



31 October 2014

September 2014 Appendix 5B

We enclose the September 2014 quarterly cash flow.

Throughout the current period the company paid down the remaining \$420,000 of the outstanding debt facility per the amended repayment terms agreed with funder RMB Resources Limited in conjunction with the takeover of Phoenix Oil and Gas Limited.

The repayment closed out the facility and as a result there is no closing debt balance or available facility to the Company.

As announced throughout the quarter High Peak signed a Share Sale and Purchase Deed with Mosman Oil and Gas Ltd (Mosman) for the sale of OilCo Pty Ltd, a 100% owned subsidiary of HPR.

Sale consideration as disclosed in the annual report has an estimated market value to be same as the cost base of the Oilco assets transferred which on date of sale had a book value of approximately \$840,000. This will be apportioned across the following replacement assets (less cash) and as a result no gain or loss recognised in the following year:

- \$10,000 cash;
- \$5,000 re-imbursement contribution to legal fees;
- 2% registered royalty over NT EP 156;
- 2% registered royalty over NT EP(A) 155 if issued.

The company continues to manage its operating position and looks for royalty acquisition opportunities that will further strengthen the diversity of the Company's royalty portfolio.

This report should be read in conjunction with the company Quarterly Activities Report lodged this day.

For more information, please contact:

Jarrod White

Chief Financial Officer | Company Secretary

Appendix 5B

Mining exploration entity quarterly report

Name of entity

High Peak Royalties Limited

ABN

79 118 065 704

Quarter ended ("current quarter")

30 September 2014

Consolidated statement of cash flows

		Current quarter \$A'000	Year to date (3 months) \$A'000
Cash flows related to operating activities			
1.1	Receipts of royalty income	37	37
1.2	Payments for (a) pre-development, exploration & evaluation	(10)	(10)
	(b) production		
	(c) administration	(285)	(285)
	(d) rehabilitation		
1.3	Dividends received		
1.4	Interest and other items of a similar nature received	40	40
1.5	Interest and other costs of finance paid	-	-
1.6	Income taxes paid		
1.7	Other	7	7
Net Operating Cash Flows		(211)	(211)
Cash flows related to investing activities			
1.8	Payment for purchases of:		
	(a) prospects		
	(b) equity investments		
	(c) royalty interests	(18)	(18)
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		
	(a) cash held by subsidiary on acquisition	-	-
	(b) refund of exploration payments	-	-
Net investing cash flows		(18)	(18)
1.13	Total operating and investing cash flows (carried forward)	(229)	(229)

Mining exploration entity quarterly report

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	(420)	(420)
1.18	Dividends paid		
1.19	Other (cost of capital raising)		
Net financing cash flows		(420)	(420)
Net increase (decrease) in cash held		(649)	(649)
1.20	Cash at beginning of quarter/year to date	6,719	6,719
1.21	Adjustments to item 1.20 for reclassification of cash equivalents	-	-
1.22	Cash at end of quarter	6,070	6,070

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	28
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

Amounts included in item 1.24 include consultancy fees paid to directors or their nominees. All transactions with related parties have occurred on an arm's length basis.

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

During the current period, High Peak signed a legally binding Share Sale and Purchase Deed with Mosman Oil and Gas Ltd (Mosman) for the sale of OilCo Pty Ltd, a 100% owned subsidiary of HPR in return for non cash consideration of a 2% royalty over underlying NT EP 155 (A) and EP 156). It is estimated that the cost base of OilCo Pty Ltd was representative of the value of the non cash consideration.

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

N/A

Mining exploration entity quarterly report

Financing facilities available

	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	15
4.2 Development/Investment in joint venture	-
4.3 Production	-
4.4 Administration	240
Total	255

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	6,070	6,719
5.2 Deposits at call	-	-
5.3 Bank overdraft	-	-
5.4 Other (Refundable deposits and bonds)	-	-
Total: cash at end of quarter (item 1.22)	6,070	6,719

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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			
	NT EP(A) 155	Permit sold through 100% disposal of Oilco Pty Ltd.	100%	0%
	NT EP156	Permit sold through 100% disposal of Oilco Pty Ltd.	100%	0%
6.2	Interests in mining tenements acquired or increased			
	n/a	n/a	n/a	n/a

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 (description)	-	-	-	-
7.2				
Changes during quarter				
(a) Increases through issues	-	-	-	-
(b) Decreases through returns of capital, buy-backs, redemptions	-	-	-	-
7.3				
+Ordinary securities				
Fully Paid	166,800,792	166,800,792	-	-
Partly Paid				
7.4				
Changes during quarter				
(a) Increases through issues	-	-	-	-
(b) Decreases through returns of capital, buy-backs	-	-	-	-

+ See chapter 19 for defined terms.

Mining exploration entity quarterly report

7.5	*Convertible debt securities	-	-	-	-
7.6	Changes during quarter				
	(a) Increases through issues	-	-	-	-
	(b) Decreases through securities matured, converted	-	-	-	-
7.7	Options			Exercise price (cents)	Expiry date
	On Issue	12,862,012	-	0.35	15 April 2017
		387,395	-	0.83	30 June 2015
			-		
			-		
			-		
7.8	<i>Issued during quarter</i>	-	-	-	-
7.9	<i>Exercised during quarter</i>	-	-		
7.10	<i>Expired during quarter</i>	-	-		
7.11	Debentures (totals only)	-	-		
7.12	Unsecured notes (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 4).
- 2 This statement does ~~/does not* (delete one)~~ give a true and fair view of the matters disclosed.

Sign here:



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(Director/Company secretary)

Date: 31 October 2014

Print name: Jarrod Travers White

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.

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