



Aeon Metals Ltd

(formerly Aussie Q Resources Limited)

ABN 91 121 964 725

Level 3, Suite 11, 88 Pitt St, Sydney NSW 2000, Australia

PO Box 8155, Gold Coast MC Qld 9726, Australia

P: 61 7 5574 3830 F: 61 7 5574 3568

E: aqr1@bigpond.com

ASX Code - AQR

31 July 2013.

Company Announcements Office
Australian Securities Exchange
Level 4, Exchange Centre
20 Bridge Street
Sydney NSW 2000

Quarterly Activities Report For the three months ending 30 June 2013

HIGHLIGHTS

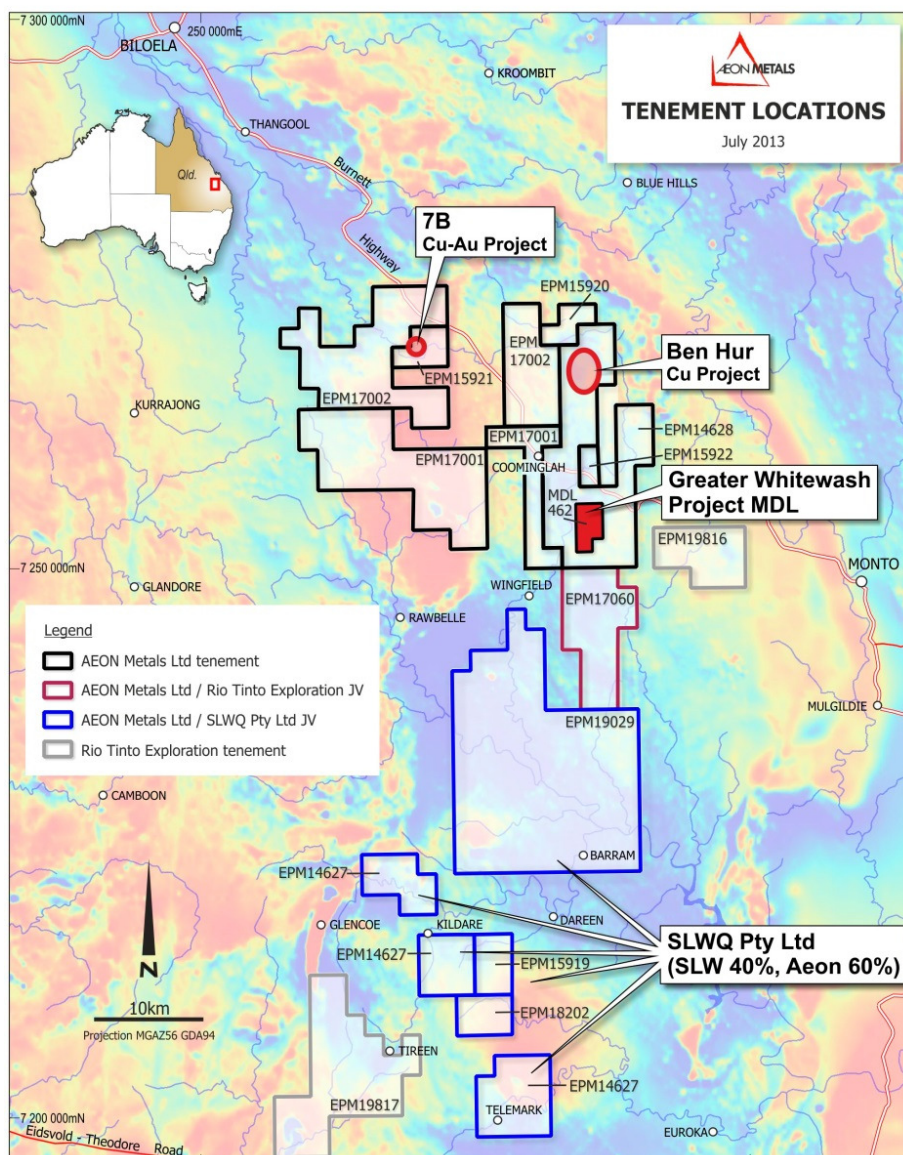
- **Stage 2 drill campaign at Aeon Metal's 100% owned 7B Project ("7B") continues to build on successful maiden drill:**
 - 1.4km of shallow continuous mineralised strike length identified – mineralisation remaining open in all directions.
 - Gold, silver, zinc and cobalt also present.
 - Induced Polarisation ("IP") program shows correlation between chargeability and mineralisation to some degree.
 - Exceptional copper recovery rates for first pass metallurgical test.
 - Stage 3 drill program now designed and ready to implement.
- **John Hill Project drill campaign confirms John Hill mineralisation extends into Kiwi Carpet area – combined areas to be called Ben Hur Project ("Ben Hur").**
 - Ben Hur an exceptionally large mineralised system with known mineralisation 6.3km long x 2km wide.
 - Quarterly drill results consistent with 2012 drill campaigns, examples including:
 - 287m @ 0.22% Cu, 161ppm Mo, and 1.2g/t Ag from 41m.
 - Zone includes:
 - 111m @ 0.37% CuEquiv¹ (0.26% Cu, 212ppm Mo, and 1.4g/t Ag) from 177m
 - 202m @ 0.25% Cu, 178ppm Mo, and 1.2g/t Ag from 42m.
 - Zone includes:
 - 166m @ 0.36% CuEquiv¹ (0.26% Cu, 203ppm Mo, and 1.2g/t Ag) from 78m
 - 77m @ 0.52% CuEquiv¹ (0.38% Cu, 290ppm Mo, and 1.8g/t Ag) from 78m.
 - Next step is resource and scoping study assessment.
- **The Company's contiguous tenement package now a multiple project copper province with ability to develop centralised processing plant to service combined project base.**

Executive Summary

The Company is focused on continuing to grow its 3 core advanced exploration assets, which consist of the following:

- 2 large porphyry projects:
 - Greater Whitewash Copper/Molybdenum Project,
 - Ben Hur Copper Project (a combined John Hill and Kiwi Carpet); and
- 7B Copper/Gold Project - consistent with a volcanogenic massive sulphide (“VMS”) deposit environment.

This quarter, the Company has completed successful drill campaigns at both 7B (1,674m) and Ben Hur (1,312m). Ben Hur and 7B, combined with the large Greater Whitewash Resource, are all significant projects within a 15km radius of each other. The success of the drilling in this quarter at 7B and Ben Hur has turned the Company’s contiguous tenement package into a multiple project copper province with the ability to develop a centralised processing plant to service the combined project base. This is assisted by the fact that the location of the projects are all close to major infrastructure (power, sealed highway, water) and only 150km by highway to Gladstone port. This centralised plant strategy will be continued to be advanced as the resource bases grow.



7B Copper-Gold Project

(EPM 15921)

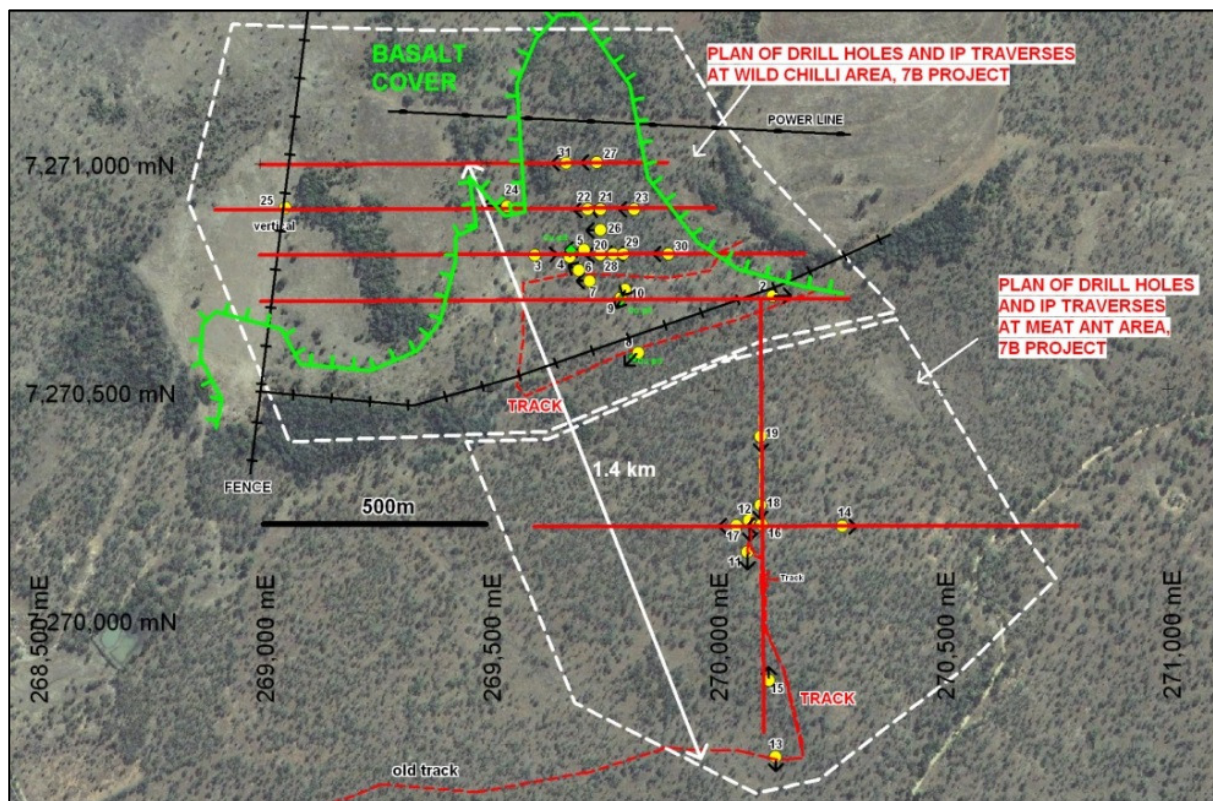
Due to the success of the maiden drilling campaign (13 holes for 982m) in locating copper mineralisation and host rocks consistent with a volcanagenic massive sulphide ("VMS") environment, a Stage 2 drill campaign was implemented immediately with drilling recommencing on 4 May. Since then 18 holes (Holes 14-31) were drilled for 1,674m (7B combined stages 1 & 2 total = 2,524m).

Drill holes have now identified very significant mineralisation over a continuous strike length of 1.4km i.e. from Hole 13 at 270130E 7269701N in the south to Hole 31 on Line N7271000 in the north with the mineralisation remaining open in all directions, including at depth.

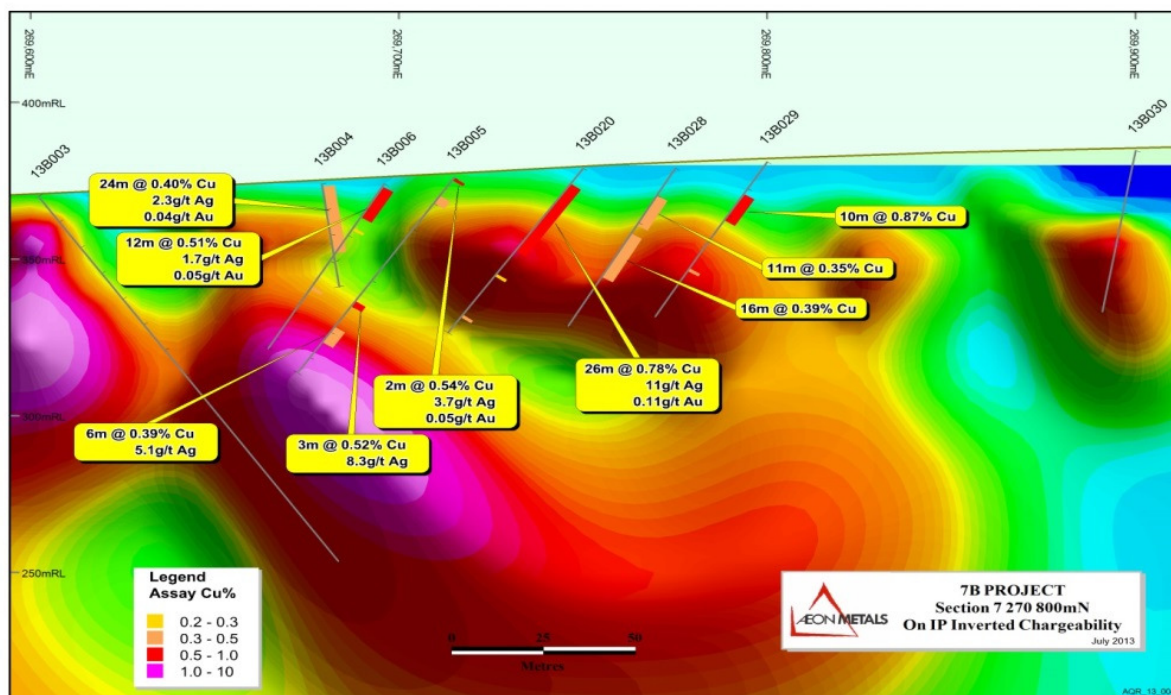
See Appendix 1 for results with highlights of the Stage 2 drill campaign as follows:

- 26m @ 0.78% Cu, 0.1g/t Au and 11g/t Ag from 6m.
- 20m @ 0.93% Cu, 0.1g/t Au and 14g/t Ag from 8m.
- 10m @ 0.87% Cu, 0.6g/t Au and 3g/t Ag from 12m.
- 13m @ 1.00% CuEquiv¹ from 55.
- 9m @ 1.67% CuEquiv¹ from 30.
- 9m @ 0.90% CuEquiv¹ from 72.

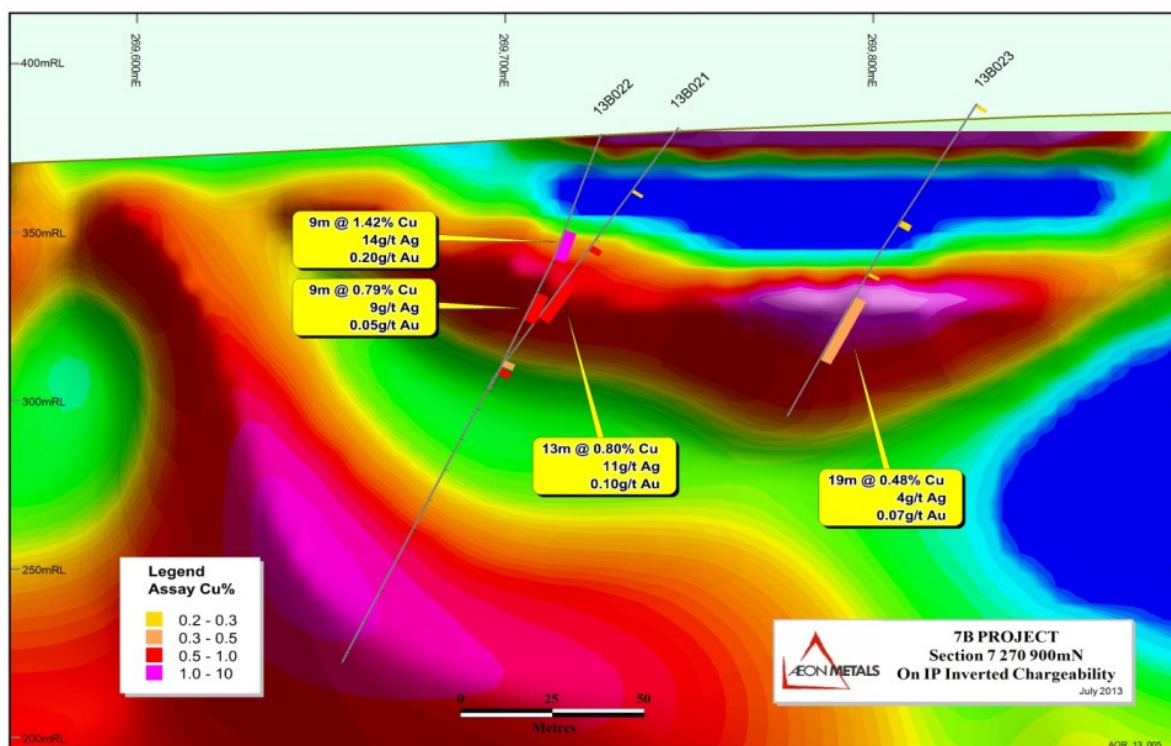
7B Project Plan Map:



7B Project – 7 270 800N X-Section:



7B Project – 7 270 900N X-Section:



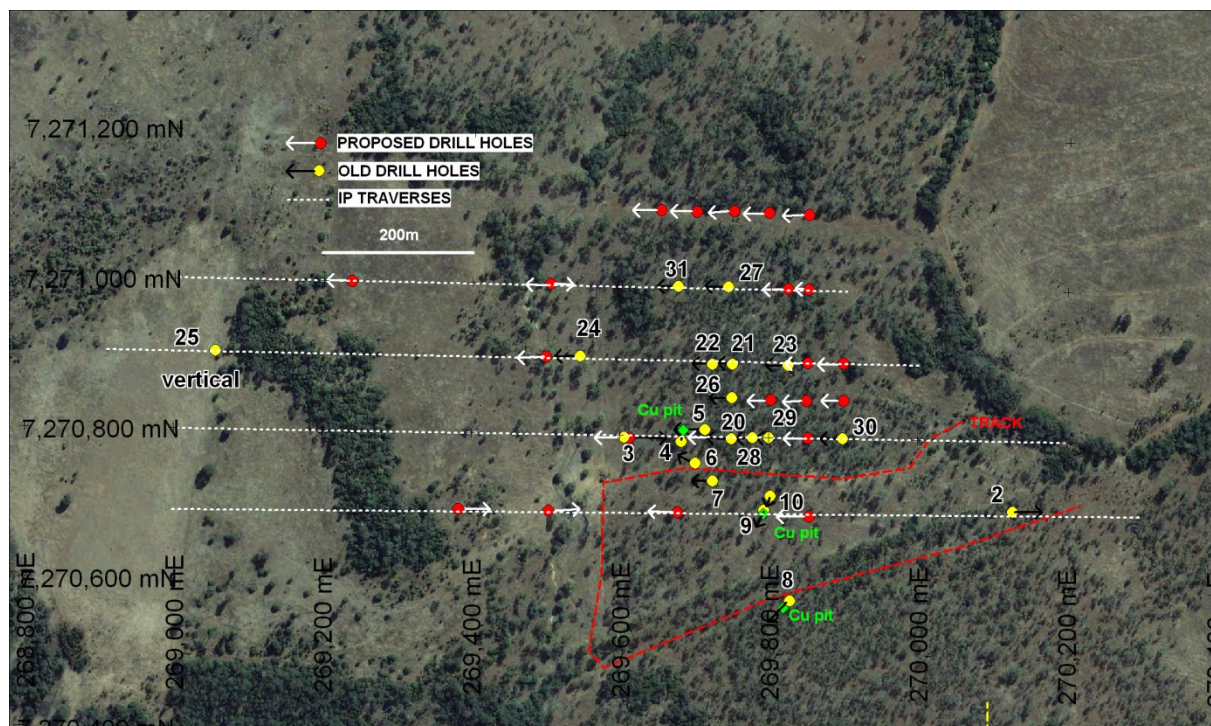
In addition to drilling, six IP traverses were completed in the quarter across 7B (the Wild Chilli and Meat Ant areas) and at this stage there is some correlation between chargeability and mineralisation. The IP responses appear to continue to the north beyond the traverses completed at Wild Chilli. The strongest IP response on line 7271000N lies beneath a thin veneer of Tertiary basalt so no surface geochemical response was evident, however this will be drill tested in the next round of drilling.

The Stage 2 drilling mainly concentrated on the shallow IP targets which appear to be of a lesser intensity to the very intense deeper targets. These shallow targets have proved to contain high grade copper and silver along with significant gold. There are numerous other untested shallow targets as well as deeper (150m) that will be drilled during the next drilling program.

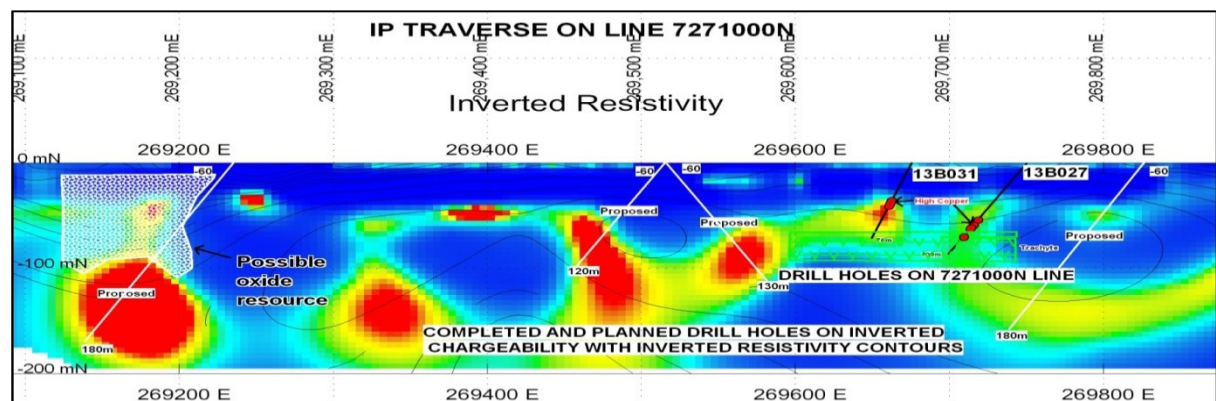
The Stage 3 drill campaign, to commence in August, will consist of a mix of diamond and RC holes and is designed to target:

- Current lode extension
- Further horizontal lodes; and
- Vertical feeder systems.

7B Project Plan Map – Maiden/Stage 2 and Planned Holes:



7B Project Plan Map – 7 271 000N with current and planned holes:



First pass metallurgical testing undertaken during the quarter by ALS Ammtec Laboratories in Sydney has revealed that 7B has exceptionally good metallurgical properties, with recovery of 96% for copper, 96% for silver and 73% for cobalt.

These excellent results further enhance the high potential of 7B, particularly in view of the fact that the flotation techniques used in this test of the 7B ore are identical to those that will be used for Ben Hur and Whitewash projects.

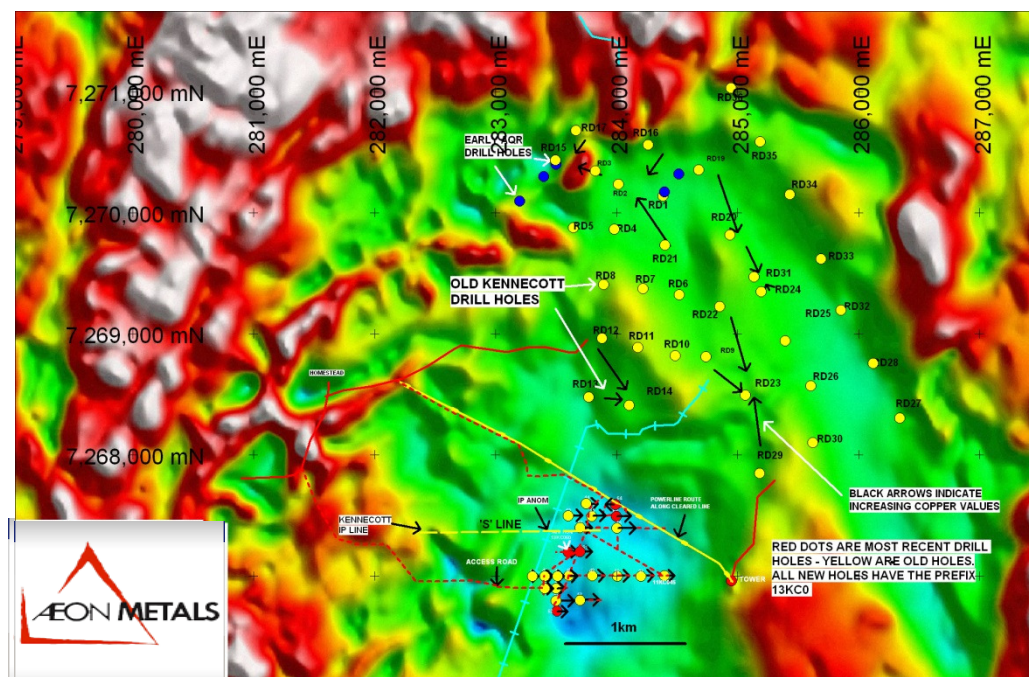
Ben Hur (a combined John Hill/Kiwi Carpet) Copper Project (EPM 14628)

After a 17 hole (4,198m) drill campaign undertaken in early 2012, Aeon announced the major new discovery of a large porphyry related hydrothermally altered mineralised body at John Hill. The Company was 1 of 3 nominees for 2012 Queensland Explorer of the Year Award based on the John Hill discovery.

During the quarter, an RC drill campaign of 6 new holes (and deepening of 1) for approximately 1,312m was completed at John Hill. This takes the total metres of drilling at John Hill, since commencing in early 2012, to approximately 5,510m. New assay results received for hole drilled on northern boundary of John Hill (Hole 64) confirms John Hill mineralisation extends into the bordering Kiwi Carpet area. Hole 64 is the most north east hole drilled at John Hill. Hole 64 is 100m north of the Hole 63 with reported results including 77m @ 0.52% CuEquiv¹ from 78m.

John Hill and Kiwi Carpet is now a combined one large copper project renamed the Ben Hur Project.

Ben Hur Copper Project = Combined John Hill & Kiwi Carpet:



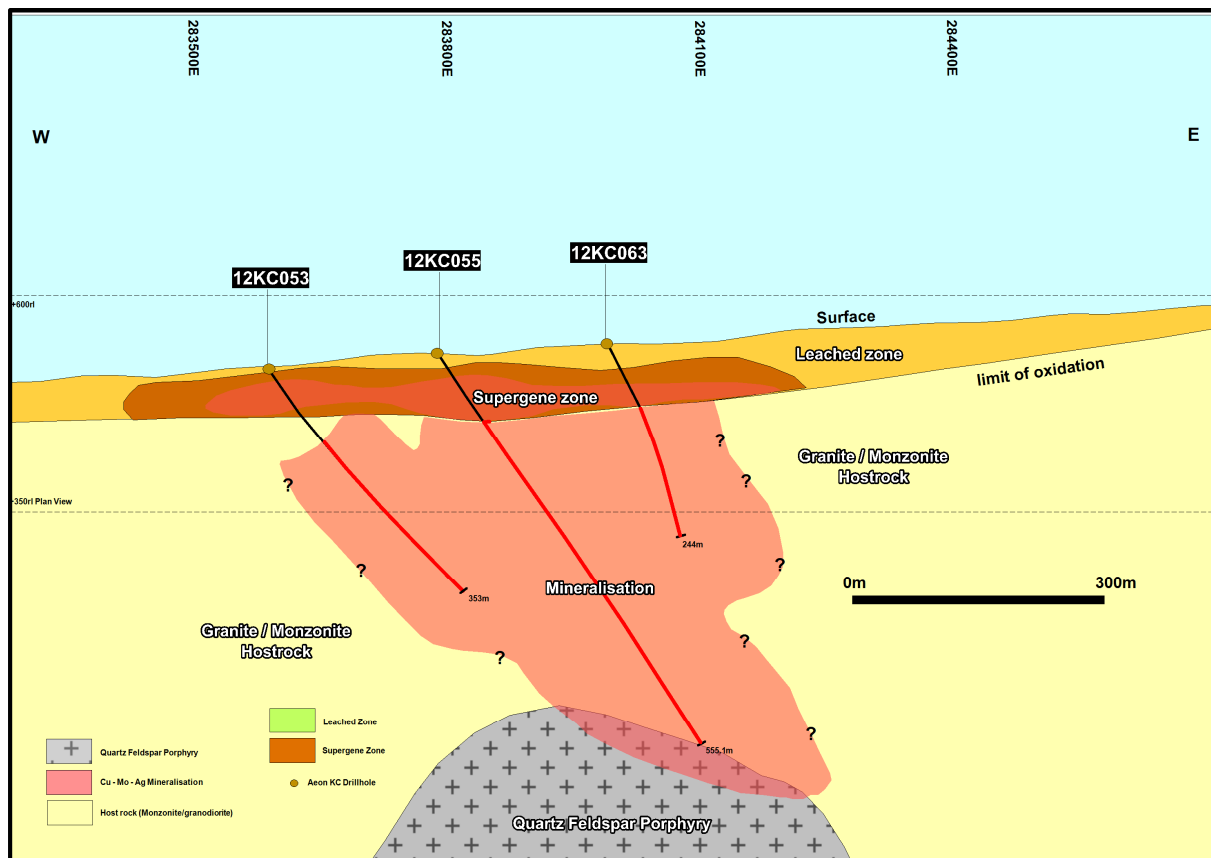
Significant intercepts for drilling undertaken during the quarter are as follows:

Hole No.	Intersect m	Cu %	Mo ppm	Ag ppm	From m	To m	Cu Equiv ¹ %
54	141	0.22	69	0.9	45	186	
	incl 41	0.32	111	1.2	46	87	0.38
	incl 6	0.78	81	1.05	46	52	0.83
	incl 4	0.99	82	1.05	47	51	1.04
60	130	0.25	63	1.1	53	183	0.29
	inc 63	0.28	77	1.2	54	117	0.32
	and 11	0.32	115	1	54	65	0.38
63	202	0.25	178	1.2	42	244	
	inc 166	0.26	203	1.2	78	244	0.36
	inc 77	0.38	290	1.8	78	155	0.52
	incl 44	0.49	248	2.2	78	122	0.62
64	287	0.22	161	1.2	41	328	
	inc 111	0.26	212	1.4	177	288	0.37
	inc 14	0.26	251	1.3	197	211	0.39
	and 10	0.31	244	2.1	218	228	0.44
	and 7	0.26	260	1.6	273	280	0.39

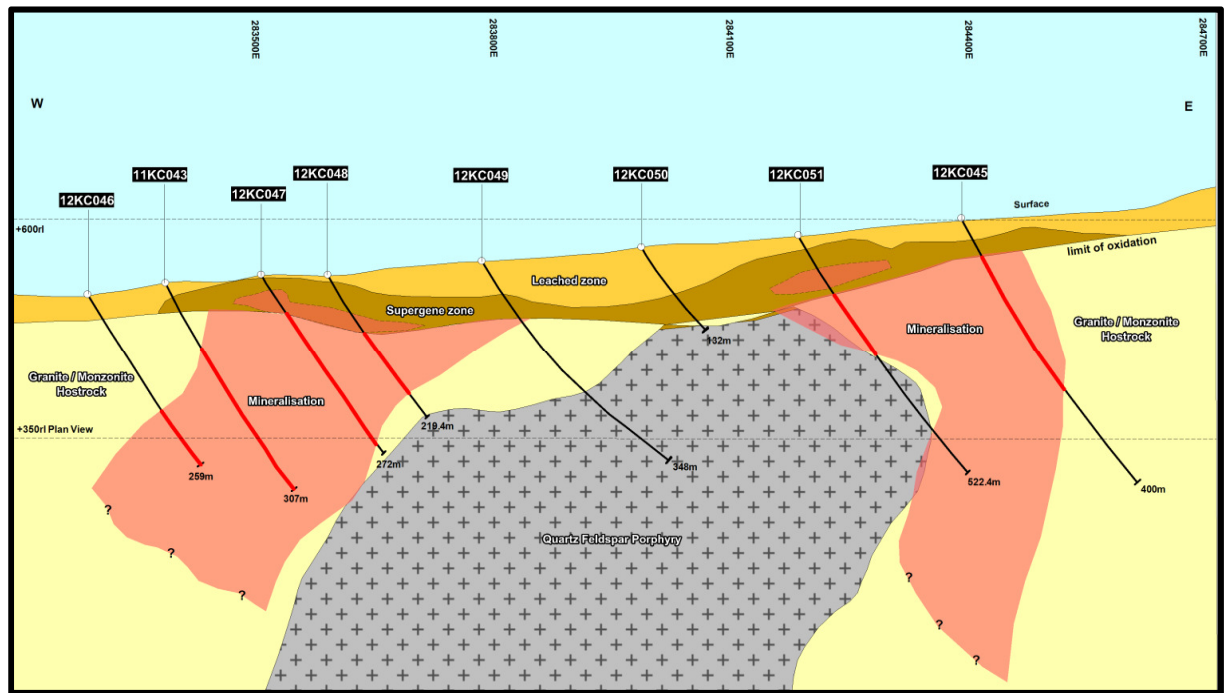
Note: Certain intercepts in Holes 54,63,and 64 not reported in CuEquiv as top component of hole in oxide zone.

A composite sample from 12KC051 91 to 92m and 12KC055 80 to 85m that assayed 0.4% Cu, 1ppm Ag and 190ppm Mo was submitted to ALS Amtec Laboratories in Sydney in May 2012 for a demonstration flotation test to determine possible rates of recovery. This test indicated a recovery of 91% for Cu, 65% for Ag and 95% for Mo.

Section view (at 7267500N) through the Ben Hur Co-Mo Porphyry deposit:

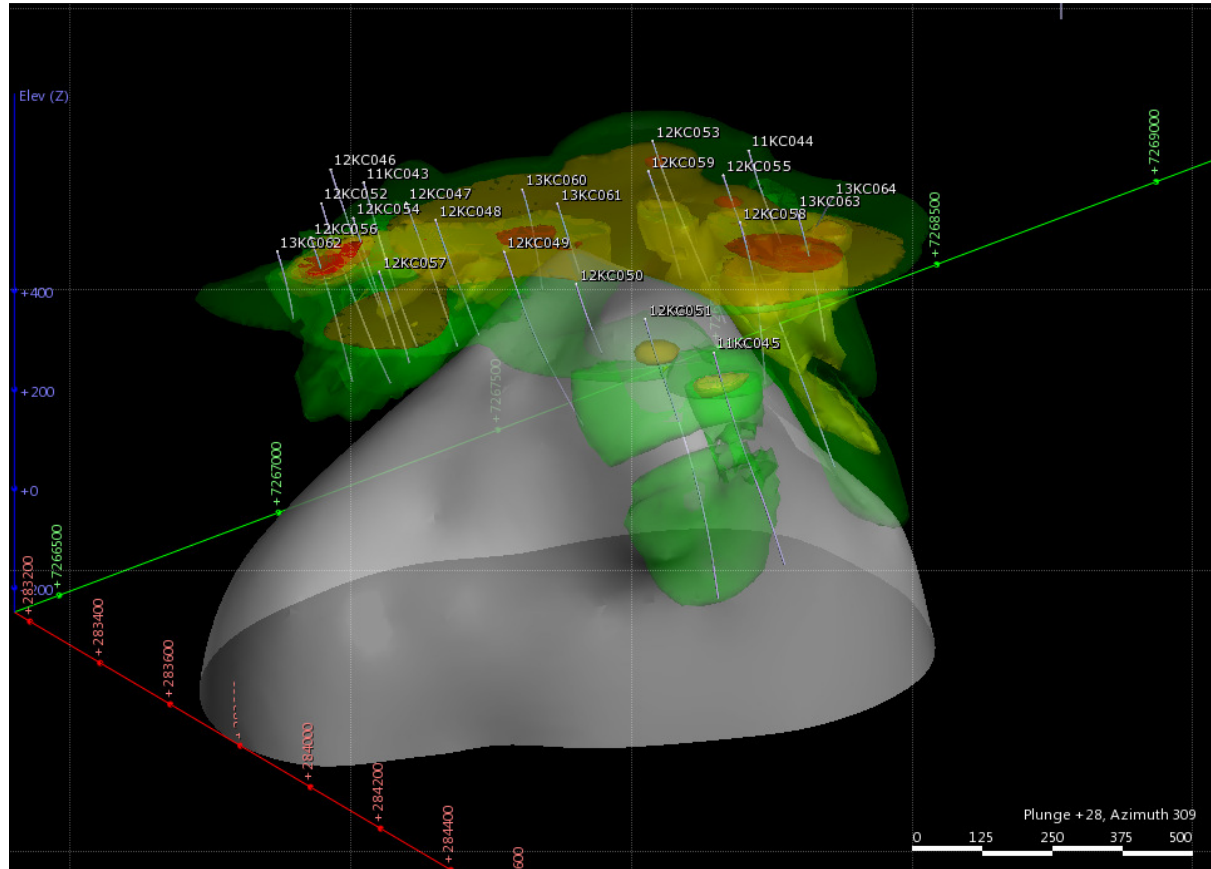


Section view (at 7267000N) through the Ben Hur Co-Mo Porphyry deposit:



3D modelling utilising raw copper grades on Ben Hur has been undertaken by geological consultants, SRK Consulting, resulting in a clear geological porphyry model with a significant supergene blanket present. The next step at Ben Hur is to undertake an initial resource and scoping study assessment.

Ben Hur Copper Project 3D Model – looking NW:



Corporate

Due to the drop in corporate and asset valuations, the Company has continued to pursue copper assets and corporate mergers and acquisitions. Aeon wishes to be an active party in this regard and believe it has the management expertise and proven skills in identifying value and structuring to act quickly on any “corporate growth” transaction.

Exploration Expenditure

During the quarter, the Company expended approximately \$589,000 on exploration activities.

As at 30 June 2013, the Company had cash reserves of approximately \$1.172m.

Appendix 5B

The Company’s Appendix 5B cash report is attached.

Yours sincerely,



Hamish Collins
Managing Director
Aeon Metals Limited

The information in this report that relates to exploration results and mineral resources is based on information compiled Mr Martin l’Ons who is a Member of the Australian Institute of Geoscientists and who has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity undertaken to qualify as a Competent Person as defined in the 2004 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Mr Martin l’Ons is a self-employed consultant who consults to Aeon and has consented to the inclusion in this report of the matters based on this information in the form and context which it appears.

Appendix 1: 7B Project

Maiden Drill Campaign Significant Intercepts:

Hole No.	Intersect m	Cu %	Au g/t	Ag g/t	From m	To m	Cu Equiv ¹ %
B004	24 <i>incl 4</i>	0.40 0.70	0.04 0.07	2.3 3.0	1 4	25 8	
B005	2 and 3 <i>incl 2</i> and 6 <i>incl 1</i>	0.54 0.52 0.70 0.39 1.32	0.05	3.7 8.3 10.8 5.1 20.7	0 47 48 58 58	2 50 50 64 59	0.68 0.88 0.48 1.62
B006	12 <i>incl 6</i>	0.51 0.73	0.05 0.08	1.7 2.0	1 2	13 8	
B009	3 <i>incl 1</i>	1.97 4.92	0.16 0.38	5.9 13.4	6 7	9 8	
B011	3 <i>incl 1</i>	0.65 1.86	0.60 0.91	26.7 68.3	19 20	22 21	1.48 3.16
B012	11 <i>incl 3</i> and 1 and 2	0.03 0.03 0.13 0.44	0.64 2.03 0.12 0.13	9.2 34.4 20.4 23.7	9 19 45 82	20 22 46 84	1.97 1.08 1.25
B013	12 and 4 and 6	0.03 0.04 0.04		4.5 6.3 5.4	8 36 48	20 40 54	0.48 0.41

Stage 2 Drill Campaign Significant Intercepts:

Hole No.	Intersect m	Cu %	Au g/t	Ag g/t	From m	To m	Cu Equiv ¹ %
B015	13 <i>incl 3</i>	0.35 0.66	0.01	13 5	6 7	19 10	
B016	9 <i>incl 2</i>	0.06 0.06	1.00 2.20	41 53	14 17	23 19	1.91 2.46
B020	26 <i>incl 20</i> <i>incl 10</i>	0.78 0.93 1.05	0.11 0.13 0.09	11 14 19	6 8 8	32 28 18	
B021	13 <i>incl 5</i>	0.80 1.53	0.10 0.10	11 20	55 61	68 66	1.00 1.88
B022	9 <i>incl 3</i> and 9 <i>incl 5</i>	1.42 3.68 0.79 1.11	0.20 0.40 0.05 0.06	14 36 9 12	30 32 50 51	39 35 59 56	1.67 4.34 0.96 1.32
B023	19 <i>incl 2</i> <i>incl 9</i> and 2	0.48 1.60 0.72 1.09	0.07 0.27 0.11 0.14	4 10 6 12	66 72 72 79	85 74 81 81	0.59 1.89 0.90 1.36
B027	11 <i>incl 1</i> and 2	0.15 0.01 0.30	0.31 3.09 0.09	2 0 4	60 62 79	71 63 81	
B028	30 and 15 <i>incl 3</i>	0.35 0.40 0.83	0.08 0.06 0.16	5 6 14	10 24 36	40 39 39	0.66 1.40
B029	10 <i>incl 6</i> <i>incl 3</i>	0.87 1.27 2.10	0.06 0.08 0.12	3 4 6	12 15 18	22 21 21	
B031	5 and 5 and 1	0.26 0.30 0.53	0.03 0.05 0.04	4 4 9	38 54 67	43 59 68	0.37 0.38 0.65

¹Cu Equiv Formula = (Copper grade + (Mo grade*(Mo price/Cu price) + Ag grade*((Ag price/0.0625)/Cu price))
Metal Prices used: Copper = A\$3.25/lb, Molybdenum = A\$14/lb, Silver = A\$25/oz

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, 01/05/2013

Name of entity

AEON METALS LIMITED (FORMERLY AUSSIE Q RESOURCES LIMITED)

ABN

91 121 964 725

Quarter ended ("current quarter")

30 June 2013

Consolidated statement of cash flows

		Current quarter \$A'000	Year to date (12 months) \$A'000
Cash flows related to operating activities			
1.1	Receipts from product sales and related debtors		
	- Service Fees	-	53
1.2	Payments for (a) exploration & evaluation	(589)	(1,331)
	(b) development	-	-
	(c) production	-	-
	(d) administration	(243)	(1,066)
1.3	Dividends received	-	-
1.4	Interest and other items of a similar nature received	14	35
1.5	Interest and other costs of finance paid	-	-
1.6	Income taxes paid	-	538
1.7	Other (provide details if material)		
	- GST Payments	(21)	(17)
Net Operating Cash Flows		(839)	(1,788)
Cash flows related to investing activities			
1.8	Payment for purchases of: (a) prospects	-	-
	(b) equity investments	-	-
	(c) other fixed assets	-	-
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)		
	- Adjustment for cash held by a former associate on becoming a subsidiary	-	153
Net investing cash flows		-	153
1.13	Total operating and investing cash flows (carried forward)	(839)	(1,635)

+ See chapter 19 for defined terms.

Appendix 5B

Mining exploration entity and oil and gas exploration entity quarterly report

1.13	Total operating and investing cash flows (brought forward)	(839)	(1,635)
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares, options, etc.	-	1,825
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 (provide details if material)		
	- Capital raising costs	-	(57)
	- On market purchase of shares for equity based compensation	-	-
	Net financing cash flows	-	1,768
	Net increase (decrease) in cash held	(839)	133
1.20	Cash at beginning of quarter/year to date	2,011	1,039
1.21	Exchange rate adjustments to item 1.20		
1.22	Cash at end of quarter	1,172	1,172

Payments to directors of the entity, associates of the directors, 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	146
1.24	Aggregate amount of loans to the parties included in item 1.10	Nil

1.25 Explanation necessary for an understanding of the transactions

Transactions include the payment of Consultancy fees to the associated entities of the Director, J. Goody, the Payment of Superannuation and Directors fees to the Directors, E. Newman, H. Collins & T. Mann, as well as the reimbursement of ordinary expenditure incurred by 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

+ See chapter 19 for defined terms.

- 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

--

Financing facilities available

Add notes as necessary for an understanding of the position.

The company has a corporate credit card facility for the purpose of company expenses. There are four cards issued with a combined credit limit of \$30,000.

	Amount available \$A'000	Amount used \$A'000
3.1 Loan facilities	Nil	Nil
3.2 Credit standby arrangements	30	Nil

Estimated cash outflows for next quarter

	\$A'000
4.1 Exploration and evaluation	450
4.2 Development	-
4.3 Production	-
4.4 Administration	300
Total	750

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'000	Previous quarter \$A'000
5.1 Cash on hand and at bank	1,172	2,011
5.2 Deposits at call	-	-
5.3 Bank overdraft	-	-
5.4 Other (provide details)	-	-
Total: cash at end of quarter (item 1.22)	1,172	2,011

+ See chapter 19 for defined terms.

Changes in interests in mining tenements and petroleum tenements

	Tenement reference and location	Nature of interest (note (2))	Interest at beginning of quarter	Interest at end of quarter	
6.1	Interests in mining tenements and petroleum tenements relinquished, reduced or lapsed	EPM 19780	Abandoned. Effective 18/06/2013	100%	0%
6.2	Interests in mining tenements and petroleum tenements acquired or increased	Nil			

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 (description)	N/A		
7.2	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions	N/A		
7.3	*Ordinary securities	174,049,709	174,049,709	
7.4	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs	N/A		
7.5	*Convertible debt securities (description)	N/A		

+ See chapter 19 for defined terms.

Appendix 5B

Mining exploration entity and oil and gas exploration entity quarterly report

7.6	Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted	N/A			
7.7	Options (description and conversion factor)	Unlisted Options 13,333,333 1,000,000		Exercise price 15 12.5	Expiry date 9 November 2014 8 February 2016
7.8	Issued during quarter	N/A			
7.9	Exercised during quarter	N/A			
7.10	Expired during quarter	N/A			
7.11	Debentures (totals only)	N/A			
7.12	Unsecured notes (totals only)	N/A			

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 5).
- 2 This statement does ~~/does not~~* (delete one) give a true and fair view of the matters disclosed.



Sign here:
(Director/Company secretary)

31 July 2013
Date:

Print name:
Hamish Collins

+ See chapter 19 for defined terms.

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 and petroleum 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 or petroleum 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 6: Exploration for and Evaluation of Mineral Resources* and *AASB 107: Statement of Cash Flows* apply to this report.
- 5 **Accounting Standards** ASX will accept, for example, the use of International Financial Reporting 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.

== == == == ==

+ See chapter 19 for defined terms.