

30 OCTOBER 2013

No. of Pages: 21

ASX CODE: ORS

Market Cap.: \$8.5m (\$0.08 p/s)

Shares on issue: 106,048,002

Cash: \$1.2m (30 September 2013)

BOARD & MANAGEMENT

Ian Gandel, Chairman

Anthony Gray, Managing Director

Bob Tolliday, Director

MAJOR SHAREHOLDERS

Alliance Resources – 20.8%

Abbotsleigh – 18.7%

JP Morgan Nominees – 8.9%

PRINCIPAL OFFICE

Octagonal Resources Limited

ABN 38 147 300 418

Suite 3, 51 – 55 City Road

Southbank VIC 3006

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QUARTERLY REPORT - FOR THE PERIOD ENDED **30 SEPTEMBER 2013**

DETAILS OF ANNOUNCEMENT

- Quarterly Activity Report for the period ending 30 September 2013 (15 pages)
- Appendix 5B for the period ending 30 September 2013 (5 pages)

For and on behalf of the Board.

Bob Tolliday

Company Secretary

OCTAGONAL RESOURCES LIMITED

Additional information relating to Octagonal and its various mining and exploration projects can be found on the Company's website:

www.octagonalresources.com.au

30 October 2013

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Quarterly Report for the period ended 30 September 2013

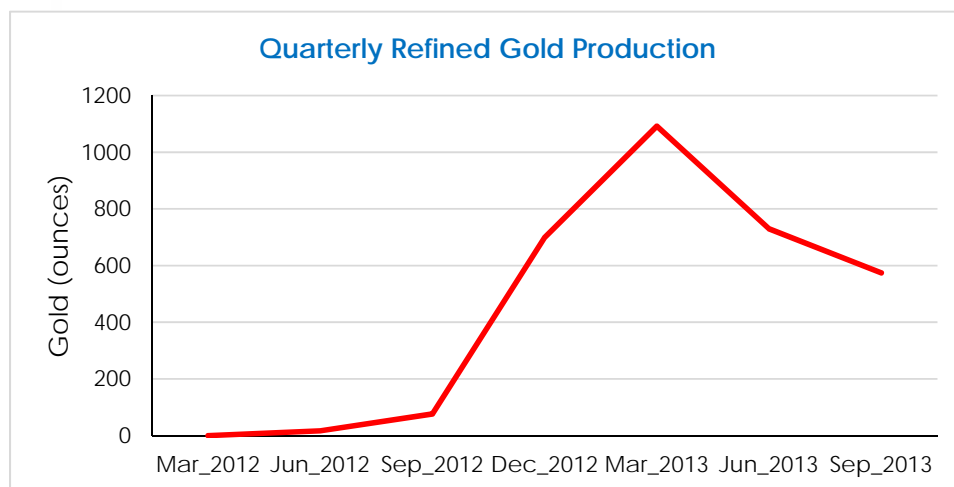
Highlights

Victoria

- ▶ **Underground mine development commenced on the Eaglehawk Reef at the Alliance South Gold Deposit (Maldon)**
- ▶ **Open pit mining at Black Reef (Wehla) identifies two adjacent exploration targets and financial modelling supports a Stage 2 pit**
- ▶ **Victorian State Government endorses application to commence open pit mining at the Pearl Croydon Deposit (Amherst). Planning Permit lodged to complete approvals process**
- ▶ **Exploration licence application lodged over the Clunes Goldfield that historically produced 1.2 million ounces of gold grading 12.6 g/t Au**

Western Australia

- ▶ **A process of tenement consolidation commenced at the Hogan's Project to retain priority exploration targets and halve annual tenement expenditure commitments**



(gold production attributed to Octagonal)

Summary

During the September quarter Octagonal's activities in Victoria focussed on gold production from processing Black Reef open pit ore, low-grade ore from the Union Hill open pit, and historic Porcupine Flat tailings while the Company completed access and commenced underground mining at the Alliance South Deposit and advanced regulatory approvals to commence open pit mining at the Pearl Croydon Deposit.

During the quarter 12,700 dry tonnes of ore and tailings was processed to recover an average gold grade of 1.6 g/t Au. Gold sales were \$829,000 from the sale of 574 ounces of gold at an average gold price of A\$1,444/oz.

Mining of the Black Reef open pit, near Wehla, concluded in July with the pit reaching 15 vertical metres depth. 1,800 tonnes of ore and 2,100 tonnes of waste was mined during the quarter, bringing the total tonnage mined between April and July to 6,800 tonnes of ore and 12,900 tonnes of waste. The average processed feed grade was 2.4 g/t Au, with 2.1 g/t Au recovered.

The improved structural understanding of the Black Reef Deposit has identified two adjacent exploration targets for drilling. Financial modelling, geotechnical mapping, and pit re-design has justified a Stage 2 pit to 28 metres depth and all regulatory approvals are in place, however mining will be delayed until the exploration targets have been drill tested.

Development of the 1100 level cross-cut from the Union Hill Decline at Maldon was complete and development south along the Eaglehawk Reef structure commenced. 31 metres of cross-cut development and 52 metres of reef development was complete during the quarter.

The 1100 level cross-cut intersected a 10.8 metre wide zone of reef and spurry veins. Development commenced on ore on the western side of the reef zone, but has reverted to the main eastern reef.

Face sample assay results include 3.1 metres grading 23.8 g/t Au. Processing of a 2,000 tonne bulk sample of underground ore commenced during October to reconcile face grades against recovered gold.

An application to commence open pit mining at the Pearl Croydon Deposit near Amherst was advanced with statutory endorsement received from the Department of Environment and Primary Industries. A Planning Permit has been lodged with the local shire, which once approved will complete the regulatory approvals process. Community engagement has commenced to inform local residents and key stakeholders of the Company's planned mining activities. Approval to commence mining is expected in early 2014.

An exploration licence application was lodged over the Clunes Goldfield in Victoria. The Clunes Goldfield has produced 1.2 million ounces of gold at an average grade of 12.6 g/t Au. As three competing applications were lodged on the same day the Company expects to be notified of the outcome of its application before the end of the year.

No exploration work was completed in Victoria or Western Australia.

A program of tenement consolidation has commenced at the Hogan's Project in Western Australia to retain the best exploration ground, conserve funds, and reduce annual tenement expenditure commitments from \$490,000pa to \$270,000pa.

Work planned for the December 2013 quarter includes:

- ▶ Reef development and mining on the 1100 level at the Alliance South Deposit (Maldon) in Victoria;
- ▶ Processing of Alliance South underground ore and historic Porcupine Flat tailings; and
- ▶ Continue to work towards obtaining regulatory approval to mine the Pearl Croydon Deposit (Amherst) in Victoria.

Safety & Environment

No medically treated injuries (MTIs) or lost time injuries (LTIs) were recorded during the reporting period.

There were no reportable environmental incidents.

Octagonal has achieved over 1,000 days (+140,000 man hours) without an MTI or LTI to staff or contractors.

Maldon Gold Operation - Victoria (100% Octagonal)

Background

The Company's Victorian operations are based at Maldon, the third largest historic primary gold producer in Central Victoria after Bendigo and Ballarat. It is here that Octagonal owns a 150,000 tonne per annum CIL gold processing plant, 245,000 ounces of inferred open pit and underground gold resources and a decline that extends to the undeveloped underground resources. Octagonal is currently underground mining at the Alliance South Deposit in Maldon and seeking regulatory approval to commence open pit mining at the Pearl Croydon Deposit near Amherst.

Operations

Union Hill Mine, Maldon (100% Octagonal)

During the quarter development of the 1100 level cross-cut was completed to access the Eaglehawk Reef in the upper area of the Alliance South Shoot and reef development commenced.

31 metres of cross-cut development and 52 metres of reef development was achieved during the quarter. Development rates have improved, but there is further room for improvement. Most of the delays in the first half of the quarter related to mechanical availability of the Atlas 104 single boom jumbo. To improve productivity a Tamrock H205D twin boom jumbo was purchased during July and commissioned in August. This machine has improved underground drill productivity by 35% and significantly reduced drilling down time. A change of explosives has also improved blast reliability and productivity.

Octagonal is developing the 1100 and 1080 levels in the upper area of the Alliance South Shoot to determine the reef grade, assess ground conditions, and determine the most appropriate mining technique for an ongoing operation (Figure 2).

Development of the 1100 level cross-cut intersected a 10.8 metre wide zone of quartz reef and spurry veins grading 1.8 g/t Au. Reef development initially commenced on the western side of the reef zone where a sample returned 1.1m @ 10.5 g/t Au. This structure died out quickly and development reverted to the eastern side of the structural zone (Figure 3).

Development is being completed using a 3.5 metre to 4.5 metre wide face to assess the grades in the main reef and spurry zone. Sludge holes are being drilled to the west to test the western extent of the spurry zone and the western reef structure. At present the most consistent face channel sampling grades have been returned from the main eastern reef and include 3.1m @ 23.8 g/t Au.

Underground mine development will continue on a single shift basis until confidence in the minable grade of the reef is established. Processing of underground ore commenced during October.

The Alliance South Deposit is hosted within the Eaglehawk Reef at the southern end of the Central Maldon Shear Zone. The deposit contains an Inferred Mineral Resources of 473,000 tonnes grading 12 g/t gold for 182,000 ounces of gold (Figure 1 and Table 1).

Deposit	Location	Estimated Gold Resource and Category								
		Measured			Indicated			Inferred		
		'000t	Au g/t	'000oz	'000t	Au g/t	'000oz	'000t	Au g/t	'000oz
Alliance South	West Zone							287	12	110
	East Zone							186	12	72
Total								473	12	182

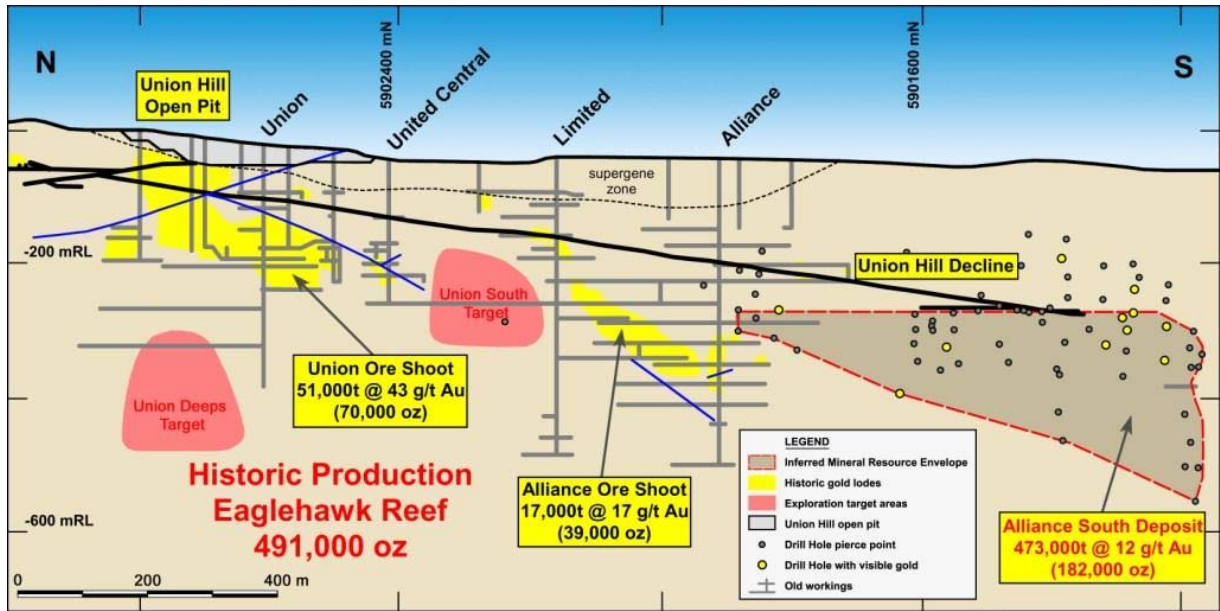


Figure 1: Eaglehawk Reef with the Union and Alliance shoots and the Alliance South Deposit

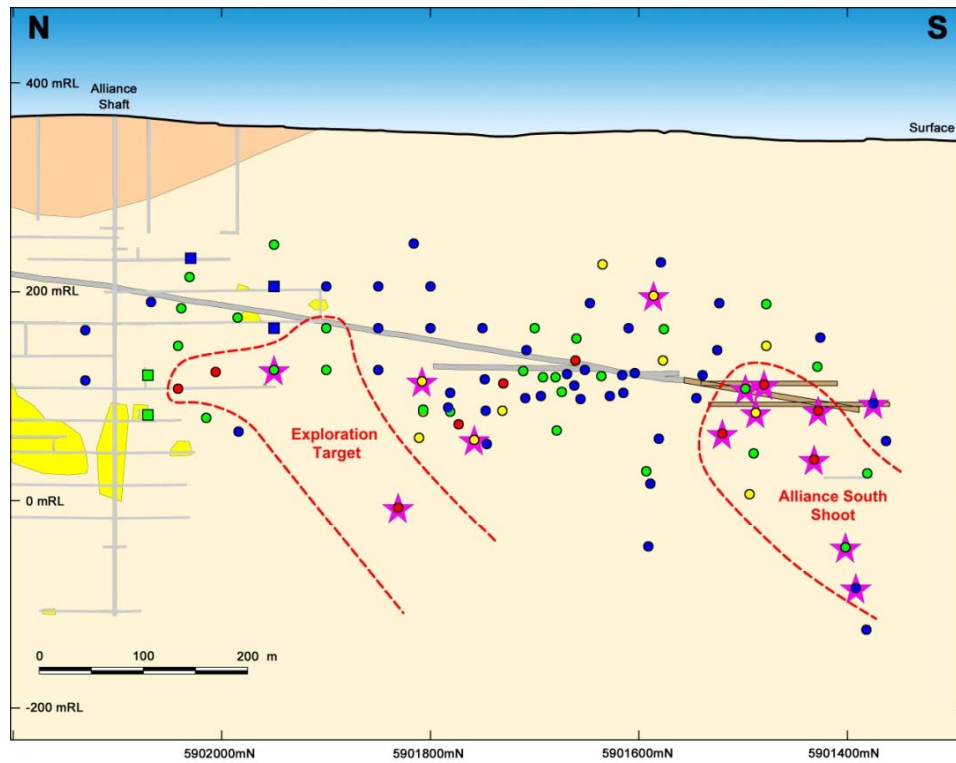


Figure 2: Eaglehawk Reef: Longsection showing position of Union Hill decline relative to the Alliance South Shoot, secondary exploration target, and planned mine development

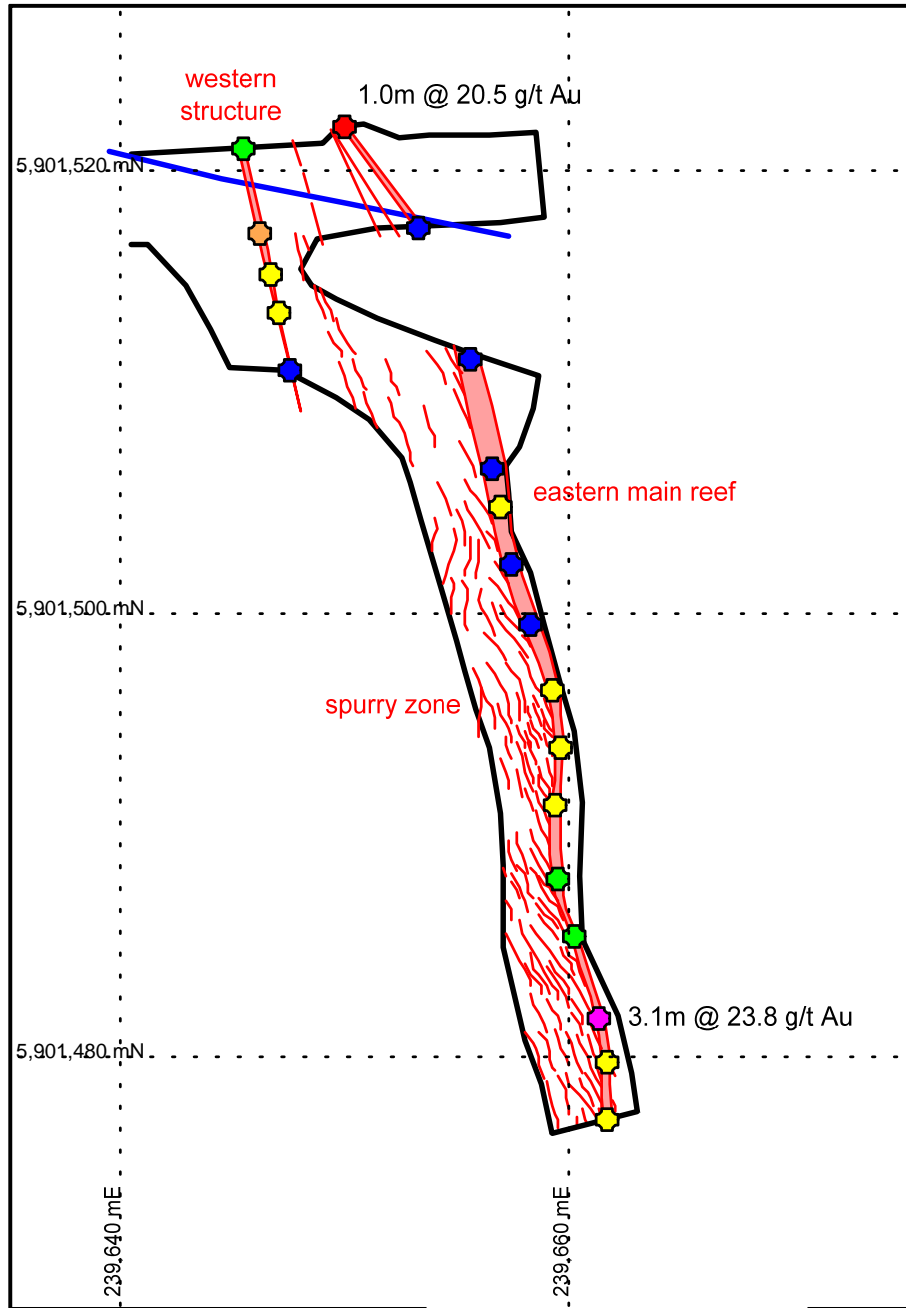


Figure 3: Plan of 1100 level cross-cut and reef development with undiluted face channel sampling results

- Legend-*
- Blue dots: no significant assay result > 1.0 g/t Au*
 - Green dots: 1 – 5 g-m Au*
 - Yellow dots: 5 – 10 g-m Au*
 - Orange dots: 10 – 20 g-m Au*
 - Red dots: 20 – 50 g-m Au*
 - Purple dots: > 50 g-m Au*
- Red lines: quartz reef and spurry veins*

Black Reef Mine, Wehla (100% Octagonal)

Open pit mining at Black Reef, near Wehla, concluded during July with the pit reaching 15 vertical metres depth. 1,800 tonnes of ore and 2,100 tonnes of waste was mined during the quarter, bringing the total tonnage mined between April and July to 6,800 tonnes of ore and 12,900 tonnes of waste.

The objective of this mining was to better understand the structural controls and “nugget effect” on the distribution of gold within the Wehla Goldfield to help with the interpretation of drilling results and hopefully justify a larger open pit mining operation in the area.

The majority of ore mined consisted of stope fill and moderate east-dipping spurry quartz veins as most of the main gold-bearing quartz reef had been removed during historic mining. This resulted in a lack of high-grade nuggetty ore in mining, but a significantly improved waste to ore ratio of 2:1 (compared with expected 8:1).

The extent of historic mining was not well recognised in reverse circulation (“RC”) drilling completed prior to mining (in 2011) because the voids have been back-filled with low-grade material (grading between 1g/t and 2g/t Au). The extent and grade of spurry veins was also not recognised in the drilling because the holes were oriented -60 degrees to the east to target the main steep west-dipping quartz reef and the spurry veins dip sub-parallel to this drilling.

Mining has significantly improved the Company’s understanding of the structural controls on the distribution of gold in the Wehla Goldfield, however as much of the main gold-bearing quartz reef was removed by historic mining there was little evidence of nuggetty gold, both visually and in the grade control sampling.

Grade control trench sampling completed over one metre intervals on 5 metre spaced traverses and two metre high fitches indicated that the ore mined averaged 2.1 g/t Au and has reconciled very well with milling data that returned an average processed feed grade of 2.4 g/t Au from 6,400 dry tonnes processed to recover an average gold grade of 2.1 g/t Au (with an extraction efficiency of 88%).

The improved understanding of the structural controls on the distribution of gold at Black Reef has allowed for better interpretation of surface geological mapping and resulted in the identification of two near-mine exploration targets in similar structural positions to the Black Reef pit. The first of these exploration targets is located 100 metres to the south of the open pit and has not been tested by drilling, whereas the second target is located 60 metres to the north of the open pit and has been partially tested by one RC hole BRRC33 that returned 8 metres grading 1.6 g/t Au from 10 metres, including 1 metre grading 7.7 g/t Au from 10 metres.

A review of mining costs and grade reconciliation from the Stage 1 open pit has determined that a Stage 2 open pit to 28 metres depth is commercially viable, with the potential to mine 5,000 tonnes of ore at similar (if not slightly improved) grade to the Stage 1 pit.

The Stage 2 pit has been redesigned, following geotechnical mapping of the Stage 1 pit, and only requires a minor cut back to the eastern wall of the Stage 1 pit (Figure 4). The overall site footprint is substantially the same as for the Stage 1 pit and waste dump. All regulatory approvals are in place for the Stage 2 pit, however as the exploration targets identified at the northern and southern ends of the Stage 1 pit could result in a larger open pit mining operation at Black Reef, Octagonal has delayed the recommencement of mining until these targets have been drill tested.



Black Reef Stage 1 open pit mined to 15 metres depth (view north)

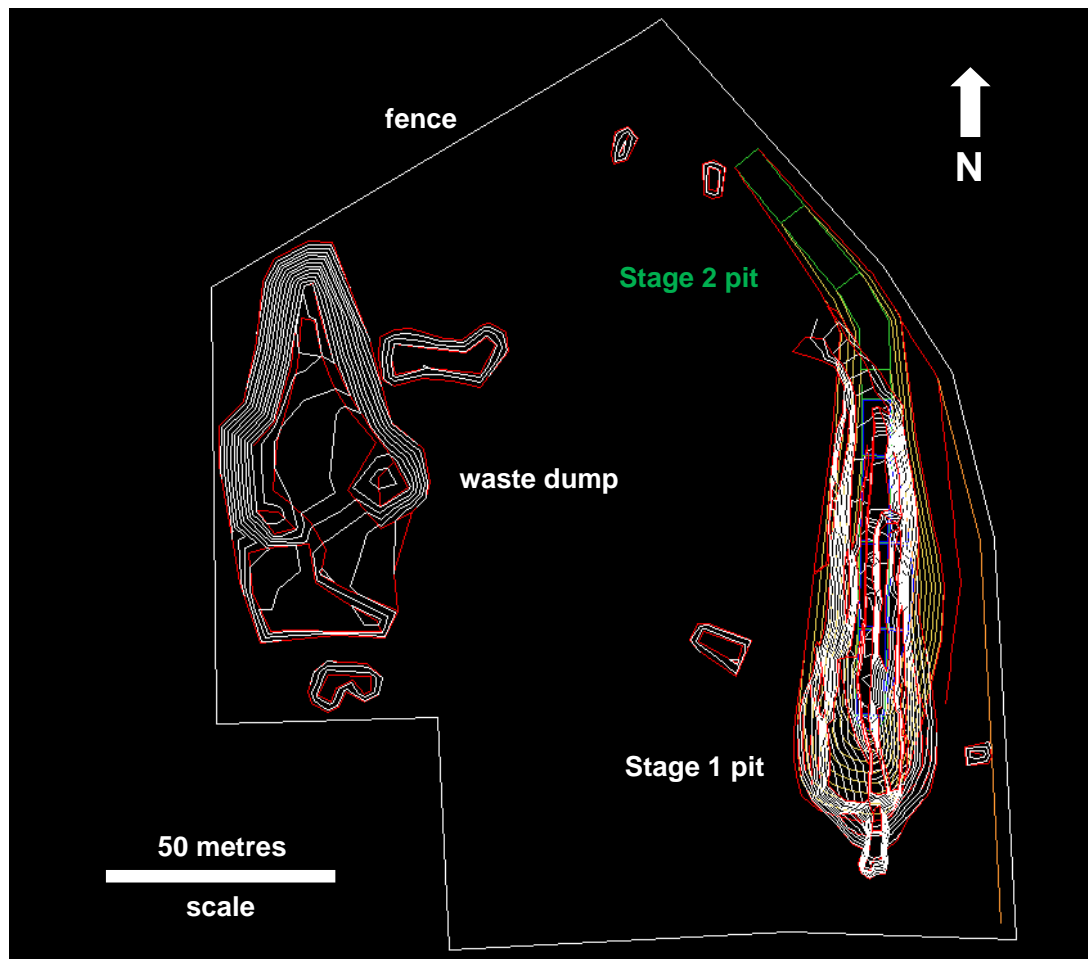


Figure 4. Site plan of Black Reef Stage 2 open pit design

Porcupine Flat Gold Processing Plant, Maldon (100% Octagonal)

Processing of ore from the Black Reef open pit concluded during July. As no ore was available for processing from third party sources and mining at Alliance South had not intersected the Eaglehawk Reef mill feed reverted to a combination of Union Hill Pit low-grade ore and Porcupine Flat historic tailings.

12,700 dry tonnes of ore was processed during the quarter to recover 1.6 g/t Au. This recovered gold grade was supported by the parcel of Black Reef ore which consisted of 2,700 tonnes grading 2.5 g/t Au.

574 ounces of refined gold was produced and sold achieving an average gold price of A\$1,444/oz.

Ore sources scheduled for processing during the December quarter will consist of Alliance South underground and Porcupine Flat historic tailings.

The ore processing agreement with the owners of the A1 Gold Mine was terminated by mutual consent in September. Only 5,000 tonnes of ore was delivered to Maldon for processing under this agreement in 2012.

Octagonal is focussed on bringing the Pearl Croydon Deposit into production as quickly as possible to supplement underground ore from the Alliance South Deposit. The Company expects to receive regulatory approval to commence mining at Pearl Croydon in early 2014.



Low-grade ore mined from the Union Hill open pit

Pearl Croydon (100% Octagonal)

The Pearl Croydon Gold Deposit is located on a granted mining licence 40 kilometres southwest of the Company's Porcupine Flat gold processing plant at Maldon and contains an Inferred Mineral Resource of 570,000 tonnes grading 2.9 g/t Au for 53,000 ounces of gold (Figure 5 and Table 2).

During February 2013 a conceptual open pit optimisation study completed on the deposit revealed that there is the potential to develop up to eight open pits in the area (Figure 6), ranging in depth between 30 and 60 metres to mine between 135,000 and 219,000 tonnes of ore grading between 3.7 and 4.9 g/t Au to produce between 15,100 and 32,300 ounces of gold and a cash surplus of between \$6.9 and \$20.1 million (Table 3).

Deposit	Reef	Resource Category	Tonnes	Gold Grade (g/t)	Gold (ounces)
Pearl Croydon North	West Reef	Inferred	142,444	2.3	10,702
	Central Reef	Inferred	293,010	2.4	22,812
	East Reef	Inferred	20,072	4.6	2,949
	Sub Total	Inferred	455,526	2.5	36,463
London Hill	Main Reef	Inferred	49,612	4.4	6,957
	Hanging wall Reef	Inferred	27,515	4.1	3,665
	Sub Total	Inferred	77,128	4.3	10,622
Mullocky	West Reef	Inferred	13,693	2.7	1,188
	East Reef	Inferred	24,212	6.5	5,091
	Sub Total	Inferred	37,905	5.2	6,278
TOTAL		Inferred	570,559	2.9	53,364

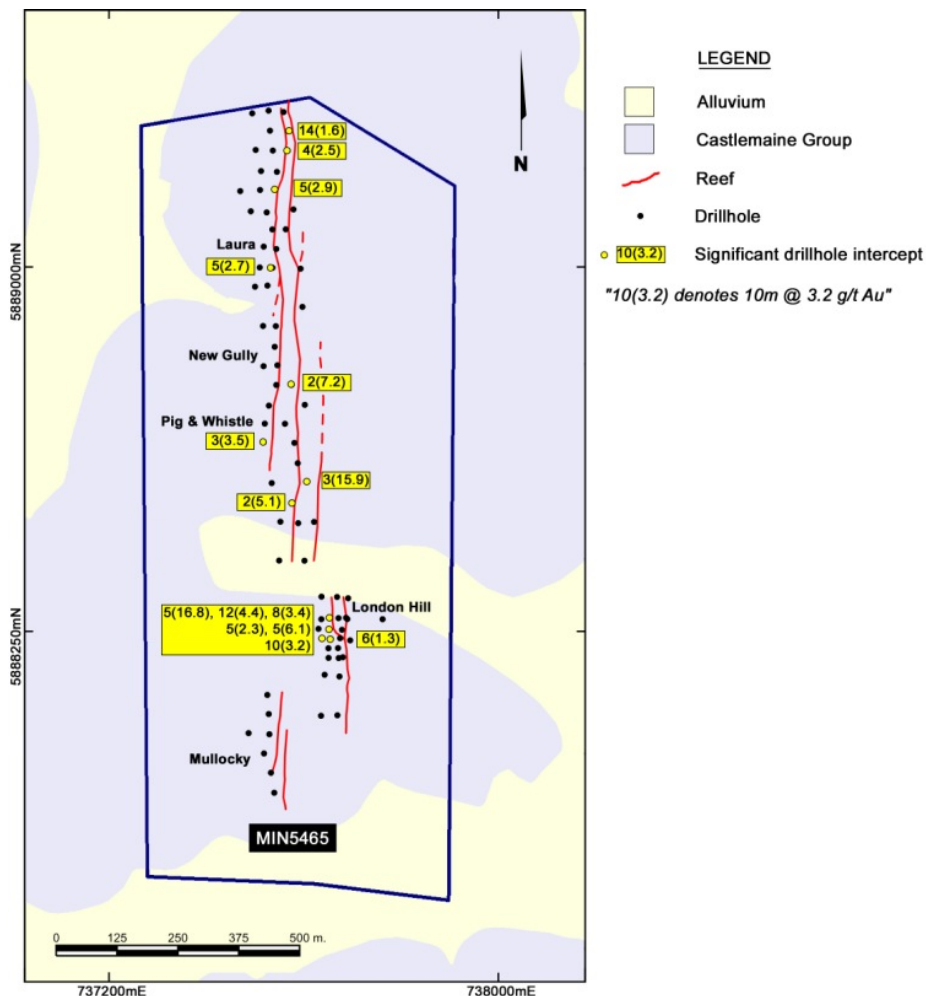


Figure 5. Pearl Croydon: Drill hole location plan

At present most of the Pearl Croydon Deposit has been drilled using 40 metre spaced traverses, however the higher grade London Hill area has already been defined using 20 metre spaced traverses and represents an immediate open pit mining target.

The open pit optimisation study revealed that the London Hill area may contain between 26,500 and 44,500 tonnes of ore grading between 4.7 and 7.1 g/t Au to produce between 4,000 and 9,400 ounces of gold and a cash surplus of between \$2.7 and \$8.0 million (Table 4).

Octagonal's objective is to bring the Pearl Croydon Deposit into production in the shortest possible time frame. To achieve this, the Company is seeking regulatory approval to mine open pits in the London Hill and Pig and Whistle areas and will at the same time complete drilling elsewhere at the deposit to upgrade the resource and calculate mining reserves.

During late September the Company received statutory endorsement approval from the Department of Environment and Primary Industries ("DEPI") for its Work Plan to undertake open pit mining activities at the Pearl Croydon Deposit.

The Company has lodged a Planning Permit with the Central Goldfields Shire Council that once approved will complete all regulatory permitting required to commence mining at Pearl Croydon. Approval of the Planning Permit is expected before the end of the year.

Table 3.	
Pearl Croydon: Open Pit Optimisation Summary	
Parameter	Value
Ore Tonnes (t)	135,000 - 219,000
Au grade (g/t)	3.7 - 4.9
Waste Tonnes (t)	1,350,000 - 2,730,000
Strip Ratio	10.0 - 12.7
Gold Produced (oz)	15,100 - 32,300
Mining Cost (\$)	6,733,000 - 13,026,000
Transport & Processing Cost (\$)	9,081,000 - 14,725,000
Gold Revenue @ A\$1,500/oz (\$)	22,712,000 - 48,400,000
Cash Surplus (\$)	6,898,000 - 20,649,000

Table 4.	
London Hill: Open Pit Optimisation Summary	
Parameter	Value
Ore Tonnes (t)	26,500 - 44,500
Au grade (g/t)	4.7 - 7.1
Waste Tonnes (t)	328,000 - 679,000
Strip Ratio	12.4 - 15.5
Gold Produced (oz)	4,000 - 9,400
Mining Cost (\$)	1,569,000 - 3,139,000
Transport & Processing Cost (\$)	1,788,000 - 3,006,000
Gold Revenue @ A\$1,500/oz (\$)	6,060,000 - 14,113,000
Cash Surplus (\$)	2,703,000 - 7,968,000

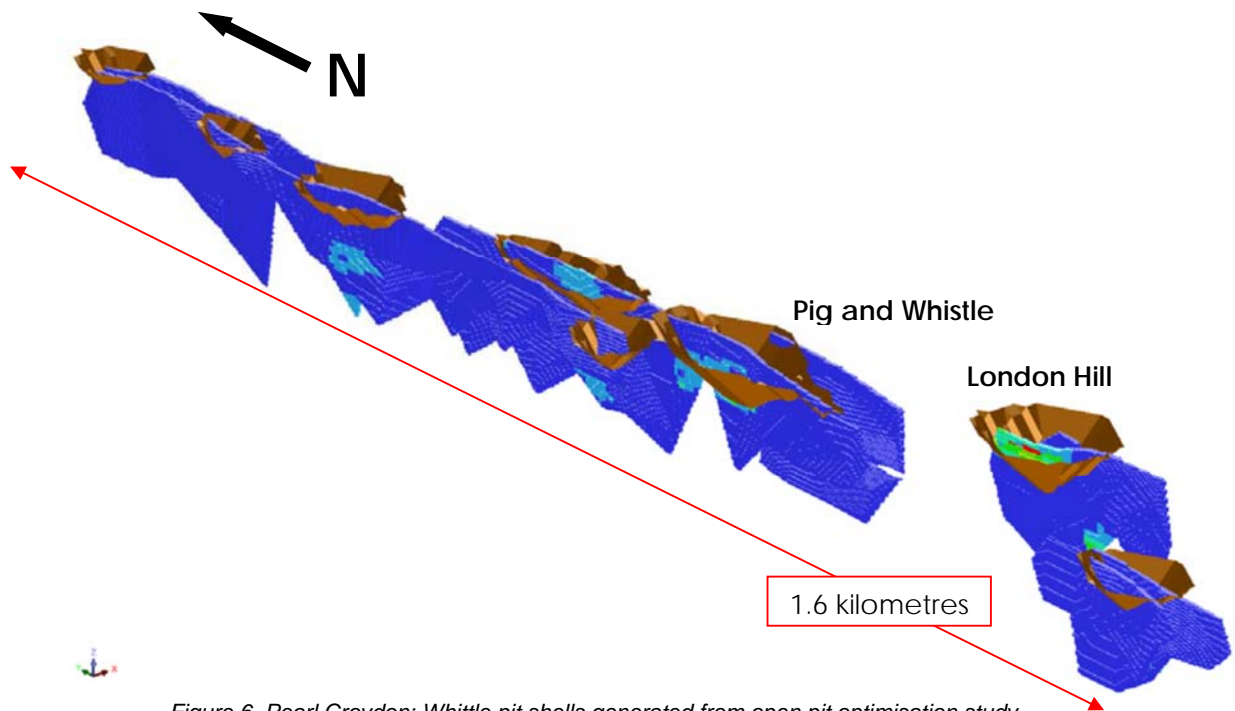


Figure 6. Pearl Croydon: Whittle pit shells generated from open pit optimisation study

Exploration

No exploration work was completed in Victoria during the reporting period.

Tenements

Clunes Exploration Licence Application (100% Octagonal)

Octagonal has applied for an exploration licence (ELA5491) over the Clunes Goldfield in Central Victoria (Figure 7).

The Clunes Goldfield is located 40 kilometres southwest of Maldon and was the fourth largest historic primary gold producer in Central Victoria after Bendigo, Ballarat, and Maldon, having produced 1.2 million ounces of gold at an average grade of 12.6 g/t Au.

Most of the modern exploration completed on the Clunes Goldfield was undertaken by WMC Limited between 1951 and 1989. During this period WMC completed 118 percussion and diamond holes for 29,000 metres.

Octagonal has identified near-surface and underground exploration target areas that the Company believes have the potential to provide ore for processing at the Maldon gold processing plant.

As three competing exploration licence applications were lodged over the Clunes Goldfield on the same day the Department of State Development, Business and Innovation ("DSDBI") has advised that pursuant with the Mineral Resources (Sustainable Development) Act 1990 the Minister must rank the applications in order of relative merit and likely ability of each applicant to meet the requirements of the Act. This process may take up to three months.

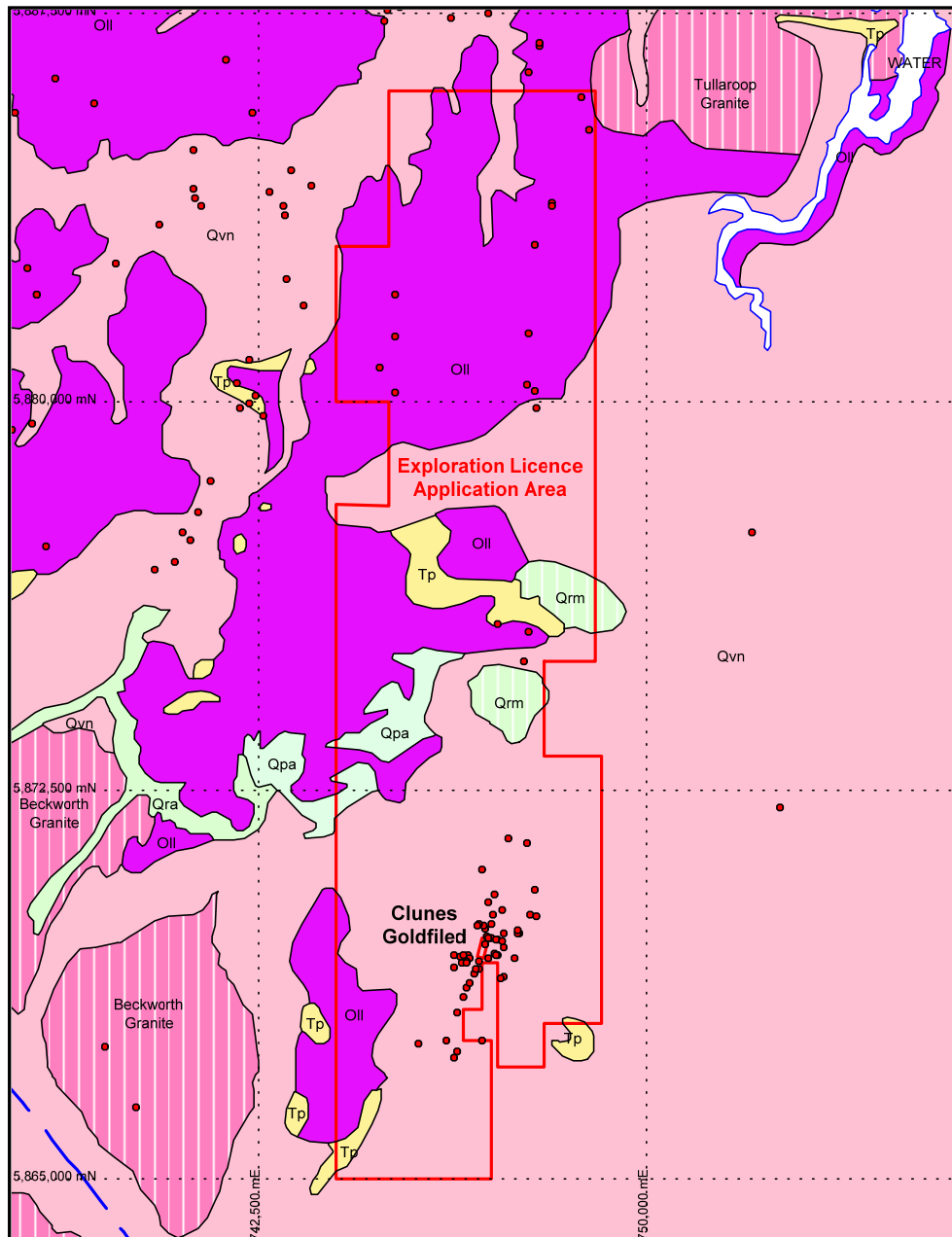


Figure 7. Clunes Exploration Licence Application: Surface Geology Plan

Legend-

Oll: Ordovician Castlemaine Group marine sandstone, siltstone, shale, and chert

Tp: Tertiary fluvial gravel, sand, silt

Qrm: Quaternary Holocene paludal lagoon and swamp deposits; silt, clay

Qra: Quaternary Holocene fluvial alluvium, gravel, sand, silt

Qpa: Quaternary Pleistocene fluvial alluvium, gravel, sand, silt

Qvn: Tertiary tholeiitic to alkaline basalt with minor scoria and ash (Newer Volcanics)

Red dots: Historic gold workings

Hogan's Project - Western Australia (100% Octagonal)

Background

In Western Australia Octagonal holds 100% equity in the Hogan's Project where it is exploring for gold and copper deposits in a highly prospective but underexplored area only 70 kilometres from Kalgoorlie. The gold potential of this emerging gold producing district is demonstrated by the recent exploration and mining success achieved by Silver Lake Resources Limited at the Daisy Milano and Salt Creek mines and Lucky Bay Prospect.

Exploration

No exploration work was completed on the Hogan's Project during the reporting period.

Tenements

Tenement Consolidation (100% Octagonal)

Octagonal has commenced a program of tenement consolidation at the Hogan's Project to retain the best exploration ground, conserve funds, and reduce annual tenement expenditure commitments (which at the start of the quarter were \$490,000pa).

During 2011 and 2012 the Company completed 960 aircore holes, for 43,000 metres, to test for low-level gold in regolith (weathered Archean rock) anomalism that can be used to vector towards a primary gold deposit. This work resulted in the discovery of the Burns Prospect and identified other targets that are yet to be bedrock drill tested. As a result of this drilling a number of tenements were identified that do not display the potential to host a major gold deposit.

Three exploration licences (E15/774, E15/803, and E15/1030) were surrendered during the quarter saving \$159,000 in annual expenditure commitments. A further saving of \$60,000 is targeted before the end of the year to bring the annual tenement expenditure commitment in Western Australia to \$270,000.

Competent Persons Statements

The information in this report relating to Mineral Resources for the Alliance South Deposit are based on information evaluated by Mr TG Summons who is a Member of The Australian Institute of Geoscientists (MAIG) and Mr MV McKeown who is a Fellow the Australasian Institute of Mining and Metallurgy (FAusIMM). These people have sufficient experience relevant to the style of mineralisation and type of deposit under consideration and are each qualified to act as a Competent Person as defined in the 2004 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (the "JORC Code"). Mr Summons is an associate of Mining One Pty Ltd, and Mr McKeown is an employee of Mining One Pty Ltd and they consent to the inclusion in the report of the Mineral Resource in the form and context in which it appears.

All other information in this report that relates to Exploration Results, Mineral Resources and Ore Reserves is based on information compiled by Anthony Gray. Anthony Gray is a full-time employee of the Company and is a member of the Australian Institute of Geoscientists. Anthony Gray has sufficient experience which is relevant to the style of mineralization and type of deposits under consideration and to the activity which he is undertaking 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' and consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

Corporate

Gold sales were \$829,000 during the quarter from the sale of 574 ounces of gold at an average gold price of A\$1,444/oz.

At 30 September 2013 Octagonal had cash reserves of \$1.2 million (unaudited), including \$943,000 in bonds to meet rehabilitation liabilities.

The Company issued its 2013 Annual Report on 30 September 2013.

During October (post reporting period) Octagonal entered into an agreement with Gandel Metals Pty Ltd, a company related to the Company's Chairman Mr Ian Gandel, to secure access to a Bank standby credit facility for up to \$1.1 million.

Additional information relating to Octagonal and its various mining and exploration projects can be found on the Company's website: www.octagonalresources.com.au

For further enquiries, please contact:

Anthony Gray (Managing Director) +61 3 9697 9088



Octagonal Resources supports the Maldon Market – second Sunday of every month starting 10 November 2013

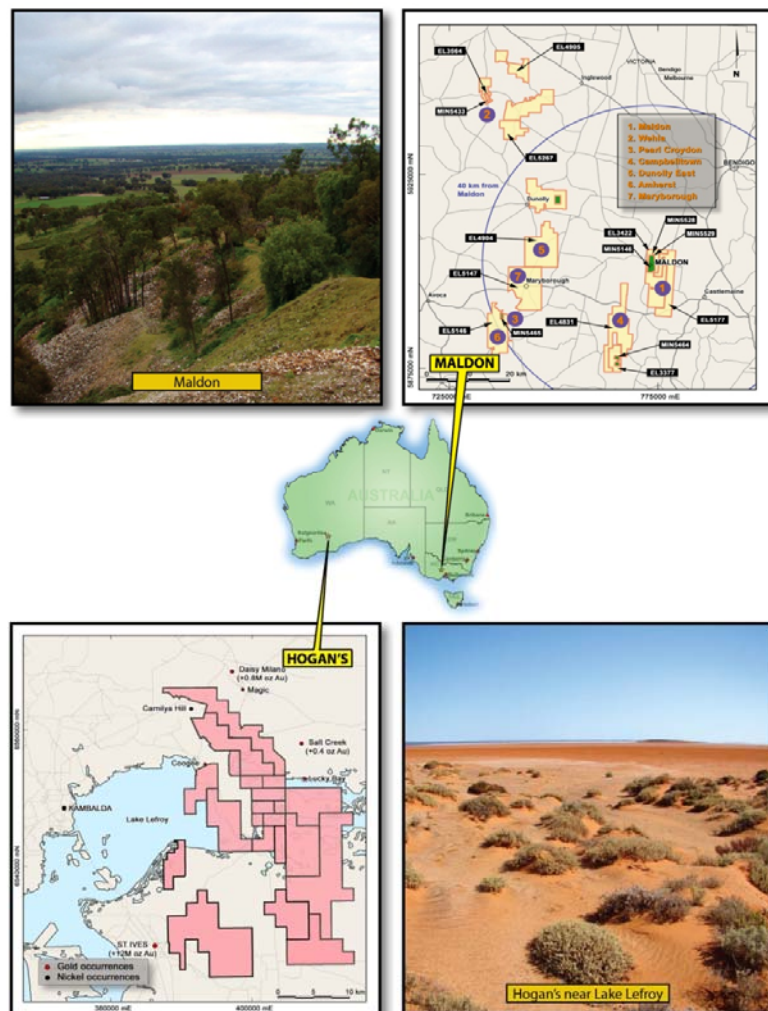
About Octagonal Resources

Octagonal Resources is a gold focused exploration and mining company with projects located in underexplored areas of two of Australia's most significant gold producing regions; the Central Victorian Goldfields and the Eastern Goldfields of Western Australia.

The Company's Victorian operations are centred at Maldon, the third largest historic primary gold producer in Central Victoria after Bendigo and Ballarat. It is here that Octagonal owns a 150,000 tpa CIL gold processing plant, 245,000 ounces of inferred gold resources and a decline that extends to the undeveloped underground resources. Octagonal is currently underground mining at the Alliance South Deposit in Maldon and has applied for regulatory approval to commence open pit mining at the Pearl Croydon Deposit.

In Western Australia Octagonal holds 100% interest in the Hogan's Project where it is exploring for gold and copper deposits in a highly prospective but underexplored area only 70 kilometres from Kalgoorlie. The gold potential of this emerging gold producing district is demonstrated by the recent exploration and mining success achieved by Silver Lake Resources at the Daisy Milano and Salt Creek mines and Lucky Bay Prospect. Octagonal is exploring priority exploration target areas that display the potential to host a major gold or copper deposit.

Octagonal's corporate strategy is to develop a long term sustainable mining operation in Central Victoria to fund the Company's growth through the discovery and development of major gold deposits.



Octagonal Resources 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.

Name of entity

OCTAGONAL RESOURCES LIMITED

ABN

38 147 300 418

Quarter ended ("current quarter")

30 September 2013

Consolidated statement of cash flows

		Current quarter	Year to date
		\$A'000	\$A'000
Cash flows related to operating activities			
1.1	Receipts from product sales and related debtors	743	743
1.2	Payments for (a) exploration and evaluation	(167)	(167)
	(b) development	(394)	(394)
	(c) production ⁽ⁱ⁾	(908)	(908)
	(d) administration	(384)	(384)
1.3	Dividends received	-	-
1.4	Interest and other items of a similar nature received	15	15
1.5	Interest and other costs of finance paid	-	-
1.6	Income taxes paid	-	-
1.7	Other (GST paid/recouped)	69	69
Net Operating Cash Flows		(1026)	(1026)
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	Loans repaid by other entities	-	-
1.12	Other (Refund of security deposit)	-	-
Net investing cash flows		0	0
1.13	Total operating and investing cash flows (carried forward)	(1,026)	(1,026)

+ See chapter 19 for defined terms.

Appendix 5B
Mining exploration entity quarterly report

1.13 Total operating and investing cash flows (brought forward)		(1,026)	(1,026)
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		-	-
1.17 Repayment of borrowings		-	-
1.18 Dividends paid		-	-
1.19 Other (Cost of Capital Raising/Prospectus)		-	-
Net financing cash flows		-	-
Net (decrease) increase in cash held		(1,026)	(1,026)
1.20 Cash at beginning of quarter/year to date		2,234	2,234
1.21 Exchange rate adjustments to item 1.20		-	-
1.22 Cash at end of quarter		1,208	1,208

Notes:

- i. Includes payments for the Maldon Processing Plant and general site expenditure.

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	238
1.24	Aggregate amount of loans to the parties included in item 1.10	NIL

1.25 Explanation necessary for an understanding of the transactions

All transactions involving Directors and associates were on commercial terms. These payments represent Director fees, Director consulting fees, re-imbursments of expenses and payments in terms of a management service agreement with a Director related entity.

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

NIL

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

+ See chapter 19 for defined terms.

Appendix 5B
Mining exploration entity quarterly report

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	NIL	NIL
3.2 Credit standby arrangements ⁽ⁱⁱ⁾	1,100	NIL

Notes:

ii On 1 October 2013 (post reporting period) unsecured Standby Credit Facility agreement entered into with Gandel Metals Pty Ltd, a company related with ORS's Chairman Mr Ian Gandel, to secure access to a Bank standby credit facility for up to \$1.1m. Refer ASX announcement 3 October 2013 for further details.

Estimated cash outflows for next quarter

	\$A'000
4.1 Exploration and evaluation	200
4.2 Development	350
4.3 Production	850
4.4 Administration	300
Total	1,700

Notes:

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	265	1,291
5.2 Deposits at call	-	-
5.3 Bank overdraft	-	-
5.4 Other (provide details) – Term Deposit	943	943
Total: cash at end of quarter (item 1.22)	1,208	2,234

Notes:

+ See chapter 19 for defined terms.

Appendix 5B
Mining exploration entity quarterly report

Changes in interests in mining tenements

	Tenement reference	Nature of interest	Interest at beginning of quarter	Interest at end of quarter
6.1 Interests in mining tenements relinquished, reduced or lapsed	E15/774	Registered holder	100%	0%
	E15/803	Registered holder	100%	0%
	E15/1030	Registered holder	100%	0%
6.2 Interests in mining tenements acquired or increased				

Notes:

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>	N/A			
7.2 Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions				
7.3 +Ordinary securities	106,048,002	106,048,002	Fully paid	Fully paid
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>	N/A			
7.6 Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted				

+ See chapter 19 for defined terms.

Appendix 5B
Mining exploration entity quarterly report

				Exercise price A\$	Expiry date
7.7	Options/ Performance Rights <i>(description and conversion factor)</i>	<i>(Unlisted Performance Rights)</i> 817,190	Nil	Nil	20 December 2013
7.8	Issued during quarter	N/A			
7.9	Exercised during quarter	N/A			
7.10	Expired during quarter	N/A			
7.11	Debentures <i>(totals only)</i>	N/A			
7.12	Unsecured notes <i>(totals only)</i>	N/A			

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 ~~/does not*~~ *(delete one)* give a true and fair view of the matters disclosed.

Sign here:



Date: 30 October 2013

Company Secretary

Print name:

BOB TOLLIDAY

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 precedents, 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.