



QUARTERLY REPORT Quarter ended 30 June 2013

Australian Securities
Exchange Code: **FEL**

Ordinary Shares:

115,521,575

Unlisted Options:

375,000 (\$0.15 exp. 23 Mar 2014)

Board of Directors:

Tony Sage

Non-Executive Chairman

Mark Gwynne

Executive Director

Eloise von Puttkammer

Company Secretary

Key Projects & Interests:

Mt Ida Iron Ore Project

Mt Elvire Iron Ore Project

Crossroads, Bardoc and Grafters

Gold Projects

Kalgoorlie Regional Gold Project

Kalgoorlie Regional Nickel Project

Fe Limited Contact:

Mark Gwynne

Executive Director

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Fe Limited is an Australian domiciled
mineral resources exploration and
development company.

31 July 2013

QUARTERLY REPORT - 30 June 2013

Please find attached the Quarterly Activities Report and Appendix 5B for
the period ended 30 June 2013.

Yours faithfully
Fe Limited

CORPORATE

Strategy

Fe Limited (**ASX: FEL**) ("**FEL**" or "**Company**") is an Australian company with interests in a large portfolio of mineral resource projects at exploration stage located in Australia that are prospective for iron ore, gold and nickel.

The Company's strategy is to explore and add value to its iron ore projects in Western Australia and position them for development and/or divestment. The Company is undertaking a strategic review of its gold and nickel interests with a view to divestment to enable it to focus on its iron ore projects. In addition, the Company is actively seeking new investments in bulk and related commodities including iron ore and manganese.

Funding

In June 2011, FEL secured a \$2 million standby loan facility ("**Facility**") entered into with cornerstone shareholder Cape Lambert Resources Limited (ASX: CFE) ("**Cape Lambert**"), which currently holds a 19.9% interest in FEL. At 30 June 2013, \$2 million had been drawn down under the facility. Subsequently the Company renegotiated a deferral of its repayment obligation to 31 December 2013. In addition, the Company secured an additional short-term facility with Cape Lambert capped at \$1 million, which will enable it to meet its obligations as and when they fall due. At 30 June 2013, \$0.79 million had been drawn down under this additional facility.

PROJECTS

Projects Review

The Company holds, or has rights or interests in, approximately 320 tenements prospective for iron, nickel; copper and gold located mostly in Western Australia (refer Figure 1). This total includes 77 interests and rights in the 3 iron-focused projects at Mt Ida, Mt Elvire and Robinson Range, referred to as core projects. The necessary commercial and technical information required to seek expressions of interest for the divestment of the non-core projects is in the process of being completed.

Peak Hill Projects ("Peak Hill") (20% rights, free carried to decision to mine)

Via its wholly owned subsidiary, Jackson Minerals Pty Ltd, FEL has a 20% free carried interest in 21 tenements in the Peak Hill Gold Field, including tenements proximal to Sandfire Resources NL Doolgunna Project and DeGrussa copper gold mine (14.33Mt @ 4.6%Cu and 1.6g/t Au) and several gold and copper prospects. The Peak Hill Project tenements have been the subject to sales to Alchemy Resources Ltd (ASX: ALY), Resource and Investment NL (ASX: RNI) and PepinNini Minerals Ltd (ASX: PNN).

Grosvenor Gold Project (RNI 80%, FEL20% free carried to Decision to Mine)

FEL, via its subsidiary, Jackson Minerals Pty Ltd, holds a 20% free carried interest to Decision to Mine in eight exploration licenses (E51/1033, E51/1060, E52/1613, E52/1655, E52/1659, E52/1670, E52/1671, E52/1672) and five prospecting licenses (P52/1169, P52/1170, P52/1171, P52/1172, P52/1194) (refer Map 1).

The tenements hold favourable geological setting hosting the DeGrussa VMS discovery.

No field activities were undertaken on the project during the quarter.

Bryah Basin Copper Project (ALY 80%, FEL 2% free carried to Decision to Mine)

FEL, via its wholly owned subsidiary Jackson Minerals Pty Ltd holds a 20% free carried interest to Decision to Mine in four exploration licenses (E52/1668, E52/1678, E52/1722, E52/1730) and four prospecting licenses (P52/1167, P52/1168, P52/1196) (refer Map 1).

The project covers approximately 45km of strike length of the prospective Narracoota volcanic sedimentary sequence in the Bryah Basin.

No field activities were undertaken on the project during the quarter.



Robinson Range Iron Ore Project (20%)

PepinNini Minerals Ltd (“**PepinNini**”) (50% iron ore rights) is the operator of the Robinson Range Iron Ore Project.

FEL, via its subsidiary, Jackson Minerals Pty Ltd, holds 20% free carried interest to Decision to Mine in four exploration licenses (E51/1033, E52/1613, E52/1670, E52/1672) in the Robinson Range Project (refer Map 1).

PepinNini has previously announced mineral resource estimates for iron ore mineralisation at the Robinson Range Project, please refer to their web site for further information.

No field activities were undertaken on the project during the quarter.

Northcote Gold Antimony Project (10-15%)

As part of ongoing project review and rationalization, the Company has entered into a conditional sale agreement for the Northcote gold/antimony Project located in far north Queensland which was announced on 15 January to Territory Minerals Ltd. The sale is conditional upon Territory successfully listing on the Australian Securities Exchange (ASX).

The Company holds 10%-15% in two mining tenements which host gold/antimony mineralization with defined resources previously determined by Republic Gold Ltd (previous majority owner) and forms part of a larger project area. Territory intends seeking listing on the ASX in the near term.

Terms for the sale include:

- Issue of 1 million shares in Territory,
- Payment of \$74,999 upon successful listing, sale or divestment of all or some of the project to a third party,
- Territory maintains the tenements in good standing.

Territory has advised that it is reviewing funding alternatives including IPO and private investment for future funding of the project. Territory holds several leases in strategic locations in northern Queensland containing significant gold inventory. Territory also has granted leases in the Northern Territory proximal to rare earth and mineral sands discoveries.

Next Quarter

Mt Ida Iron Ore Project.

Mt Ida is approximately 80km northwest of the operational railway at Menzies, which offers access to existing port facilities at Esperance. Esperance port is proposing an upgrade of facilities to increase capacity by approximately 10MTPA by mid 2015.

The Project comprises the rights to explore and mine for iron ore on a group of 71 licences covering approximately 370km² in the emerging Yilgarn Iron Province. The principal targets are located on licences E29/561 and E29/644 where the Company holds 100% and 85% respectively of the rights to explore for and mine iron ore. These tenements are prospective for detrital and in-situ DSO iron mineralisation, especially in the hanging-wall and at cross fault / BIF unit intersections, and for large magnetite BIF deposits.

The Project area covers part of the Mt Ida - Mt Bevan BIF, which is currently being explored and evaluated by Jupiter Mines Limited (“Jupiter”) and Legacy Iron Ore (“Legacy”).

The Company is planning a drilling program to test hematite targets in the coming quarter.

Yours faithfully
Fe Limited

Mark Gwynne
Executive Director



For further information please contact:

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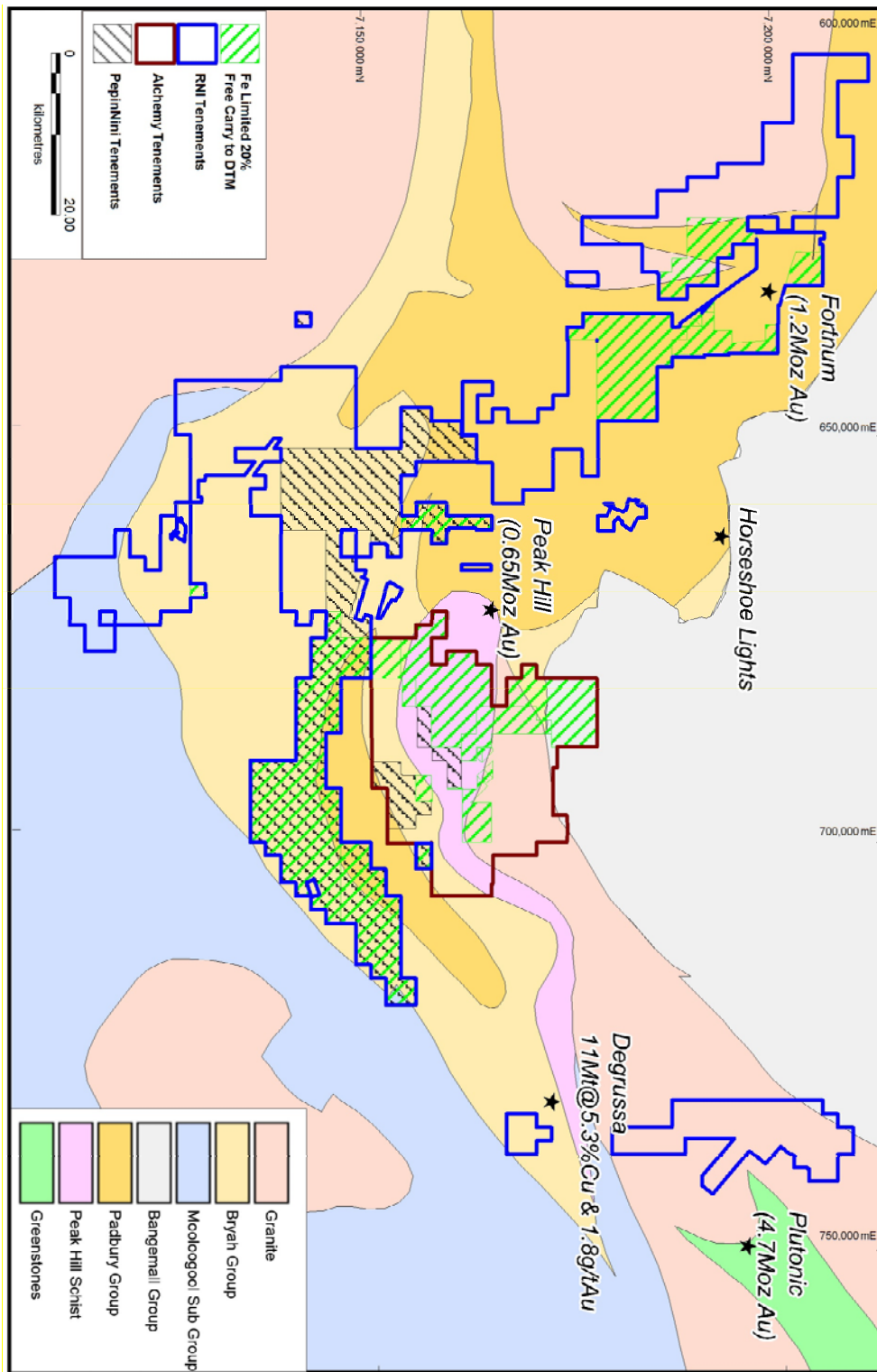
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Competent Person Statement

The information in this report that relates to Exploration Results, Mineral Resources and Ore Reserves is based on information compiled and reviewed by Mr Dennis Kruger who is a Member of the Australasian Institute of Mining & Metallurgy. Mr Kruger is an Independent Technical Advisor to Fe Ltd, and has sufficient experience which is relevant to the styles of mineralisation and types of deposit under consideration 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 Kruger consents to the inclusion in this report of the matters based on the information in the form and context in which it appears.





Map 1

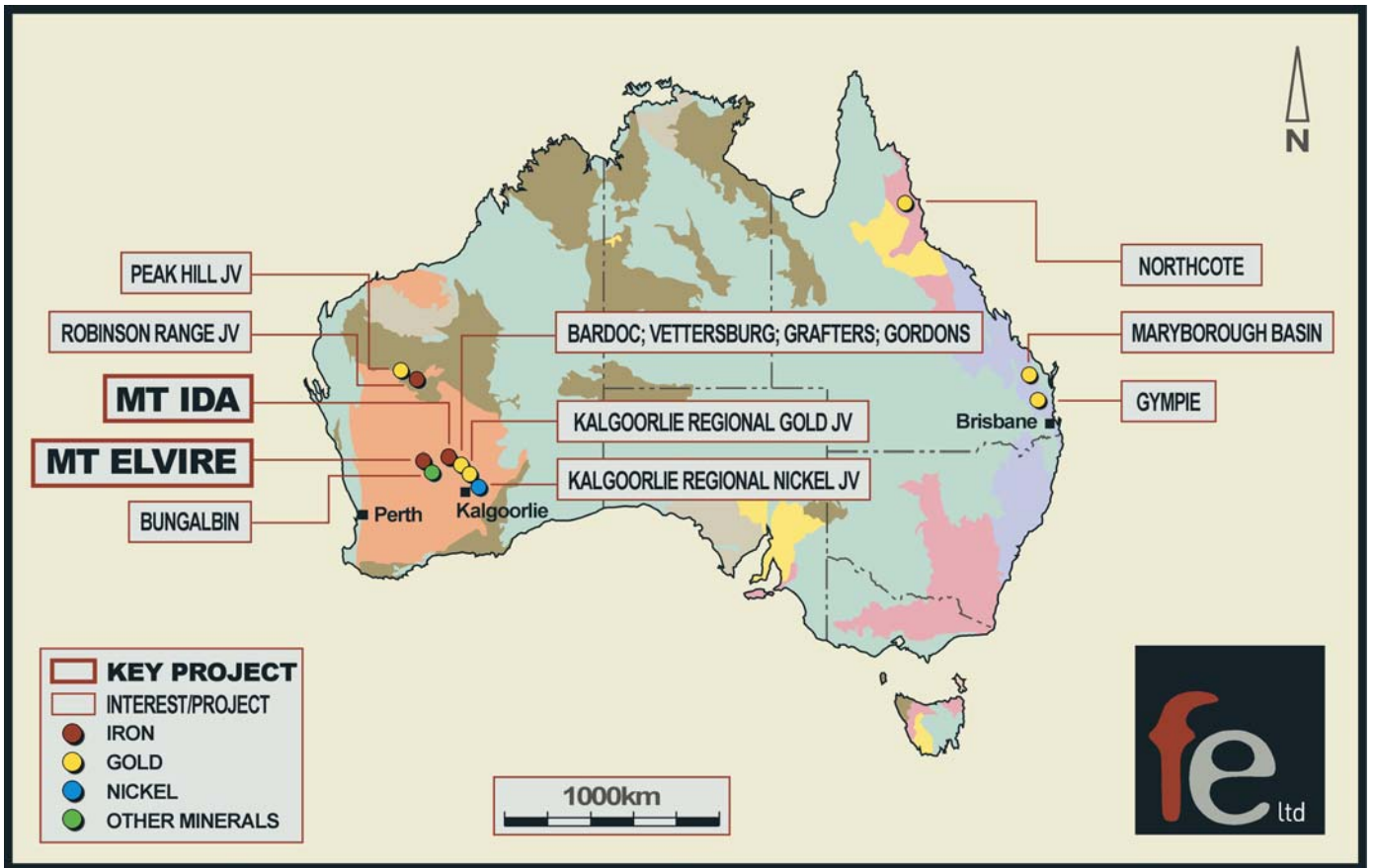


Figure 1: Project Locations

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

Fe Limited

ABN

34 112 731 638

Quarter ended ("current quarter")

30 June 2013

Consolidated statement of cash flows

Cash flows related to operating activities	Current quarter \$A'ooo	Year to date (9 months) \$A'ooo
1.1 Receipts from product sales and related debtors	-	-
1.2 Payments for (a) exploration & evaluation	(36)	(152)
(b) development	-	-
(c) production	-	-
(d) administration	(243)	(560)
1.3 Dividends received	-	-
1.4 Interest and other items of a similar nature received	10	36
1.5 Interest and other costs of finance paid	-	-
1.6 Income taxes paid	-	-
1.7 Other: Rehab at Gympie Eldorado Mine	(106)	(383)
Other	4	10
Net Operating Cash Flows	(371)	(1,049)
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 Cash backing security provided for performance bonds	-	-
1.12 Other	-	-
Net investing cash flows	-	-
1.13 Total operating and investing cash flows (carried forward)	(371)	(1,049)

+ See chapter 19 for defined terms.

Appendix 5B
Mining exploration entity quarterly report

1.13	Total operating and investing cash flows (brought forward)	(371)	(1,049)
	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	305	965
1.17	Repayment of borrowings	-	-
1.18	Dividends paid	-	-
1.19	Other (provide details if material)	-	-
	Net financing cash flows	305	965
	Net increase (decrease) in cash held	(66)	(84)
1.20	Cash at beginning of quarter/year to date	129	147
1.21	Exchange rate adjustments to item 1.20	-	-
1.22	Cash at end of quarter	63	63

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	130
1.24	Aggregate amount of loans to the parties included in item 1.10	-

1.25 Explanation necessary for an understanding of the transactions

Director fees paid to executive and non executive 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

N/A

+ 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 *	210	2,790
3.2 Credit standby arrangements	N/A	N/A

*A \$2 million standby loan facility agreement has been entered into with Cape Lambert Resources Limited (ASX: CFE). The Company has renegotiated a deferral of its repayment obligation of this loan to 31 December 2013. The Company has secured an additional short-term facility with Cape Lambert capped at \$1,000,000, which will enable it to meet its obligations as and when they fall due.

Estimated cash outflows for next quarter

	\$A'000
4.1 Exploration and evaluation	100
4.2 Development	-
4.3 Production	-
4.4 Administration	150
Total	250

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	63	129
5.2 Deposits at call	-	-
5.3 Bank overdraft	-	-
5.4 Other (provide details)	-	-
Total: cash at end of quarter** (item 1.22)	63	129

**In addition to the cash balance reported above, the Company has \$2,267,562 (\$1,463,978 in term deposit and \$803,584 deposited directly with the Department of Employment, Economic Development and Innovation) which serves as security provided by the Company in respect of rehabilitation bonds.

+ See chapter 19 for defined terms.

Changes in interests in mining tenements

	Tenement reference	Nature of interest (note (2))	Interest at beginning of quarter	Interest at end of quarter
6.1 Interests in mining tenements relinquished, reduced or lapsed	E27/332	Expired	100%	-
	P26/3591	Surrendered	80%	-
	P26/3592	Surrendered	80%	-
	P26/3593	Surrendered	80%	-
	P26/3594	Surrendered	80%	-
	P26/3595	Surrendered	80%	-
	P77/3889	Surrendered	100%	-
6.2 Interests in mining tenements acquired or increased	-	-	-	-

+ 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) (cents)	Amount paid up per security (see note 3) (cents)
7.1 Preference +securities <i>(description)</i>				
7.2 Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions				
7.3 +Ordinary securities	115,521,575	115,521,575		
7.4 Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs				
7.5 +Convertible debt securities <i>(description)</i>				
7.6 Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted				
7.7 Options <i>(description and conversion factor)</i>	375,000	-	<i>Exercise price</i> \$0.15	<i>Expiry date</i> 23/03/2014
7.8 Issued during quarter	-	-	-	-
7.9 Exercised during quarter	-	-	-	-
7.10 Expired during quarter	-	-	-	-
7.11 Debentures <i>(totals only)</i>				
7.12 Unsecured notes <i>(totals only)</i>				

+ See chapter 19 for defined terms.

Compliance statement

- 10 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: 31 July 2013

Eloise von Puttkammer
Company Secretary

Print name:

Notes

- 10 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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+ See chapter 19 for defined terms.