



Maximus Resources Ltd ABN 74 111 977

SUMMARY

SOUTH AUSTRALIA

ADELAIDE HILLS GOLD PROJECT

A detailed review of all data available on the Adelaide Hills tenements will commence in Q1 2012 to prioritise future exploration works and commence rationalising the tenement holding.

All assay results that remained outstanding on 30 June 2011 have now been received with only minor intersections at moderate grades reported.

Site rehabilitation has been completed on all drill locations on Deloraine and Eureka tenements.

No significant on-ground activities were undertaken during the quarter.

BILLA KALINA PROJECT

Maximus's joint venture partner ERO Mining Ltd resubmitted an application to access the WPA for exploration purposes.

ERO Mining anticipates approval to conduct a ground gravity survey over the Peeweena Dam area on the EL (ELA 78/10) in quarter 4, 2011.

A decision will then be made on follow-up drilling requirements on the anomaly.

QUEENSLAND GOLD

SELLHEIM PROJECT

Performance onsite remained consistent with an average of 19 lcm per hour throughout. A total of 8711 lcm was treated for a total of 112.3 ounces, at an average grade on 0.41 g/lcm.

A detailed analysis of the site and options for improvement commenced late in the quarter and is due for completion in quarter 4.

NORTHERN TERRITORY

WOOLANGA PROJECT (Strangways Agreement)

NuPower has advised that no significant on-ground exploration activities were conducted on the Woolanga project area during the period.

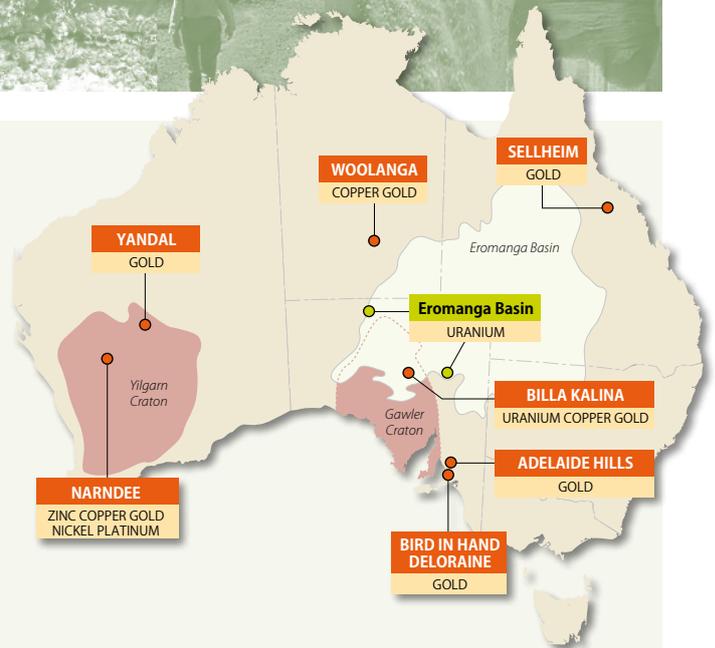


Figure 1 Location of Maximus Projects.

WESTERN AUSTRALIA

NARNDÉE PROJECT

The detailed evaluation and analysis of the Narndee tenements was completed during July.

The investigation has identified a total of 18 high priority targets; 14 discrete targets and four broad mineralised regions on which to conduct follow-up exploration activities.

The completion of the review confirms the company's view of the highly prospective nature of the tenements and further follow-up exploratory work is planned on the high priority targets.

Arrangements have been finalised to conduct a ground gravity survey on three high priority targets in October on the Narndee block.

CORPORATE

The Company completed a capital raising via a 1 for 3 non-renounceable rights issue during the quarter targeting \$1,140,162 before costs.

A total of \$432,432 was raised with the issuing of 43,243,217 fully paid ordinary shares, an acceptance rate of 38%.

DEVELOPMENT and EXPLORATION ACTIVITIES

SOUTH AUSTRALIA

ADELAIDE HILLS PROJECT

100% Maximus (excluding Diamond rights with FMS)

The Adelaide Hills project located immediately east of Adelaide, comprises some 2,193 square kilometres of contiguous exploration licences and applications covering numerous gold and base metal occurrences (Figures 1 and 2) and includes the Company's wholly owned high grade gold resource at the Bird in Hand deposit near Woodside containing 598,000 tonnes for 237,000 ounces at 12.3 g/t Au (ASX release on 8 August 2008).

Following the successful drill program on the Deloraine tenement during the March quarter and April 2011, analysis of drill core and assay results confirm that the mineralisation continues along strike 90 metres south of previous drill intersections reported in 2010.

Preparation of documentation to facilitate further drilling along strike of the historic Deloraine workings, including additional works commenced during the June quarter. The company plans to submit the documents to PIRSA following a detailed review of the Adelaide Hills tenements.

Further work is required to better understand the distribution and controls on mineralisation and location of high grade gold bearing shoots within the mineralised system at Deloraine. The Company remains positive of the prospectivity of the Deloraine prospect following these further encouraging results.

All outstanding assays from the Deloraine and Eureka drill programs have been returned with no further significant intersections than those reported during quarter 1 and 2, 2011.

No significant onground activities were undertaken during the September quarter.

KAPUNDA JOINT VENTURE

Maximus diluting to 25% subject to Kapunda JV Agreement

The Kapunda Joint Venture covers the NW portion of the Adelaide Hills Gold Province and the historic copper mining area of Kapunda (Figure 2). Joint Venture manager, Copper Range Limited (CRJ), has advised that no significant activities were undertaken during the quarter.

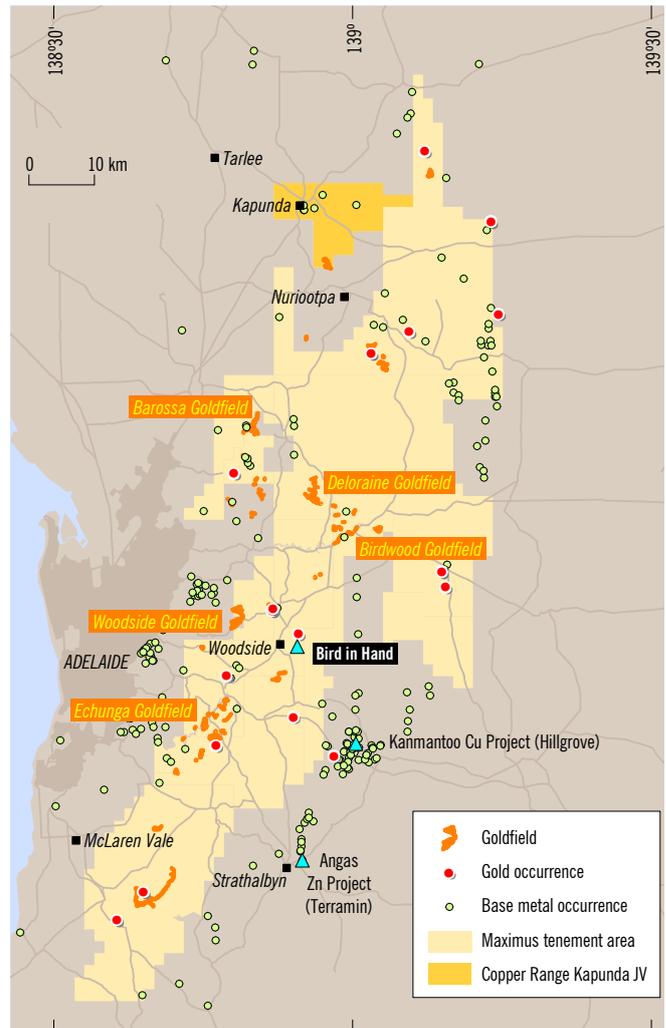


Figure 2 Adelaide Hills Gold Province.

BILLA KALINA PROJECT

Maximus 100% diluting to 50% subject to Billa Kalina JV Agreement

The Billa Kalina project area comprises five exploration licences located 70 km northwest of the Olympic Dam copper–uranium–gold (IOCGU) mine and 45 km east of the Prominent Hill copper–gold deposit (Figures 1 and 3). The project area is situated within the recently defined Restricted Zone of the larger Woomera Prohibited Area (WPA)

During the quarter the Federal Government announced approval of mineral exploration and mining in certain zones of the Woomera Prohibited Area (WPA) in South Australia, subject to certain restrictions. The final report of the Government's enquiry into mining and military activities in the WPA confirmed both can coexist in the area. The WPA has been broken into zones indicated by days of exclusive use by the Department of Defence (Defence).

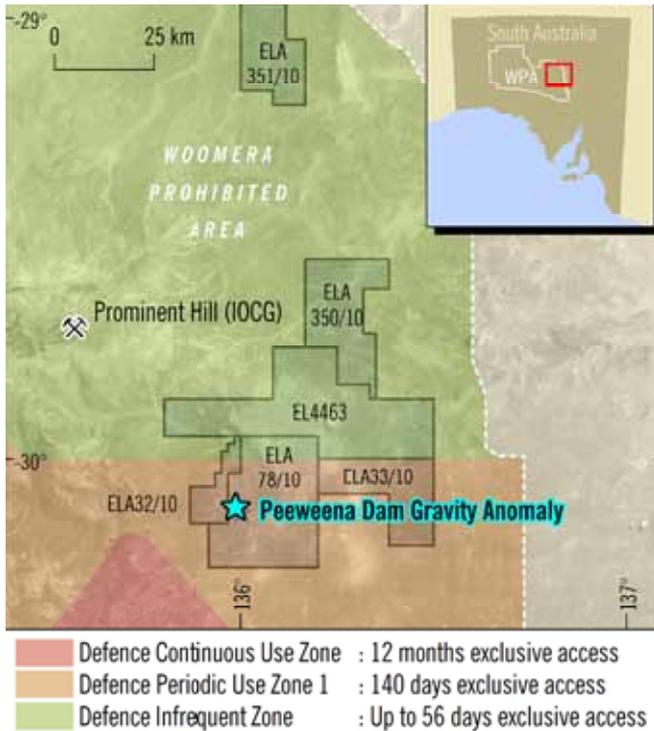


Figure 3 Location of Peeweena Dam Gravity Anomaly and IOCGU mines in relation to the Indicative Zoning of the Woomera Prohibited Area, May 2011.

ERO has been in regular correspondence with the Defence department and anticipates approval to conduct a ground gravity survey over the Peeweena Dam anomaly on the EL (ELA 78/10) to complete data compilation during this calendar year. None of the tenements lie in the Defence department's continuous use zone (red zone).

During the Quarter, Maximus and ERO renegotiated the Billa Kalina Joint Venture Agreement to facilitate rapid implementation of the exploration program and analysis of results. The revised terms of the agreement do not dilute Maximus shareholder ownership of the tenement, but introduce staged earn-in capacity for ERO. Maximus shareholders retain 50% of the tenement rights as per the original agreement.

During the quarter no significant ground based exploration activities were undertaken at the Billa Kalina tenements

EROMANGA SEDIMENTARY URANIUM PROJECT

Maximus diluting to 30% subject to Eromanga JV Agreement

The Eromanga joint venture project areas, comprising Abminga and Marree projects, are situated along the margins of the Eromanga Basin in South Australia and Northern Territory (Figure 1).

The joint venture operator, ERO Mining, reported no significant ground based exploration activities undertaken on the projects during the quarter and discussions with ERO indicate that no further activities are planned on the tenements in the near future.

QUEENSLAND

SELLHEIM GOLD PROJECT

Maximus 100%

The Sellheim Gold Project covers some 75 square kilometres of tenements in a known alluvial/eluvial – hardrock gold province on the northern portion of the highly prospective Drummond Basin in north Queensland (Figures 1 and 4).

Site performance throughout the quarter was consistent throughout July and August, however failure of the Knelson concentrator late in September reduced output in the final two weeks of the quarter, whilst a replacement bowl was sourced. A further week was lost in early September due to persistent rain forcing closure of the site. Preventative maintenance activities were completed by a skeleton crew onsite during this time. Mining and processing operations were regularly hampered due to increased levels of ground water throughout the quarter resulting in saturated run-of-mine feed (ROM) causing slow plant throughput or total blockages.

Efforts continued throughout the quarter to increase plant throughput to achieve a minimum of 25 loose cubic metres (lcm) per hour. However, an average of 19.1 lcm for the period was achieved as a result of wet material slowing throughput and causing blockages in the primary feed bin.

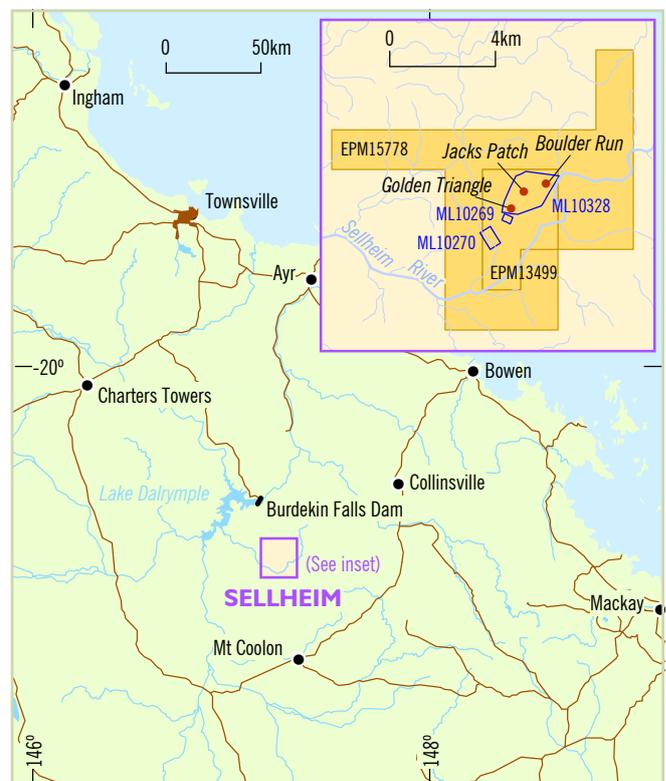


Figure 4 Location of Sellheim Project showing tenement holdings and estimated resources.

During the June quarter, 8,711 tcm of ore was treated at a recovered grade of 0.41 grams per tonne for a total of 112.3 ounces of recovered gold, including a total of 478 grams of nuggets. A total of six days were lost due to rain throughout the quarter and a further six days were lost due to failure of the Knelson concentrator due to separation of the inner lining, requiring a replacement to be sourced, transported to site and installed.

Gold sales for the quarter totalled 111.2 ounces gold bullion at an average price of \$1,607.83 per ounce, after refining costs.

The company dispatched all remaining gold nuggets, including the 404 gram single specimen to PW Becks in Adelaide for processing. Final analysis and funds will be received quarter 4.

A detailed review and options analysis commenced during the quarter to determine the most appropriate path forward for the Sellheim operation. The review will be completed in quarter 4 and, following board approval the appropriate course of action will be implemented.

NORTHERN TERRITORY

WOOLANGA PROJECT

Maximus 100%, diluting in part to 51%, subject to the Strangways Agreement

The Woolanga project area comprises five exploration licences covering 1700 square kilometres that are located 100 km northeast of Alice Springs (Figure 1). Part of the tenure is the subject of an 'Energy Metals' specific exploration agreement with NuPower Resources Limited (NuPower).

During the quarter, no significant works were undertaken on the tenements.

WESTERN AUSTRALIA

NARDEE PROJECT

Maximus 90% to 100%

The project area is located in the Mt Magnet region of Western Australia and comprises a comprehensive package of 28 tenements covering a total area of approximately 1,964 square kilometres over the poly-metallic Nardeed, Milgoo and Windimurra layered mafic complexes (Figures 5).

The detailed analysis of all known data relating to the tenements commenced in January 2011 and was completed in July. The analysis incorporated all data provided by the airborne EM (aTEM) survey undertaken by the company in 2008–9, the ground EM survey program completed in November 2010, soil sampling programs and historic drill information from MXR and previous tenement holders.

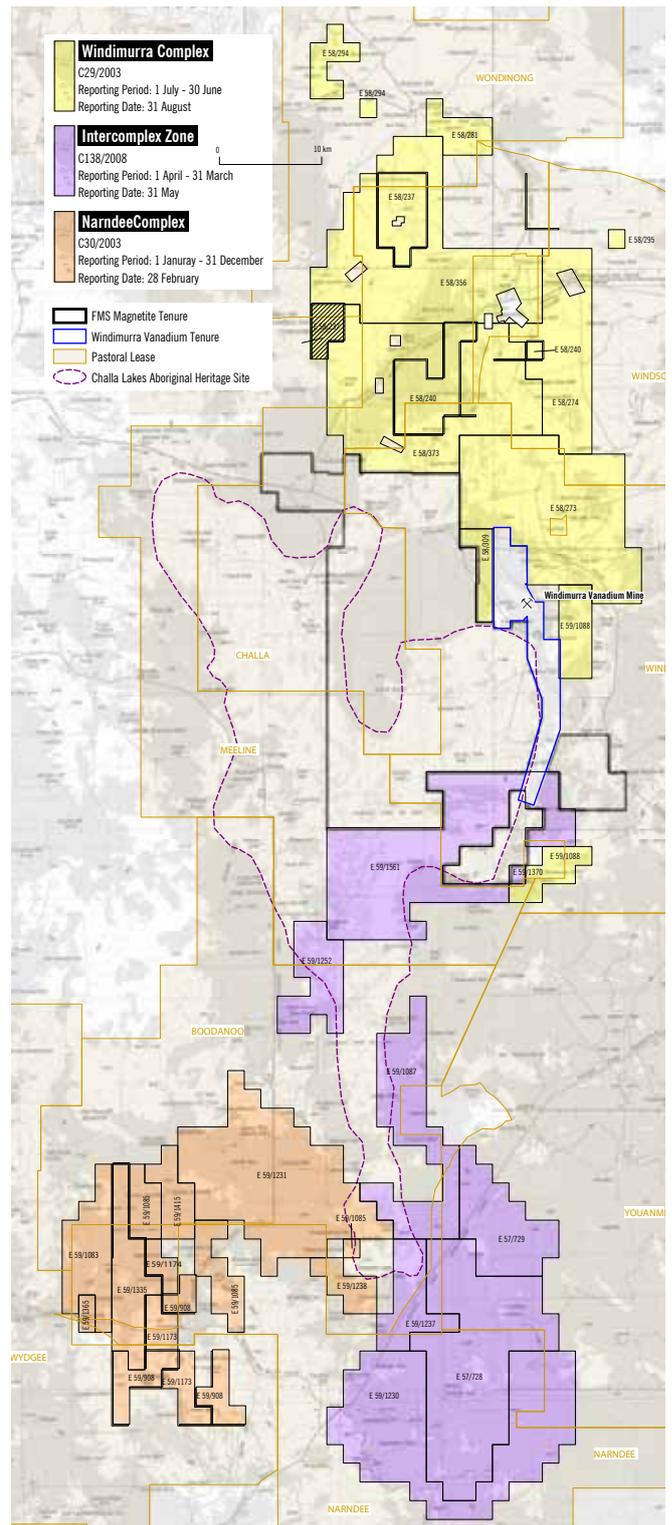


Figure 5 MXR Nardeed tenements in Western Australia.

The review generated a total of 18 excellent target, predominantly in the Narndee and Windimurra complex regions covering a suite of elements including copper, gold, nickel and PGEs. The evaluation has identified a total of 18 high quality exploration targets; 14 individual targets and four broader exploration zones that contain multiple individual targets in each zone.

The 18 targets were ranked to ensure that our exploration activities focussed on the most prospective ground, with follow-up on-ground exploration activities planned on the six highest priority targets identified in the following quarter.

Arrangements have been finalised and approvals granted to conduct a ground gravity survey in October 2011. The ground gravity survey will initially target three highly prospective targets ND 17, ND 18 and ND 38 on the Narndee tenements. Additional on-ground exploration activities including further ground EM survey work, soil sampling programs and drilling activity shall be planned and completed as funding permits during 2011–12.

The results achieved continue to corroborate the company's view that the Narndee Project is an exciting and highly prospective region.

YANDAL

20% Iron ore rights

The Yandal project area comprises two tenement packages situated near Wiluna and located within the highly prospective Yandal Greenstone Belt (Figure 1).

In 2010, the company concluded negotiations for the sale of its 90% interest in the Tenements under the Flushing Meadows Agreement to Orex Mining Pty Ltd. Maximus retains 20% rights to the iron ore potential on the tenements.

As part of the sale process in 2010, the company also disposed of 80% of the Iron ore rights on E53/1223 under the Ironstone Well agreement. Maximus retains 20% free carried interest in the iron ore potential on the tenements.

CORPORATE

The Company announced plans to undertake a capital raising via a 1 for 3 non-renounceable rights Issue during July/ August 2011 targeting \$1,140,000 before costs, through the issue of 114.02 million shares at 1.0 cents per share. The company raised a total of \$432,432 with 43,243,217 shares issued. The funds raised were directed towards the completion of the detailed evaluation of the Narndee tenements in Western Australia and provide working capital to the company. It had been planned to commence on-ground exploration activities including soil sampling and an initial drilling program on the high priority Narndee tenements, however this was not possible due to the shortfall in the expected amount raised.

The company retains the ability to issue the shortfall shares, totalling 70.77 million shares valued at \$707,700 for a period of three months after the closing date of the rights issue.

As reported last quarter, the services contract between MXR and FMES Service Pty Ltd for the provision of company secretarial duties, accounting services, tenement management and drafting concluded on 30 June. MXR secured the services of AE Administrative Services Pty Ltd (AEA Services) to complete all accounting and company secretarial duties.

Maximus' head office remains at 58 Beulah Road, Norwood but as a result of FMES relocating from Beulah Road in July 2011, Maximus has secured new phone numbers for the head office.



Kevin Malaxos
Managing Director

31 October 2011

For further information please contact:

Maximus Resources Limited
on 08 7324 3172, or

Investor relations:

Mr Duncan Gordon
Executive Director, Adelaide Equity Partners
on 08 8232 8800 or 0404 006 444

The information in this report relates to Exploration Results, Mineral Resources and Ore Reserves is based on information compiled by Mr Stephen Hogan who is a Member of the Australasian Institute of Mining and Metallurgy. Mr Hogan is an employee of ERO Mining Ltd who has been seconded to Maximus Resources Limited. He has sufficient experience that is relevant to the styles of mineralisation and types of deposit under consideration and consents to the inclusion of the information in this report in the form and context in which it appears. Mr Hogan qualifies as a Competent Person as defined in the 2004 edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (JORC Code).

Further information relating to Maximus Resources Limited and its diversified exploration projects will be found on Maximus' website:

www.maximusresources.com

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

Maximus Resources Limited

ABN

74 111 977 354

Quarter ended ("current quarter")

30 September 2011

Consolidated statement of cash flows

Cash flows related to operating activities	Current quarter \$A'000	Year to date (3 months) \$A'000
1.1 Receipts from product sales and related debtors	172	172
1.2 Payments for		
(a) exploration & evaluation	(99)	(99)
(b) development		
(c) production	(210)	(210)
(d) administration	(178)	(178)
1.3 Dividends received		
1.4 Interest and other items of a similar nature received	-	-
1.5 Interest and other costs of finance paid	(1)	(1)
1.6 Income taxes paid		
1.7 Other (provide details if material)	-	-
Net Operating Cash Flows	(316)	(316)
Cash flows related to investing activities		
1.8 Payment for purchases of:		
(a) prospects		
(b) equity investments		
(c) other fixed assets	(1)	(1)
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	-	-
1.13 Total operating and investing cash flows (carried forward)	(317)	(317)

+ See chapter 19 for defined terms.

Appendix 5B
Mining exploration entity quarterly report

1.13	Total operating and investing cash flows (brought forward)	(317)	(317)
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares, options, etc.	432	432
1.15	Proceeds from sale of forfeited shares		
1.16	Proceeds from borrowings	(40)	(40)
1.17	Repayment of borrowings		
1.18	Dividends paid		
1.19	Transaction costs relating to issues	-	-
	Net financing cash flows	392	392
	Net increase (decrease) in cash held	75	75
1.20	Cash at beginning of quarter/year to date	74	74
1.21	Exchange rate adjustments to item 1.20		
1.22	Cash at end of quarter	149	149

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	70
1.24	Aggregate amount of loans to the parties included in item 1.10	

1.25 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	10
4.2 Development	0
4.3 Production	90
4.4 Administration	20
Total	120

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	114	39
5.2 Deposits at call	35	35
5.3 Bank overdraft		
5.4 Other (provide details)		
Total: cash at end of quarter (item 1.22)	149	74

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				

+ See chapter 19 for defined terms.

Appendix 5B
Mining exploration entity quarterly report

6.2	Interests in mining tenements acquired or increased			
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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				
7.2				
7.3	385,291,923	385,291,923		
7.4				
	38,854,605	38,854,605	\$0.01	\$0.01
	3,388,612	3,388,612	\$0.01	\$0.01
7.5				
7.6				

+ See chapter 19 for defined terms.

7.7	Options <i>(description and conversion factor)</i>	380,000		Exercise price of \$0.14 expiring on 20 March 2012	
		3,000,000		Exercise price of \$0.50 expiring on 2 July 2012	
		605,000		Exercise price of \$0.18 expiring on 17 March 2013	
		1,645,000		Exercise price of \$0.04 expiring on 3 February 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>				

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:

(Company Secretary)

Date: 31 October 2011

Print name: Rajita Alwis

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

+ See chapter 19 for defined terms.

Appendix 5B

Mining exploration entity quarterly report

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.

+ See chapter 19 for defined terms.