GOLDEN GATE PETROLEUM LTD

Quarterly Activities Report

For the three months ended 31 March 2013

COMPANY INFORMATION

Golden Gate Petroleum Ltd

ABN 34 090 074 785

COMPANY DIRECTORS

Steve Graves – Executive Chairman

Chris Porter - Director

Rob Oliver - Director

MANAGEMENT

Chris Ritchie – CFO / Co Sec

STOCK EXCHANGE LISTING

Australian Stock Exchange

ASX Code: GGP

Current Shares on Issue: 3,751,449,801

Market Capitalization as at 29 April 2013 based on a share price of $0.003 AUD $11.3 million

CURRENT PROJECTS

Permian Project

Napoleonville

Bow Tie West

Acadia

Goliad

www.ggpl.com.au

Photos of Haliburton frac crew at SRH-5H

Highlights

Reserves Study

* 5.0 million BOE P1 & P2 of Reserves from Spraberry-Dean formation in Permian project leaseholds.

Permian Project

* SRH-5H fracture stimulation completed, well expected to be placed on production in May – June 2013.

* SRH – 1 well returned to production on April 21 2013 and the SRH-2 well expected to return to production in early May 2013.

Eagle Ford Project

* 10% Working Interest sold for US$1.7 million.

Corporate

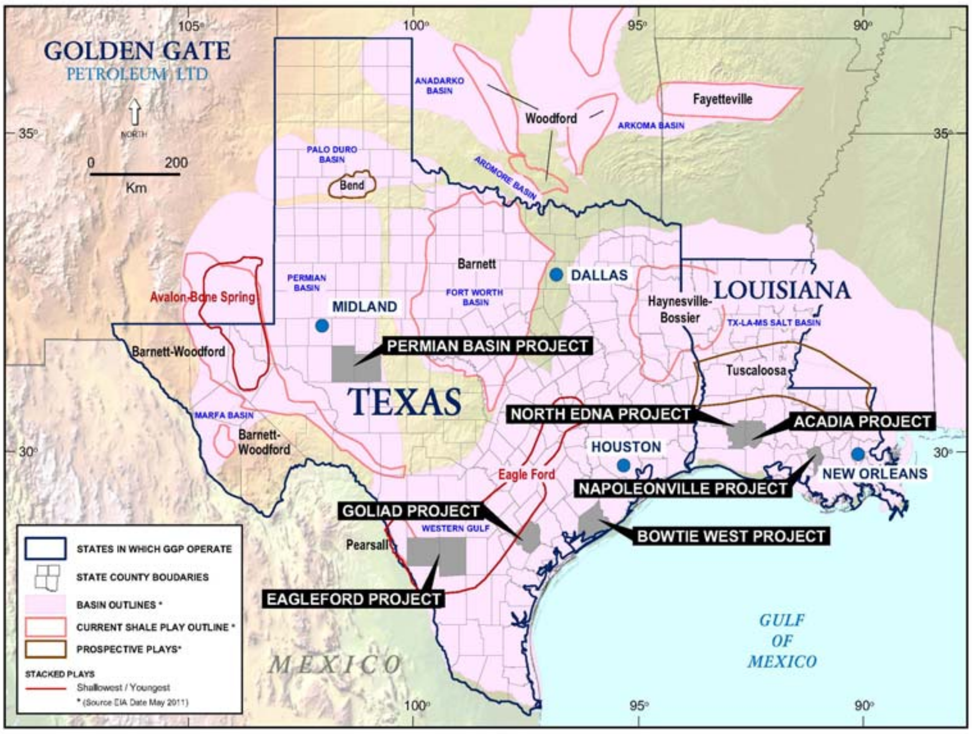
* Cash balance as at 31 March 2013 was AU$ 1.2 million.
* Up to AU$7.5 million working capital finding facility secured
* AU$3.2 million capital raised through underwritten Entitlement Issue.

Production for the Quarter

	Total Production		GGP Share	
Well	**Oil BBL**	**Gas MCF**	**Oil BBL**	**Gas MCF**
Permian Project – SRH #1	-	-	-	-
Permian Project – SRH #2	-	-	-	-
Permian Project – SRH #3	1,574	7,530	1,574	7,530
Permian Project – SRH #4	2,265	9,120	2,265	9,120
Dugas & Leblanc #3	14,277	22,998	2,142	3,450
Sugar Valley #1	1,099	92,413	132	11,090
Total	19,215	132,061	6,113	31,190

During the quarter the Company's estimated gross share of production was 6,113 barrels of oil and 31,190 million cubic feet of gas. At current oil and gas prices net revenue to the Company is estimated at US$225,000 per month.

Project Location Map



Reserve Studies

On 9 January 2013, the Company released an independent reserve report for the Permian project.

The report attributes over **5.0 million** barrels of oil equivalent (BOE) from P1 and P2 reserves to the Permian leasehold assets currently held in Reagan and Irion Counties, Texas. These reserves have been identified as part of the Spraberry-Dean formation in the areas where GGP holds the rights to this formation.

The reserves report was prepared by MHA Petroleum Consultants, LLC (MHA), Denver, Colorado. In addition to the P1 and P2 reserves identified in the Spraberry-Dean formation, MHA also identified Contingent Resources of **10.8 million** BOE from only one of three identified intervals/benches in the Wolfcamp formation with each considered by GGP to have similar potential plus one interval in the Cline formation.

The reserves report included projected income data from the estimated net reserve and contingent resources. On a 10% discounted net cash flow basis, US$69.1 million was attributed to Proved (P1) and Probable (P2) reserves and US$127.1 million from Contingent Resources. The economics used NYMEX oil and gas price projections plus cost estimates confirmed to be realistic by MHA.

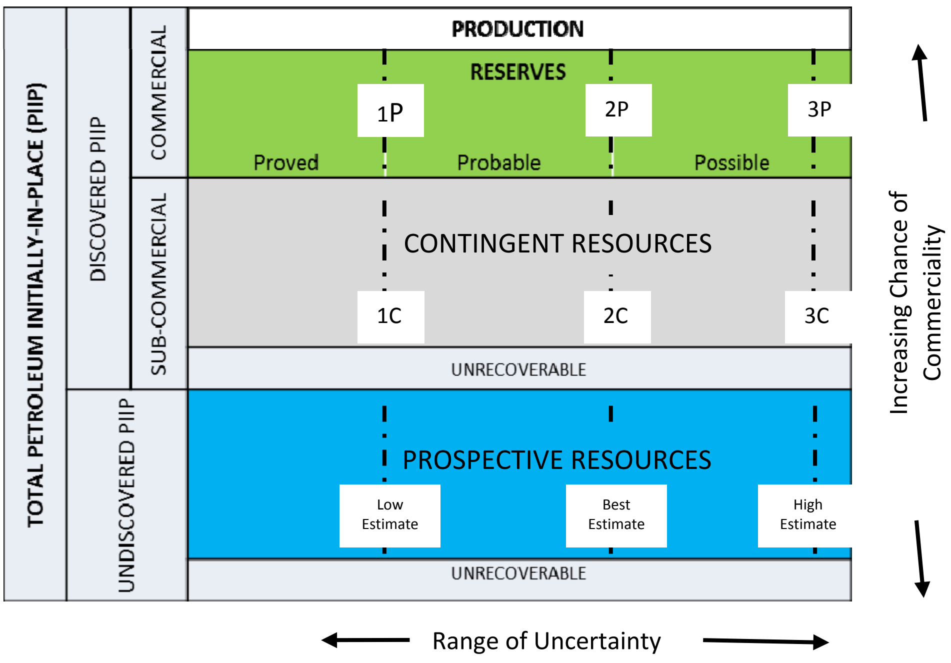
The reserves report was based on production performance analysis within the general area of the Company's holding. In the current leasehold area, a vertical well exploitation program, using forty (40) acre spacing, was assumed for the Spraberry-Dean reservoir. The anticipated field development plan included four (4) wells drilled by the Company with existing Proved Developed reserves, twenty-seven (27) Proven Undeveloped reserves locations, and thirteen (13) Probable reserves locations. While the reserve report assumed 40 acre spacing, it also noted that some regional operators have started to develop the Spraberry-Dean formation on twenty (20) acre spacing which may add incremental reserves associated with the higher density spacing.

Reserve Studies (Continued)

Golden Gate Petroleum Ltd ***Reagan and Irion Counties, Texas – Assets of Interest*** Estimated Net Reserves, Contingent Resources and Income Data			
Category		Reserves Net Remaining Reserves (MBOE)	Income Data Discounted Net Cash Flow @ 10% US$ million
Spraberry-Dean Formation	Proved Developed	268.4	7.18
	Proved Undeveloped	2,999.2	38.59
	Total Proved	**3,267.6**	**45.77**
	Probable	1,771.8	23.29
	Total Proved + Probable	**5,039.4**	**69.06**
Wolfcamp Formation	**Contingent Resources**	**10,790.4**	**127.15**

Reserves in this report were assigned on the basis of the Petroleum Resources Management System ("PRMS") definitions published by the Society of Petroleum Engineers (www.spe.org). These definitions are generally accepted as standard in the U.S. oil and gas industry, and this report follows these guidelines for categorizing reserves.

The relative uncertainty of reserves is characterized by reference to deterministic categories – proved, P1 ("much more likely than not"); probable, P2 ("as likely than not"); and possible, P3 ("possible, but not likely") – or in probabilistic terms. If probabilistic methods are used, there should be at least a ninety percent (90%) probability that the quantities of proved reserves actually recovered will equal or exceed the estimate. For probable and possible reserves, the exceedance probabilities are fifty percent (50%) for probable and ten percent (10%) for possible reserves.



On 1 February 2013, the Company announced that a further reserve report with proved (P1) and probable (P2) reserves had been completed by MHA Petroleum Consultants LLC ("MHA") for the Bowtie, Cutlass and Acadia projects.

The report attributes approximately 1.0 million barrels of oil equivalent (BOE) from P1 and P2 reserves to the three projects for GGP's working interests held in each. In addition, the reserve report includes projected income data from the estimated net reserves. On a 10% discounted net cash flow basis, approximately $US10.8 million is attributed to proved (P1) and probable (P2) reserves.

The total reported position for the Company was then 6.0 million BOE from P1 andP2 reserves plus 10.8 million BOE of contingent resources. On a discounted net cash flow basis these combined amounts total over US$205 million.

Subsequent to the release of the reports the Company has sold it working interest in the Cutlass Project.

The total amount of reported reserves and contingent resources excluding the Cutlass project are:

	Permian	**Bowtie**	**Acadia**	**Total**
1P Reserves				
Net Oil (MBbls)	1,867.2	1.2	53.5	1,921.9
Net Gas (MMCF)	8,402.4	91.6	535.4	9,029.4
Total 1P Reserves (MBOE)	3,267.6	16.4	142.8	3,426.8
PV10 (US$MM)	45.8	0.2	2.4	48.4
2P Reserves				
Net Oil (MBbls)	1,012.4	3.7	67.7	1,083.8
Net Gas (MMCF)	4,555.8	287.9	676.5	5,520.2
Total 2P Reserves (MBOE)	1,771.8	51.7	180.4	2,003.9
PV10 (US$MM)	23.3	0.3	3.3	26.9
Contingent Resources				
Net Oil (Mmbls)	7,193.6	-	-	7,193.6
Net Gas (MMCF)	21,580.7	-	-	21,580.7
Total Cont Resources (MBOE)	10,790.4	-	-	10,790.4
PV10 (US$MM)	127.2	-	-	127.2

These reserve figures were based on production performance analysis within the general area of the Company's holdings.

Permian Project

Reagan and Irion Counties, Texas, Operator 100% WI

The Company has extended the key leases in the Permian project through to 30 June 2013. This extension involves the leases where we have recorded all reserves plus the lease surrounding our current five wells. Prior to 30 June 2013, the Company expects to drill a vertical and horizontal well on these leases subject to funding constraints. The extended leases can be maintained indefinitely through a continuous drilling program or the right to a further 120 day extension with the lessor's consent.

The leases that were not renewed were primarily in Irion County where neither geologic nor technical work had been conducted, given the higher priority placed on the Reagan County leases. Overall the Company has retained 5,092 acres and the sections where the Company believes the most potential lies and consequently the project is more balanced to our capabilities to effectively develop its potential.

There have been no material developments during the quarter (and up to the date of this report) in regard to the Page / Petro Raider legal actions other than the Company commencing a tortious interference claim against Mr. Page and Petro Raider.

SRH-5H well

On 1 April 2013 Haliburton commenced the hydraulic fracturing of the SRH 5H well. On 15 April 2013 the Company announced that the hydraulic fracturing in the "A" bench of the Wolfcamp interval had been completed. Plugs for each stage had been drilled out and the well was flowing frac fluid at a rate of 25 to 30 barrels per hour.
The frac program had been delayed due to the severe weather conditions encountered in the project area.

The hydraulic fracturing of the SRH-5H well used 66,000 barrels of frac fluid and put away 1.865 million pounds of sand across all stages. The first stage, a single cluster toe stage was the only stage where overall plan limits were not achieved. All other stages achieved very good results. By 22 April 2013 over 5,000 barrels of frac fluid had flowed back on its own without a pumping unit.

As of 25 April 2013, the SRH well continued to flow on its own. Other wells in the immediate area that were frac'd with slick water are reported to have stopped flowing within three to four days after flowback was initiated. The SRH-5H had flowed for twelve days since the end of the fracture stimulation work and finally tapered off to around 40BPD from initial rates of 40BPH. The Company plans to move forward with the installation of pumping equipment within the next few days to start moving frac water off at the rate of 800BPD. A final clean out check with coil tubing was run on 25 April 2013 and 10ppg brine water was introduced into the wellbore via the coil tubing.

Haliburton reports recoveries of up to 40-50% of frac volume prior to hydrocarbon breakthrough with the use of Perm Stim frac fluid. This is one of the benefits of Perm Stim, higher recovery of frac fluid for fewer blockages in the wellbore. Indications are that this benefit is being realized on the SRH-5H.

SRH-1 well and SRH-2 well

During the quarter, work commenced on bringing the SRH-1 and SRH-2 wells back on production. A workover rig commenced drilling out the plugs on the SRH-1 well, and after the delayed arrival of a specialty part a capillary tube was installed to inject chemicals to inhibit paraffin coming from the Cline interval.

The SRH-1 well went back on production on 21 April 2013. The initial daily flow is above 50 barrels of oil per day and 100 mcf of gas per day.

The workover rig moved to the SRH-2 well and has drilled out the plug separating the Cline interval. The installation of the capillary tubing will be completed and the well placed back on production soon.

Both wells will undergo frac combination in the Spraberry-Dean interval after sufficient production data has been gathered from the Wolfcamp / Cline intervals.

The **SRH-3 well and SRH-4 well** are on production. Total current production of the producing wells is running approximately 61 BOE per day.

Well	Qtrly Production	Cumulative Production
	BOE*	BOE*
SRH - 1	-	3,407.3
SRH - 2	-	6,202.2
SRH - 3	2,327.2	14,606.0
SRH - 4	3,176.5	11,157.6
SRH -5H	-	-
Total	**5,503.7**	**35,373.1**

*BOE converted on a 10:1 mcf/BOE ratio in order to better correspond to comparable oil revenues.

SRH-7 well & SRH-8 well

Survey work was undertaken to prepare to drill the SRH–7 and SRH-8 wells, both vertical wells on our primary lease. These wells are expected to be drilled, completed and fracture stimulated using the data compiled from the first four vertical wells. The Company's objective is to achieve the highest production levels while establishing the parameters to be used in the 40+ well locations identified in the MHA Reserves report, assuming 40 acre spacing.

Eagle Ford Shale Development

Dimmit and LaSalle Counties, Texas, Non-Operator, 10% WI

After extensive analysis of both the commercial and technical aspects of the Cutlass project, the Company announced on 19 March 2013 that it had elected to sell its 10% working interest to an existing partner in the project. The sale price was US$1.7 million less any outstanding expenses, which netted the Company US$1.632 million on 25 March 2013. The sale price represents approximately the capital spent to date on the drilling and partial completion of the project's two wells and infrastructure.

Under the Joint Operating Agreement, all existing partners in the project had the preferential right to take up their proportionate share of the working interest.

The Cutlass project has been a good opportunity to participate in an unconventional development program which diversified the Company's overall position across the Eagle Ford and Permian. From a technical standpoint, the Cutlass project remains untested due to neither of the two wells drilled having been frac'd or put on production.

The Company believed that it could achieve better outcomes in the Permian project and the proceeds of the sale of the Cutlass working interest will be used for further development of the Permian project.

Bowtie West Project

Sugar Valley #1 well, Matagorda County, Texas, Non-Operator, 12% WI

During the quarter the Sugar Valley #1 well produced a total 1,099 bbls of oil and 92,413 mcf of gas. The Company's share of production was 132 bbls of oil and 11,090 mcf of gas.

Well	Qtrly Production	Cumulative Production
	BOE^	BOE^
Sugar Valley #1	1,241	1,527.4

* Represents the Company's 12% working interest share
^BOE converted on a 10:1 mcf/BOE ratio in order to better correspond to comparable oil revenues.

Partners in the Sugar Valley #1 well are:

Company	WI
Golden Gate Petroleum Ltd	12.0%
Other Partners	88.0%

Napoleonville Project

Dugas & Leblanc #3 well, Assumption Parish, Louisiana, Non-Operator, 15% WI

During the quarter the Dugas and Leblanc #3 well produced a total of 14,277 bbls of oil and 22,998 mcf of gas. The Company's share of production was 2,142 bbls of oil and 3,450 mcf of gas.

Well	Qtrly Production	Cumulative Production
	BOE^	BOE^
Dugas & Leblanc #3	2,314.8	20,524.8

* Represents the Company's 15% working interest share

^ BOE converted on a 20:1 mcf/BOE ratio in order to better correspond to comparable oil revenues. Ratio is different from Texas projects due to the gas not possessing as rich of a liquid content.

Partners in the D&L#3 well are:

Company	WI
Grand Gulf Energy Ltd	40.2%
Golden Gate Petroleum Ltd	15.3%
Other Partners	44.5%

Hensarling #1 well, Assumption Parish, Louisiana, Non-Operator 3.99% WI

The Hensarling #1 well, reached a TVD of 12,445 feet in mid-December 2012 and ran electric logs over the Cris R IV and V sands, but was unable to locate commercial hydrocarbons. The operator then plugged off the bottom of the well and moved to testing the Cris R III and II sands (in that order).

Recently completed electric logging operations have confirmed net pay of 31 feet of pay in the Cris R II sands and 49 feet in the Cris R III sands.

The Desiree prospect covers an area of 140 acres in Assumption Parish, Louisiana and is being operated by a large US oil and gas company. The operator is the same partner that is managing the Napoleonville salt dome project.

Total drilling costs are US$ 3.6 million. GGP's share of drilling costs was funded in August 2012. The primary objectives are the Cris R II and III intervals which, based on Grand Gulf Energy's post drill estimates, resources of 952,000 bbls of oil and 0.4BCFG, representing a significant discovery.

The well has been completed and is ready for testing following completion of unitization. The unitization process is expected to be completed in May 2013.

Partners in the Hensarling #1 well are:

Company	WI
Grand Gulf Energy Ltd	35.6%
Golden Gate Petroleum Ltd	3.99%
Other Partners	60.41%

Dugas & Leblanc #1 well

Combined, insurers of the operator and the Company have paid in excess of US$20 million toward the blowout costs of the Dugas & Leblanc #1 well. The Company has paid its deductible to its own insurers and does not expect any further exposure.

North Edna Project

Walker #1 well, Jefferson David Parish, Louisiana, Non-Operator, 11.2% WI

The well was drilled and completed in the Herpin Sand as part of the North Edna project where the Company retained an 11.2% carried working interest from a farm out of the project. Electric logs were run and analysis was conducted over several weeks. The results of the analysis suggested that the target interval was not sufficiently high to the earlier well drilled in the same formation and that it was most likely wet. As a consequence the Company elected not to participate in the testing of the interval and exited the project.

All costs for this well through to logging were on a carried basis. Subsequent testing and completion work would have required payment for our working interest position including abandonment charges should testing prove unsuccessful.

Partners in the Walker #1 well are:

Company	**WI**
Golden Gate Petroleum Ltd	11.2%
Other Partners	88.8%

Fausse Point Project

TGR #1 Well, Louisiana, Operator, 18%WI

The Company has been advised by the primary working interest owner of the TGR Lands #1 well, Verus Investments Limited, “Verus”, (ASX:VIL) that they have agreed and elected to plug and abandon the well. Verus has a 72% working interest in the well and as majority owner ultimately decides all future action regarding the well.

The Company, as operator, will initiate the plug and abandonment of the well. Production tubing, some casing and production facilities including tanks and separator will be sold with the proceeds offsetting a significant portion of the cost to abandon the well.

Padre Island Project

All operations including the process of plugging and abandoning the ST212 and ST949 wells have been completed. Final removal of the site material at ST949 continues. The Texas Railroad Commission bonds have been returned. The federal authorities responsible for the Padre Island National Park as in the process of returning the remaining bonds.

Acadia Project,

Midland, Louisiana, Operator, 34% WI

The Company has acquired the rights to a 34% working interest after promote in this Louisiana based project with estimated reserves by the promoter of 446,000 bbls of oil and 4.1 billion cubic feet of gas. The Company will be the operator.

The new well will twin an abandoned well that produced for over 60 days before experiencing mechanical difficulties when oil and gas process were uneconomic in the 1980’s.

A fixed price turnkey well and completion program for US$3.0 million has been put together to drill to 11,500 feet and test the Camerina and Marg 7 targets. One well should drain the structure.

Subject to financial constraints, the Company’s participation in the Acadia project is expected to commence drilling operations in mid- 2013.

Partners in the Acadia Project are:

Company	**WI**
Golden Gate Petroleum Ltd	34%
Other Partners	66%

Goliad Project

Goliad County, Texas, Operator, 25% WI

The Company announced in August 2012 that it had acquired the rights to a 25% working interest in a project covering 752.02 acres in Goliad County, Texas. The acreage is immediately up-dip and adjacent to two vertical wells drilled and completed in 2008 which tested approximately 1.5 million cubic feet of gas per day and 450 barrels per day of condensate pre-frac.

Initially two wells will be drilled with the possibility of subsequent development. The Upper Wilcox and 1st and 2nd Mackhank will be developed.

Wells will have a 10,800 feet vertical section, with a 2,500 feet horizontal leg that will be fracture stimulated in either the 1st or 2nd Mackhank interval, based on logging and testing the vertical section.

The first well is expected to be drilled in the first half of 2013 at a cost of approximately US$3.5 million, including project infrastructure.

Partners in the Goliad Project are:

Company	**WI**
Golden Gate Petroleum Ltd	25%
Other Partners	75%

Corporate

On 13 March 2013, the Company announced that it had secured up to AU$7.5 million in working capital funding from the Australian Special Opportunity Fund, LP, a New York-based institutional investor, managed by The Lind Partners, LLC (together “Lind”). This funding consists of an initial payment of AU$600,000, consisting of a convertible security of AU$500,000 and an AU$100,000 prepayment for an investment in the company’s ordinary shares. Lind will further invest from AU$100,000 to AU$300,000 (subject to mutual agreement) per month, in monthly share subscriptions, over the next two years.

The Convertible security with a face value of AU$550,000 has a zero percent interest rate and can be converted at any time through to 13 March 2015 but not prior to 13 July 2013.

The issue of shares and the conversion of the convertible security will be at 90% of the average of the 3 daily VWAP’s during a specified period prior to the issuance of conversion as selected by Lind.

On 15 March 2013, the Company announced that the underwritten amount of the Entitlement Offer had been completed and that the Company had raised a total of AU$3.2 million through the issue of 702,320,393 fully paid ordinary shares in the Company.

During the quarter (and through to the date of this report) the following convertible notes were converted or redeemed.

Convertible Notes	Opening Balance	Converted	Redeemed	Closing Balance
Series 1	12,200,000	(200,000)	-	12,000,000
Series 2	18,600,000	(1,600,000)	(2,120,000)	14,880,000
Series 3	33,600,000	(7,000,000)	-	26,600,000

The cash balance as at 31 March 2013 was AU$1.2 million.

For further information contact:

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Chief Financial Officer
Phone: +61 3 9349 1488
Email: investor.relations@ggpl.com.au

Golden Gate Petroleum Limited (ASX:GGP) is an ASX listed company focused on the exploration and development of oil and gas projects in the Gulf States of the United States of America.

Competent Persons Statement:

The information in this report has been reviewed and signed off by Mr. George Placke, Petroleum Engineer, with over 30 years of experience within the oil and gas sector and an extended background in Texas and the Permian Basin.

The reserves figures used in this report have been compiled by the staff of MHA Petroleum Consultants, LLC, including Timothy L. Hower, BS (Petroleum Engineering), MS (Petroleum Engineering), CEO of MHA Petroleum Consultants, LLC and Julianna Sipeki, BS (Metallurgy and Materials). Mr. Hower and Ms. Sipeki are not employees of Golden Gate Petroleum Limited and consent to the inclusion in this report of these reserve figures in the form and context in which they appear.

Forward Looking Statements

This announcement contains forward looking statements that are subject to risk factors associated with oil and gas businesses. It is believed that the expectations reflected in these statements are reasonable but they may be affected by a variety of variables and changes in underlying assumptions which could cause actual results or trends to differ materially, including but not limited to: price fluctuations, actual demand, currency fluctuations, drilling and production results, reserve estimates, loss of market, industry competition, environmental risks, physical risks, legislative, fiscal and regulatory developments, economic and financial market conditions in various countries and regions, political risks, project delay or advancement, approvals and cost estimates.

31Rule 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.

Name of entity

Golden Gate Petroleum Ltd

ABN	Quarter ended ("current quarter")
34 090 074 785	31 March 2013

Consolidated statement of cash flows

	Cash flows related to operating activities	Current quarter $A'000	Year to date $A'000
1.1	Receipts from product sales and related debtors	326	1,477
1.2	Payments for		
	• exploration and evaluation	0	(210)
	• development	(3,970)	(6,579)
	• production	(349)	(1,672)
	• administration	(807)	(2,196)
1.3	Dividends received		
1.4	Interest and other items of a similar nature received	0	1
1.5	Interest and other costs of finance paid	(47)	(189)
1.6	Income taxes paid		
1.7	JV Trust Accounts	0	65
	Net Operating Cash Flows	(4,847)	(9,303)
	Cash flows related to investing activities		
1.8	Payment for purchases of:		
	• prospects	0	(678)
	• equity investments		
	• other fixed assets	0	(10)
1.9	Proceeds from sale of:		
	• Project asset	1,572	2,204
	• equity investments		
	• other fixed assets		
1.10	Loans from other entities		
1.11	Refunds/(Payments) of Security Deposits	0	65
	Net investing cash flows	1,572	1,671
1.13	Total operating and investing cash flows	(3,275)	(7,632)

+ See chapter 19 for defined terms.

1.13	Total operating and investing cash flows (carried forward)	(3,275)	(7,632)
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares, options, etc.	3,331	3,331
1.15	Costs of the Issue	(246)	(560)
1.16	Proceeds from borrowings	500	3,080
1.17	Repayment of borrowings	(106)	(106)
1.18	Dividends paid		
1.19	Other (provide details if material)		
	Net financing cash flows	3,479	5,745
	Net increase (decrease) in cash held	204	(1,887)
1.20	Cash at beginning of quarter/year to date	965	3,035
1.21	Exchange rate adjustments to item 1.20	(3)	18
1.22	**Cash at end of quarter**	1,166	1,166

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	148
1.24	Aggregate amount of loans to the parties included in item 1.10	-

1.25 Explanation necessary for an understanding of the transactions

Payments include consulting fees and directors fees, office rental, travel reimbursements and provision of administration and accounting staff.

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

6,280,000 convertible notes, with a face value of $314,000 were converted into ordinary shares

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

Nil

Financing facilities available

		Amount available $A'000	Amount used $A'000
3.1	Loan facilities	0	0
3.2	Credit standby arrangements	0	0

The Company has entered into an agreement with an Equity Funding investor with access to working capital of up to AU$7.5 million through until 19 March 2015. As at 31 March 2013 the Company had drawdown AU$600,000.

Estimated cash outflows for next quarter

		$A'000
4.1	Exploration and evaluation	0
4.2	Development	615
4.3	Production	190
4.4	Administration	600
	Total	1,405

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	1,166	965
5.2	Deposits at call	-	-
5.3	Bank overdraft	-	-
5.4	Other (provide details)	-	-
	Total: cash at end of quarter (item 1.22)	1,166	965

+ 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	Permian Project Eagle Ford Project		8,806 acres 10% WI	5,092 acres 0% WI
6.2	Interests in mining tenements acquired or increased				

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**				
7.2	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions				
7.3	**+Ordinary securities**	3,648,902,033	3,648,902,033		
7.4	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs	847,620,463	847,620,463		

+ See chapter 19 for defined terms.

7.5	+Convertible debt securities (description)	Number	+Class	**Conversion $**	**Maturity**
	Face value of $0.05 but can convert at (Series 1 & 2) 85% of 10 day VWAP prior to maturity, (Series 3 90% of 5 day VWAP).	12,000,000 16,200,000 27,800,000	Series 1 Series 2 Series 3	$0.05 $0.05 $0.05	30 June 2013 31 December 2013 30 September 2014
	Conversion at 90% of the average of 3 VWAPS over a specified period.	1	Convertible Security Face Value $550,000		19 March 2015
7.6	Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted or redeemed	200,000 2,400,000 5,800,000	Series 1 Series 2 Series 3		
7.7	**Options** *(description and conversion factor)*	173,076,921 646,242,000 45,000,000	Listed Listed Unlisted	**Exercise price** $0.05 $0.02 $0.02	**Expiry date** 31 December 2014 31 December 2014 19 March 2016
7.8	Issued during quarter	646,242,000 45,000,000	Listed Unlisted	$0.02 $0.02	31 December 2014 19 March 2016
7.9	Exercised during quarter				
7.10	Expired during quarter				
7.11	**Debentures** *(totals only)*	0			
7.12	**Unsecured notes** *(totals only)*	0			

+ See chapter 19 for defined terms.

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.

Chris Ritchie
Chief Financial Officer
Date: 30 April 2013

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 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.