

## Appendix 5B

### Mining exploration entity and oil and gas exploration entity quarterly report

Introduced 01/07/96 Origin Appendix 8 Amended 01/07/97, 01/07/98, 30/09/01, 01/06/10, 17/12/10, 01/05/2013

Name of entity

Azonto Petroleum Limited

ABN

17 117 227 086

Quarter ended ("current quarter")

September 2014

### Consolidated statement of cash flows

Cash flows related to operating activities		Current quarter \$A'000	Year to date (9 months) \$A'000
1.1	Receipts from product sales and related debtors		
1.2	Payments for (a) exploration & evaluation (b) development (c) production (d) administration	-   (3,364)	-   (8,560)
1.3	Dividends received		
1.4	Interest and other items of a similar nature received	3	9
1.5	Interest and other costs of finance paid		
1.6	Income taxes paid	-	(110)
1.7	Other – Income from services to joint venture partner	1,992	3,552
	<b>Net Operating Cash Flows</b>	<b>(1,369)</b>	<b>(5,109)</b>
<b>Cash flows related to investing activities</b>			
1.8	Payment for purchases of: (a) prospects (b) equity investments (c) other fixed assets	64 (-) (110)	(78) (244) (230)
1.9	Proceeds from sale of: (a) prospects (b) equity investments (c) other fixed assets	-	3,430
1.10	Loans to other entities		
1.11	Loans repaid by other entities		
1.12	Other (provide details if material)		
	<b>Net investing cash flows</b>	<b>(46)</b>	<b>2,878</b>
1.13	Total operating and investing cash flows (carried forward)	<b>(1,415)</b>	<b>(2,231)</b>

+ See chapter 19 for defined terms.

## Appendix 5B

### Mining exploration entity and oil and gas exploration entity quarterly report

1.13	Total operating and investing cash flows (brought forward)	(1,415)	(2,231)
	<b>Cash flows related to financing activities</b>		
1.14	Proceeds from issues of shares, options, etc.		
1.15	Proceeds from sale of forfeited shares		
1.16	Proceeds from borrowings		
1.17	Repayment of borrowings		
1.18	Dividends paid		
1.19	Other (provide details if material)		
	<b>Net financing cash flows</b>	-	-
	<b>Net increase (decrease) in cash held</b>	(1,415)	(2,231)
1.20	Cash at beginning of quarter/year to date	8,429	9,430
1.21	Exchange rate adjustments to item 1.20	456	271
1.22	<b>Cash at end of quarter</b>	7,470	7,470

### Payments to directors of the entity, associates of the directors, related entities of the entity and associates of the related entities

		Current quarter \$A'000
1.23	Aggregate amount of payments to the parties included in item 1.2	346
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

+ See chapter 19 for defined terms.

**Appendix 5B**

**Mining exploration entity and oil and gas exploration entity quarterly report**

---

- 2.2 Details of outlays made by other entities to establish or increase their share in projects in which the reporting entity has an interest

--

### Financing facilities available

*Add notes as necessary for an understanding of the position.*

	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	346
4.2 Development	
4.3 Production	
4.4 Administration	2,206
<b>Total</b>	<b>2,552</b>

### 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	2,198	3,120
5.2 Deposits at call	5,272	5,309
5.3 Bank overdraft		
5.4 Other (provide details)		
<b>Total: cash at end of quarter (item 1.22)</b>	<b>7,470</b>	<b>8,429</b>

---

+ See chapter 19 for defined terms.

### Changes in interests in mining tenements and petroleum tenements

	Tenement reference and location	Nature of interest (note (2))	Interest at beginning of quarter	Interest at end of quarter
6.1	Interests in mining tenements and petroleum tenements relinquished, reduced or lapsed			
6.2	Interests in mining tenements and petroleum 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) (cents)	Amount paid up per security (see note 3) (cents)
7.1 <b>Preference + securities</b> - When performance hurdles met	15,000,000	-	Tranche 1 Consideration for the acquisition of CLNR Holdings	-
7.2 Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions				
7.3 <b>+Ordinary securities</b>	1,159,375,100	1,159,375,100		Fully paid
7.4 Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs	750,000	750,000	Issued pursuant to Azonto Petroleum Performance Rights Plan	Fully Paid
7.5 <b>+Convertible debt securities</b> (description)				

+ See chapter 19 for defined terms.

**Appendix 5B**

**Mining exploration entity and oil and gas exploration entity quarterly report**

7.6	Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted				
7.7	<b>Options</b> (description and conversion factor)			<i>Exercise price</i>	<i>Expiry date</i>
	- Unlisted (16)	2,900,000	-	\$0.40	28 June 2015
	- Unlisted (17)	900,000	-	\$0.60	28 June 2015
	- Unlisted (18)	9,900,000	-	\$0.25	21 July 2015
	- Unlisted (19)	900,000	-	\$0.40	28 June 2016
	- Unlisted (20)	900,000	-	\$0.60	28 June 2016
	- Unlisted (21)	900,000	-	\$0.40	28 June 2017
	- Unlisted (22)	900,000	-	\$0.60	28 June 2017
	- Unlisted (26)	750,000	-	\$0.80	1 May 2016
	- Unlisted (28)	166,666	-	\$0.80	1 August 2015
	- Unlisted (29)	833,334	-	\$0.60	7 December 2014
	- Unlisted (30)	833,334	-	\$0.80	7 December 2014
	- Unlisted (31)	666,667	-	\$0.60	15 August 2015
	- Unlisted (32)	500,000	-	\$0.43	21 December 2016
	- Unlisted (34)	7,963,409	-	\$0.50	4 April 2016
	- Unlisted (35)	7,963,408	-	\$0.50	18 April 2016
7.8	Issued during quarter				
7.9	Exercised during quarter				
7.10	Expired during quarter	250,00	-	\$0.70	31 July 2014
7.11	<b>Debentures</b> (totals only)				
7.12	<b>Unsecured notes</b> (totals only)				

## Compliance statement

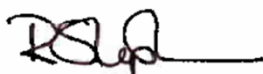
- 1 This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Act or other standards acceptable to ASX (see note 5).

## Appendix 5B

### Mining exploration entity and oil and gas exploration entity quarterly report

---

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



Sign here: ..... Date: 31 October 2014  
(Managing Director)

Print name: Robert Shepherd

## Notes

- 1 The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.
- 2 The "Nature of interest" (items 6.1 and 6.2) includes options in respect of interests in mining tenements and petroleum tenements acquired, exercised or lapsed during the reporting period. If the entity is involved in a joint venture agreement and there are conditions precedent which will change its percentage interest in a mining tenement or petroleum tenement, it should disclose the change of percentage interest and conditions precedent in the list required for items 6.1 and 6.2.
- 3 **Issued and quoted securities** The issue price and amount paid up is not required in items 7.1 and 7.3 for fully paid securities.
- 4 The definitions in, and provisions of, *AASB 6: Exploration for and Evaluation of Mineral Resources* and *AASB 107: Statement of Cash Flows* apply to this report.
- 5 **Accounting Standards** ASX will accept, for example, the use of International Financial Reporting Standards for foreign entities. If the standards used do not address a topic, the Australian standard on that topic (if any) must be complied with.

== == == == ==

---

+ See chapter 19 for defined terms.