current quarter \$A'000	Previous quarter \$A'000
5.1	Cash on hand and at bank	14	576
5.2	Deposits at call	1,000	1,500
5.3	Bank overdraft	-	-
5.4	Other (Bank Guarantee)	372	372
	Total: cash at end of quarter (item 1.22)	1,386	2,448

⁺ See chapter 19 for defined terms.

Changes in interests in mining tenements

6.1 Interests in mining tenements relinquished, reduced or lapsed

Tenement	Nature of interest	Interest at	Interest at
reference	(note (2))	beginning	end of
		of quarter	quarter
E70/3343	Relinquishment	100%	0%
E70/3721	Relinquishment	100%	0%
E70/3722	Relinquishment	100%	0%
E70/3724	Relinquishment	100%	0%
E70/3725	Relinquishment	100%	0%
E70/3735	Relinquishment	100%	0%
E70/3738	Relinquishment	100%	0%
E70/3953	Relinquishment	100%	0%
E70/3954	Relinquishment	100%	0%
E70/3959	Relinquishment	100%	0%
E70/3960	Relinquishment	100%	0%
E70/3961	Relinquishment	100%	0%
E70/3962	Relinquishment	100%	0%
E70/4045	Relinquishment	100%	0%
E70/4046	Relinquishment	100%	0%
E70/4048	Relinquishment	100%	0%
E70/4049	Relinquishment	100%	0%
E70/4050	Relinquishment	100%	0%
E70/4051	Relinquishment	100%	0%
E70/4052	Relinquishment	100%	0%
E70/4285	Relinquishment	100%	0%
E70/4394	Application Withdrawn	100%	0%
E70/4408	Application Withdrawn	100%	0%

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

⁺ See chapter 19 for defined terms.

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)	Amount paid up per security (see note 3)
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	153,902,750	153,902,750		
7.4	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs	20,000	20,000	\$0.20	Fully Paid
7.5	*Convertible debt securities (description)				
7.6	Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted				
7.7	Options (description and conversion factor)	71,530,575 200,000 250,000 500,000 500,000 1,000,000 500,000 3,500,000 1,950,000	71,530,575 - - - - - - - -	\$0.20 \$0.20 \$0.25 \$1.45 \$1.38 \$1.72 \$1.38 \$1.57 \$0.45	Expiry date 31 Mar 2013 31 Dec 2014 31 Dec 2014 01 Jul 2015 06 Dec 2015 06 Dec 2014 19 Dec 2014 27 Feb 2016 2 Oct 2015
7.8	Issued during quarter	1,950,000	_	\$0.45	2 Oct 2015
7.9	Exercised during quarter	20,000	20,000	\$0.20	31 Mar 2013
7.10	Expired during quarter	500,000	500,000	\$1.48	6 Dec 2015
7.11	Debentures (totals only)				
7.12	Unsecured notes (totals only)				

⁺ See chapter 19 for defined terms.

Compliance statement

- 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 give a true and fair view of the matters disclosed.

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Sign here:	Company Secretary	Date:25 January 2013
Print name:	Mark Di Silvio	

Notes

- 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.
- 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.
- The definitions in, and provisions of, AASB 1022: Accounting for Extractive Industries and AASB 1026: Statement of Cash Flows apply to this report.
- 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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⁺ See chapter 19 for defined terms.