



ASX RELEASE
31 October 2023

ASX CODE
APS

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BOARD

Campbell Smyth
Non-Executive Chairman

Andrew Haythorpe
Managing Director

Gavin Ball
Non-Executive Director

Allup Silica September 2023 Quarterly Report

For the three-month period ending 30 September 2023

Highlights

Pink Bark Silica Sand Project, WA

- Reconnaissance air-core drilling for silica completed with 26 holes totalling 421 metres, at an average depth of 16.2 metres.
- **Clay-hosted rare earth oxides (REOs)** discovered beneath the silica with grades **up to 1985 ppm** Total Rare Earth Oxides.
- Acid only digest and assaying conducted for REOs, meaning that reported grades may understate the actual in-situ grades.
- The full thickness and extent of REO clays has not been tested.
- Further drilling is planned for November 2023.

Cabbage Spot Silica Sand Project, WA

- Further reconnaissance and surface sampling program is now completed at Cabbage Spot with encouraging on-ground field work confirming the Project's upside potential.
- All samples have been sent for analysis with anticipated results expected during Q4 2023 or Q1 2024.
- Favourable discussions with Wyndham Port.

Sparkler Silica Sand Project, WA

- Resource drilling planned for November 2023 across all three Sparkler Tenements.
- Preliminary submissions now made to the Bunbury Port.

Other Projects

- Applications for four new exploration licences (ELA's) E63/2371, E63/2372, E63/2381 and E63/2382 lodged.
- E63/2371 and E63/2372 granted on the 10 October 2023 increasing the Pink Bark holdings to 166km².
- The company escalated its search for new project opportunities.

Corporate

- \$2,693,305 Cash as at 30 September 2023.

Allup Silica Limited (ASX: **APS**) ("**Allup**" or "**Company**"), is pleased to provide the Company's Quarterly Activities Report for the three-month period ending 30 September 2023.

Allup Silica Managing Director Andrew Haythorpe commented:

"Our focus this quarter has been on Pink Bark and Cabbage Spot. We are delighted that our initial air-core drilling revealed promising results, including clay-hosted rare earth elements immediately beneath the silica with grades of up to 1985 ppm TREO, highlighting a potential for REO mineralisation previously unrecognised. Follow up work at Cabbage Spot is already underway and drilling at Pink Bark and Sparkler is now being planned."

SPARKLER PROJECT, WESTERN AUSTRALIA (100% APS)

A drill program is being scheduled for the December Quarter at all three of the Sparkler tenements, with these key objectives:

- to explore for additional silica sand near the existing 70mt inferred resource;
- improve confidence with infill drilling within the previously defined inferred resource envelope;
- gather further samples for processing and bulk sample generation for customers; and
- to test newly identified targets on the Sparkler tenements and beneath the silica sand.

During the previous quarter the Company sent a bulk sample from the Sparkler tenement to CDE Global, based in Ireland. CDE is a world-leader in the processing of silica sand, and a supplier of wet processing equipment for the beneficiation of silica sand into a marketable product. The results of this work will provide further understanding of the processing pathways for the Sparkler silica sand.



FIGURE 1: Aspect of the cleared farmland and raw silica sand from the Sparkler Project.

PINK BARK PROJECT, WESTERN AUSTRALIA (100% APS)

Rare Earths Clay Potential

Allup completed its maiden air-core drilling program at the 100%-owned Pink Bark Project located approximately 90 kilometres from Esperance in May and assays subsequently received in the September Quarter. The drill program targeted both silica sand and the clays underneath. Results confirmed the presence of rare earth oxides in the clays.



FIGURE 2:

Drill chips illustrating elevated REO's and iron staining in yellow brown, orange clays from the Pink Bark drill hole samples.

Only a small percentage of the total area was drilled and sampled for REO. This decision to drill deeper beyond the surface silica was based on recent discoveries in the surrounding area, as announced by Moho Resources Ltd (ASX:MOH)¹, OD6 Metals Limited (ASX:OD6)² and Meeka Metals Ltd (ASX:MEK)³. The Company believes there remains significant untested potential.

Allup has scheduled further drilling for December 2023.

Further potential and next steps

All REO assays were undertaken using 4-acid soluble digestion, the assay results do not include resistant non-acid soluble REE minerals and the assay results may understate the actual grades.

Allup is planning a follow-up air-core drilling program which is aimed at exploring the potential of the Pink Bark REE mineralisation scheduled for December 2023. A Program of Works (PoW) has been approved and all landowner and heritage approvals are in place.

The location of holes with assays >300ppm Total Rare Earth Oxides (TREO) are highlighted below.

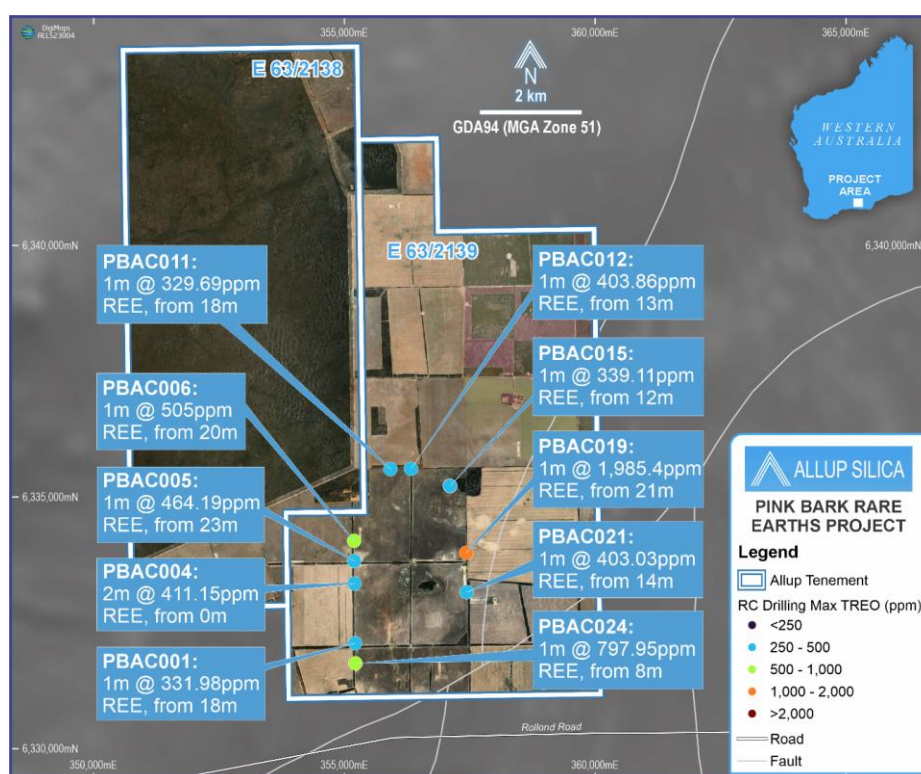


Figure 3: Pink Bark Project drill hole locations with >300ppm grade cut-off based on data from the APS ASX announcement dated 20 September 2023.

¹ Moho Resources ASX Announcement – 12 September 2023 - https://www.mohoresources.com.au/files/ugd/4e06c4_432dacfacd12402e8563c349029266f1.pdf

² OD6 Metals ASX Announcement – 15 Augst 2023 - <https://www.od6metals.com.au/wp-content/uploads/2023/08/61163193.pdf>

³ Meeka Metas ASX Announcement – 29 August 2023 - <https://wcsecure.weblink.com.au/pdf/MEK/02704075.pdf>

Significant TREO Intersections at Pink Bark

Assays returned significant TREO grades using a >600ppm and a >300ppm cut-off grade (refer to Tables 1 and 2 below).

HOLE ID	From (m)	To (m)	Interval (m)	Total REO (ppm)	Magnet REO (% of TREO)	Critical REO (% of TREO)
PBAC019	20	21	1	1169	24.0	21.0
PBAC019	21	22	1	1985	24.8	21.7
PBAC024	8	9	1	798	21.7	22.7
PBAC024	9	10	1	659	24.1	28.3

Table 1: from APS ASX Announcement dated 20 September 2023: Rare Earth Oxides significant intercepts with >600ppm grade cut-off.

HOLE ID	From (m)	To (m)	Interval (m)	Total REO (ppm)	TREO*m (ppm)	Magnet REO (% of TREO)	Critical REO (% of TREO)
PBAC001	18	19	1	332	332	15.2	13.1
PBAC004	0	2	2	411	822	15.0	20.0
PBAC005	22	25	3	366	1099	16.0	26.2
PBAC006	20	22	2	495	990	15.7	13.2
PBAC011	10	11	1	330	330	19.1	17.3
PBAC012	11	12	1	333	333	14.8	12.0
PBAC012	13	15	2	385	771	12.0	9.7
PBAC012	17	18	1	322	322	18.8	30.1
PBAC015	12	13	1	339	339	17.2	16.4
PBAC019	19	20	1	482	482	17.1	14.4
PBAC024	10	11	1	531	531	19.2	24.9
PBAC024	12	13	1	410	410	18.2	18.9

Table 2 from APS ASX Announcement dated 20 September 2023: Rare Earth Oxides significant intercepts with >300ppm grade cut-off.

CABBAGE SPOT PROJECT, WESTERN AUSTRALIA (100% APS)

The Cabbage Spot Project is strategically located approximately 95 kilometres from Wyndham Port which geographically has closer shipping routes to potential future customers. The initial sampling results had indicated potential for a high-grade silica sand with a recent exploration intended to understand and further validate the mineralisation potentials.

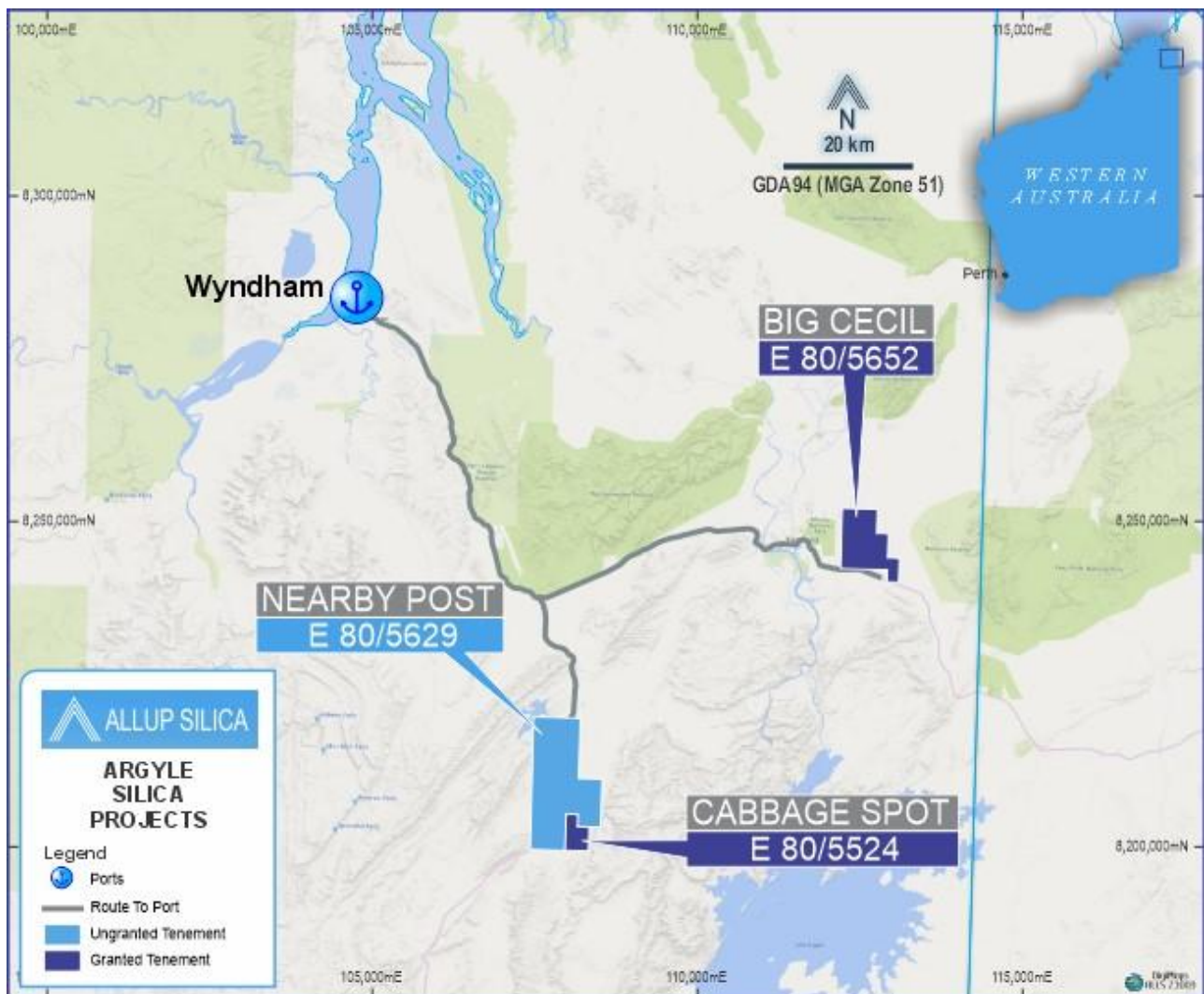


Figure 4: Cabbage Spot Project and Wyndham Port location map.

Reconnaissance and Surface Sampling

A 2km traverse was completed, with 20 surface samples collected at 100m intervals. The program was designed to further understand the geological setting of the area, follow up silica sand accumulations, silica sand mineralisation and define areas for further exploration and potential drilling programs. The assay results are anticipated during Q4 2023.

All samples have been sent to North Australian Laboratories (NAL) in Pine Creek for assaying. If the grades are sufficient then the samples will be sent to Battery Limits Metallurgical Consultants for the preparation of an Independent Metallurgical Report. The traverse and surface sample locations are shown below.

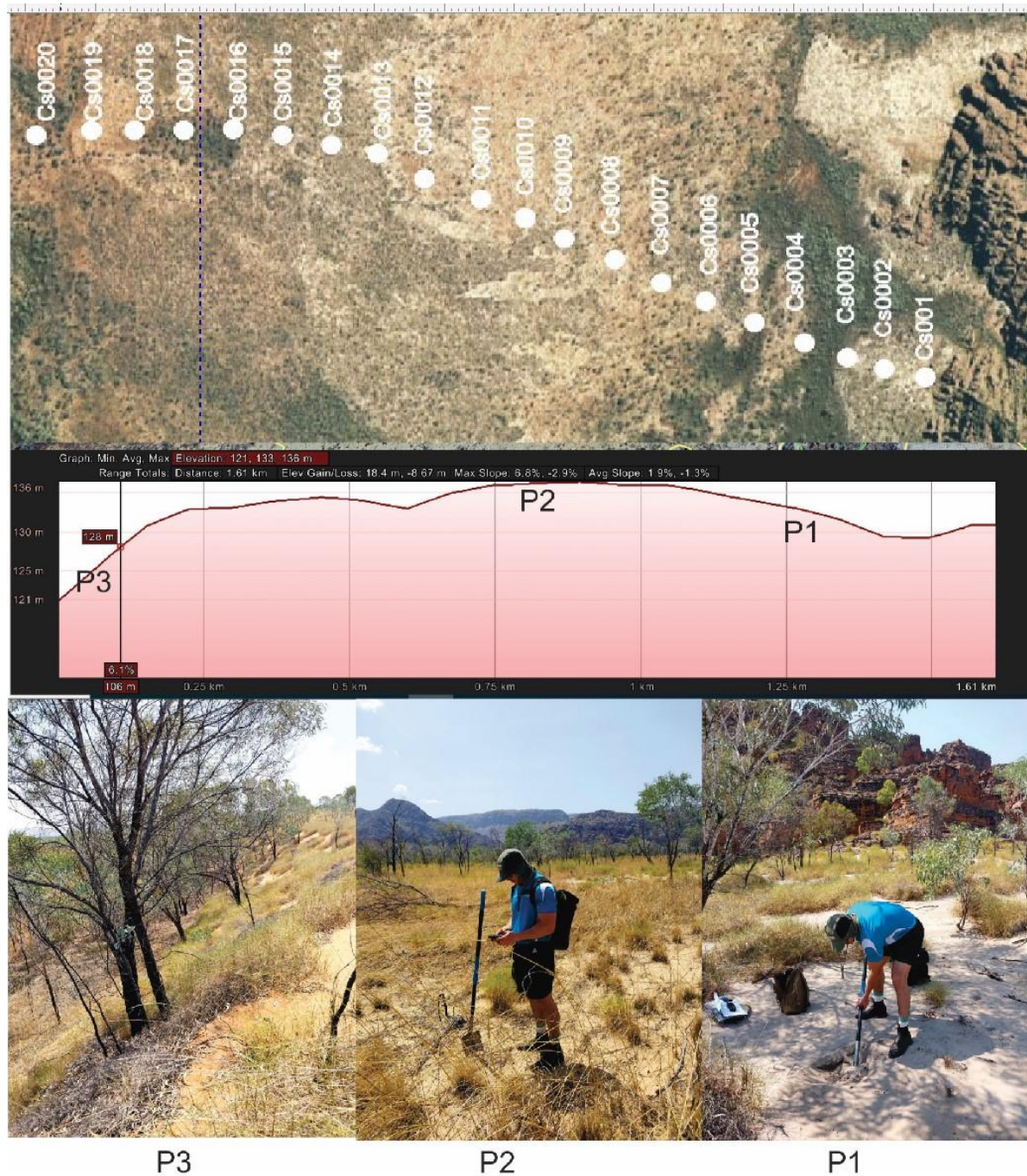


Figure 5: Traverse and Surface Sample Locations from Reconnaissance Trip.

Next Steps

The Company has undertaken further sampling and a micro-seismic survey during October, which when combined with the drone data previously gathered should enable an estimate of the volume and an indication of grades at the prospect. A Program of Works (PoW) has already been approved, paving the way for the commencement of this Stage 1 drilling program after heritage clearance has been completed in the 2024 dry season.

Wyndham Port

During this program, Allup made a follow up visit with the Wyndham Port operators Cambridge Gulf Limited (CGL) to continue discussions regarding logistics and shipping solutions. The main purpose was for the Company to better understand the possibility of loading 30,000 – 50,000 tonne ships, which matches the size ships typically used by potential future customers. It was extremely encouraging that the Wyndham Port bulk loading capability is likely to be achievable in the short to medium term.

We now look forward to continuing working with CGL to achieve a loading and shipping solution with mutually beneficial outcomes for all parties.

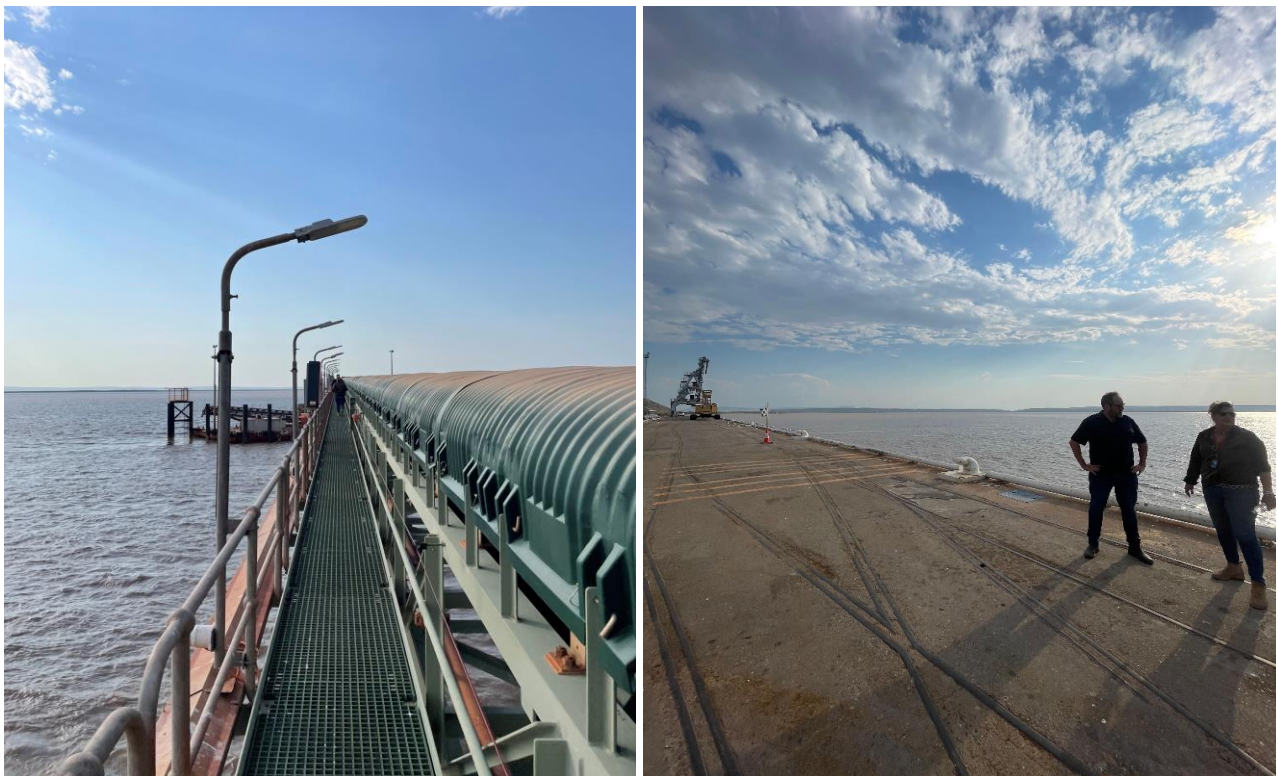


Figure 6: Wyndham Port Conveyor and wharfage.



Figure 7: Wyndham Port wharf.

DUNE BUGGY PROJECT, WESTERN AUSTRALIA (100% APS)

Metallurgical testwork during the quarter continued, based on the samples collected from the Dune Buggy Project. This work indicated that several product outcomes are achievable due to the mineralogy and the proximity to Esperance Port, namely:

1. A bulk raw sand product – no processing therefore at low cost;
2. A relatively high-grade Ag-lime product (80% CaCO_3) which may be suitable for treatment as a soil conditioner for farmland containing acidic soils, particularly those in the South West of Western Australia; and
3. A lower purity 95% silica (SiO_2) product which may suit some niche users.

Based on the information gathered to date, the Company will now focus on seeking potential customers and their level of interest and required specifications, which can then be incorporated into the next round of metallurgical work and sample gathering.

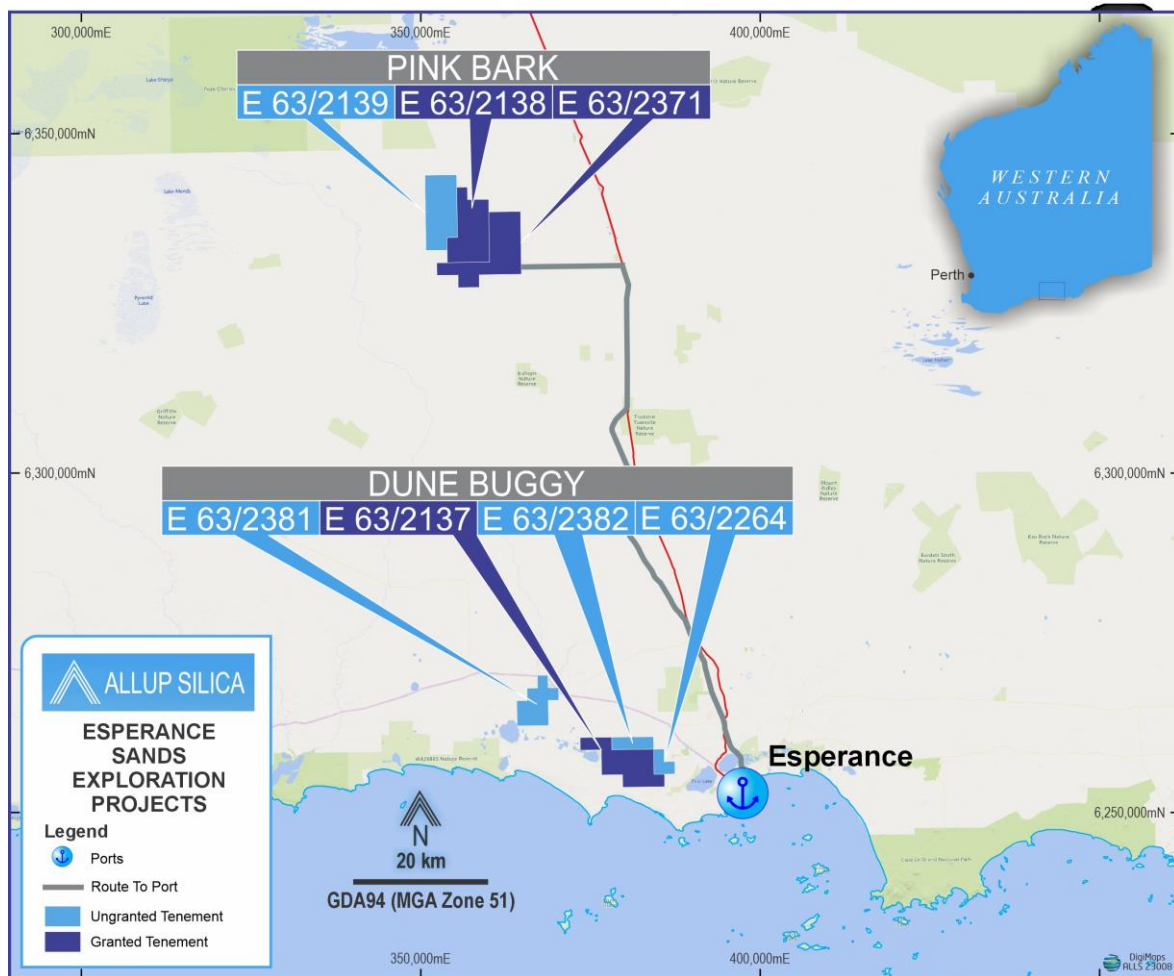


Figure 8: Dune Buggy, Pink Bark and Esperance Port location map.

OTHER PROJECTS

During the Quarter, applications have been made for four new exploration licences (ELA's), being E63/2371, E63/2372, E63/2381 and E63/2382. E63/2371 and E63/2372 were granted on the 10 October 2023, the others remain pending.

E63/2371 and E63/2372 are adjacent to the Pink Bark Project and extend Allup Silica's tenement holdings to 166 km², comprising of ELA 63/2138, ELA 63/2139 E63/2371 and E63/2372.



Figure 9: Allup Silica's granted EL's and ungranted ELA's, Western Australia.

CORPORATE

Annual General Meeting

The Company's Annual General Meeting of Shareholders was held at 9.30am (AWST) on Thursday, 26 October 2023. It was held at A8, 435 Roberts Road, Subiaco, Western Australia 6008.

Results of the meeting are as follows:

Resolution	Decided by Show of Hands (S) or Poll (P)	Proxy Votes				Poll Results (if applicable)		
		FOR	AGAINST	ABSTAIN	PROXY'S DISCRETION	FOR	AGAINST	ABSTAIN
7. Remuneration Report	P	10,241,725	217,500	15,000	0	10,241,725 (97.92%)	217,500 (2.08%)	15,000
8. Re-Election of Director – Gavin Ball	P	52,868,513	52,500	0	0	52,868,513 (99.90%)	52,500 (0.10%)	0
9. Approval of 10% Placement Facility*	P	41,484,513	11,436,500	0	0	41,484,513 (78.39%)	11,436,500 (21.61%)	0
10. Approval of New Plan	P	10,241,725	11,581,500	15,000	0	10,241,725 (46.93%)	11,581,500 (53.07%)	15,000
11. Approval of Potential Benefits Under New Plan	P	41,324,513	11,581,500	15,000	0	41,324,513 (78.11%)	11,581,500 (21.89%)	15,000
12. Modification of Existing Constitution*	P	41,504,513	11,416,500	0	0	41,504,513 (78.43%)	11,416,500 (21.57%)	0

The Company's Annual Report for the Year ended 30 June 2023, which included the Financial Report containing Directors' Report and Independent Auditor's Report, was completed and lodged with the ASX on 20 September 2023.

Commercial Strategy

Allup Silica is focussed on identifying opportunities to discover and develop Silica sands and to look at the potential for other minerals located on its tenement holdings.

About Allup Silica Limited

Allup Silica is a public silica exploration company focused on the future development of our silica sand tenements located in several Western Australian exploration project locations and one location in the Northern Territory. West Australian sites are in the South-West; in the North-East near Wyndham, and two others are in the Southern Goldfields near Esperance. The Company's plan is to work towards development of a commercial silica sand product that meets the industry specifications of the sector we are aiming for. Silica is a critical commodity, particularly in the production of photovoltaic (solar) panels and other critical industrial applications.

For further information, please contact:

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This Announcement has been approved by the Board of Directors.

List of recent Significant ASX Announcements

Announcement	Date	Price Sensitive
Annual General Meeting	1 Sep 2023	No
Rare Earths discovered below the silica at Pink Bark Project	20 Sep 2023	Yes
Annual Report to Shareholders	20 Sep 2023	No

Disclosure Requirements

ASX Listing Rule Disclosures

- As per ASX Listing Rule 4.7C.3, the Company notes that \$79,554 was paid to related parties during the quarter (as noted in section 6 of the attached Appendix 5B). These payments comprised of salaries and wages including superannuation and Directors fees.
- As per ASX Listing Rule 5.3.1, there were no substantive mining production and development activities undertaken during the September quarter.
- As per ASX Listing Rule 5.3.2, a summary of the Company's exploration activities for the quarter is contained herein, with exploration incurred during the period of \$140,666.

ASX Listing Rule 5.3.3

The Company holds the following tenements at the end of the quarter:

Tenement	Project	Ownership	Change
GRANTED			
E 70/5447	Sparkler A	100%	Nil
E 70/5527	Sparkler B	100%	Nil
E 70/5920	Sparkler C	100%	Nil
E 70/6208	Rail Head	100%	Nil
E 80/5524	Cabbage Spot	100%	Nil
E 80/5652	Big Cecil	100%	Nil
E 63/2137	Dune Buggy	100%	Nil
E 63/2139	Pink Bark A	100%	Nil
E 70/6476	Moby	100%	Nil
E 63/2371	Pink Bark Extension	100%	Nil
E 63/2372	Pink Bark Extension	100%	Nil
NOT GRANTED			
ELA 80/5629	Nearby Post	100%	Nil
ELA 63/2138	Pink Bark B	100%	Nil
ELA 63/2264	Dune Buggy Extension	100%	Nil
ELA 63/2381	Lunar	100%	Nil
ELA 63/2382		100%	Nil

E = Exploration Licence (granted)

ELA = Exploration Licence Application (ungranted)

ASX Listing Rule 5.3.4

A comparison of the Company's actual expenditure to 30 September 2023, against planned expenditure disclosed in the use of fund statement contained in the Company's prospectus dated 21 April 2022, is shown in the table below:

Use of Funds	Prospectus (\$000s)	Actual (\$000s)	Variance (\$000s)
Cash reserves at date of admission to ASX	6,324	5,876	(448)
Interest income	-	111	111
Total Sources	6,324	5,987	(337)
Exploration and project activities	4,503	1,005	3,498
Personnel costs (non-project)	680	429	251
Working capital and administration costs	637	1,336	(699)
Expenses of public offer	504	524	(20)
Total Uses	6,324	3,294	3,030

The expenditure to date is in line with the prospectus disclosures.

Company Profile

Allup Silica Limited is an Australian silica sands exploration Company listed on the Australian Securities Exchange (ASX:APS). Allup is focused on the future development of its silica sand tenements located across a number of exploration project locations in Western Australia. Currently, the Company has multiple projects in proximity to four Western Australian ports, being Wyndham in the north of Western Australia, and Bunbury, Albany and Esperance in the south.

Forward Looking Statements

Information in this release may contain forward-looking statements which are identified by words such as 'may', 'should', 'will', 'expect', 'anticipate', 'believes', 'estimate', 'intend', 'scheduled' or 'continue' or other similar words. Such statements and information are subject to risks and uncertainties and a number of assumptions, which may cause the actual results or events to differ materially from the expectations described in the forward-looking statements or information. While the Company considers the expectations reflected in any forward-looking statements or information in this release are reasonable, no assurance can be given that such expectations will prove to be correct. The risk factors associated, as well as other matters not yet known to the Company, or not currently considered material to the Company, may cause actual events to be materially different from those expressed, implied or projected in any forward-looking statements or information. Any forward-looking statement or information contained in this Report is qualified by this cautionary statement.

APPENDIX 5B

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

Name of entity

ALLUP SILICA LIMITED

ABN

163 173 224

Quarter ended ("current quarter")

30 September 2023

Consolidated statement of cash flows		Current quarter \$A'000	Year to date \$A'000
1.	Cash flows from operating activities		
1.1	Receipts from customers	-	-
1.2	Payments for		
	(a) exploration & evaluation	-	-
	(b) development	-	-
	(c) production	-	-
	(d) staff costs, directors' fees and consultant costs	(80)	(80)
	(e) administration and corporate costs	(274)	(274)
1.3	Dividends received (see note 3)	-	-
1.4	Interest received	36	36
1.5	Interest and other costs of finance paid	-	-
1.6	Income taxes paid	-	-
1.7	Government grants and tax incentives	-	-
1.8	Other (IPO fees)	-	-
1.9	Net cash from / (used in) operating activities	(318)	(318)

2.	Cash flows from investing activities		
2.1	Payments to acquire or for:		
	(a) entities	-	-
	(b) tenements	(24)	(24)
	(c) property, plant and equipment	(3)	(3)



	(d) exploration & evaluation	(141)	(141)
	(e) investments	-	-
	(f) other non-current assets	-	-
2.2	Proceeds from the disposal of:		
	(a) entities	-	-
	(b) tenements	-	-
	(c) property, plant and equipment	-	-
	(d) investments	-	-
	(e) other non-current assets	-	-
2.3	Cash flows from loans to other entities	-	-
2.4	Dividends received (see note 3)	-	-
2.5	Other	-	-
2.6	Net cash from / (used in) investing activities	(168)	(168)

3.	Cash flows from financing activities		
3.1	Proceeds from issues of equity securities (excluding convertible debt securities)	-	-
3.2	Proceeds from issue of convertible debt securities	-	-
3.3	Proceeds from exercise of options	-	-
3.4	Transaction costs related to issues of equity securities or convertible debt securities	-	-
3.5	Proceeds from borrowings	-	-
3.6	Repayment of borrowings	-	-
3.7	Transaction costs related to loans and borrowings	-	-
3.8	Dividends paid	-	-
3.9	Other (provide details if material)	-	-
3.10	Net cash from / (used in) financing activities	-	-
4.	Net increase / (decrease) in cash and cash equivalents for the period		
4.1	Cash and cash equivalents at beginning of period	3,179	3,179
4.2	Net cash from / (used in) operating activities (item 1.9 above)	(318)	(318)

4.3	Net cash from / (used in) investing activities (item 2.6 above)	(168)	(168)
4.4	Net cash from / (used in) financing activities (item 3.10 above)	-	-
4.5	Effect of movement in exchange rates on cash held	-	-
4.6	Cash and cash equivalents at end of period	2,693	2,693

5.	Reconciliation of cash and cash equivalents at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	Current quarter \$A'000	Previous quarter \$A'000
5.1	Bank balances	80	10
5.2	Call deposits	109	169
5.3	Bank overdrafts	-	-
5.4	Other (Term deposits)	2,504	3,000
5.5	Cash and cash equivalents at end of quarter (should equal item 4.6 above)	2,693	3,179

6.	Payments to related parties of the entity and their associates	Current quarter \$A'000
6.1	Aggregate amount of payments to related parties and their associates included in item 1	80
6.2	Aggregate amount of payments to related parties and their associates included in item 2	-

Note: if any amounts are shown in items 6.1 or 6.2, your quarterly activity report must include a description of, and an explanation for, such payments.



7. Financing facilities	Total facility amount at quarter end \$A'000	Amount drawn at quarter end \$A'000
<i>Note: the term "facility" includes all forms of financing arrangements available to the entity.</i>		
<i>Add notes as necessary for an understanding of the sources of finance available to the entity.</i>		
7.1 Loan facilities	-	-
7.2 Credit standby arrangements	-	-
7.3 Other (please specify)	-	-
7.4 Total financing facilities	-	-
7.5 Unused financing facilities available at quarter end		-
7.6 Include in the box below a description of each facility above, including the lender, interest rate, maturity date and whether it is secured or unsecured. If any additional financing facilities have been entered into or are proposed to be entered into after quarter end, include a note providing details of those facilities as well.		

8. Estimated cash available for future operating activities	\$A'000
8.1 Net cash from / (used in) operating activities (item 1.9)	(318)
8.2 (Payments for exploration & evaluation classified as investing activities) (item 2.1(d))	(141)
8.3 Total relevant outgoings (item 8.1 + item 8.2)	(459)
8.4 Cash and cash equivalents at quarter end (item 4.6)	2,693
8.5 Unused finance facilities available at quarter end (item 7.5)	-
8.6 Total available funding (item 8.4 + item 8.5)	2,693
8.7 Estimated quarters of funding available (item 8.6 divided by item 8.3)	5.8
<i>Note: if the entity has reported positive relevant outgoings (ie a net cash inflow) in item 8.3, answer item 8.7 as "N/A". Otherwise, a figure for the estimated quarters of funding available must be included in item 8.7.</i>	
8.8 If item 8.7 is less than 2 quarters, please provide answers to the following questions:	
8.8.1 Does the entity expect that it will continue to have the current level of net operating cash flows for the time being and, if not, why not?	
Answer: N/A	
8.8.2 Has the entity taken any steps, or does it propose to take any steps, to raise further cash to fund its operations and, if so, what are those steps and how likely does it believe that they will be successful?	
Answer: N/A	

8.8.3 Does the entity expect to be able to continue its operations and to meet its business objectives and, if so, on what basis?

Answer: N/A

Note: where item 8.7 is less than 2 quarters, all of questions 8.8.1, 8.8.2 and 8.8.3 above must be answered.

Compliance Statement

1. This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.
2. This statement gives a true and fair view of the matters disclosed.

Date: 31 October 2023

Authorised by the Board of Allup Silica Limited

Notes

1. This quarterly cash flow report and the accompanying activity report provide a basis for informing the market about the entity's activities for the past quarter, how they have been financed and the effect this has had on its cash position. An entity that wishes to disclose additional information over and above the minimum required under the Listing Rules is encouraged to do so.
2. If this quarterly cash flow report has been prepared in accordance with Australian Accounting Standards, 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. If this quarterly cash flow report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standards apply to this report.
3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.
4. If this report has been authorised for release to the market by your board of directors, you can insert here: "By the board". If it has been authorised for release to the market by a committee of your board of directors, you can insert here: "By the [name of board committee – eg Audit and Risk Committee]". If it has been authorised for release to the market by a disclosure committee, you can insert here: "By the Disclosure Committee".
5. If this report has been authorised for release to the market by your board of directors and you wish to hold yourself out as complying with recommendation 4.2 of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*, the board should have received a declaration from its CEO and CFO that, in their opinion, the financial records of the entity have been properly maintained, that this report complies with the appropriate accounting standards and gives a true and fair view of the cash flows of the entity, and that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.