

**Arc Exploration Limited**  
Level 14, 19-31 Pitt Street, Sydney NSW 2000

**Appendix 5B**

**Mining exploration entity quarterly report**

Introduced 1/7/96. Origin: Appendix 8. Amended 1/7/97, 1/7/98.

Rule 5.3

Name of entity

**Arc Exploration Limited**

ACN or ARBN

**48 002 678 640**

Quarter ended ("current quarter")

**30 September 2012**

**Consolidated statement of cash flows**

**Cash flows related to operating activities**

	<b>Current quarter \$A'000</b>	<b>Year to date (9 months) \$A'000</b>
1.1 Receipts from product sales and related debtors	-	-
1.2 Payments for		
(a) exploration and evaluation	(49)	(611)
(b) development	-	-
(c) production	-	-
(d) administration - general administration	(257)	(892)
- consulting services costs	(222)	(390)
1.3 Dividends received	-	-
1.4 Interest and other items of a similar nature received	43	167
1.5 Interest and other costs of finance paid	-	(14)
1.6 Income taxes paid	-	-
1.7 Other - Consulting services income	314	521
<b>Net Operating Cash Flows</b>	<b>(171)</b>	<b>(1,219)</b>
<b>Cash flows related to investing activities</b>		
1.8 Payment for purchases of:		
(a) prospects	-	-
(b) equity investments	-	-
(c) other fixed assets	(4)	(4)
1.9 Proceeds from sale of:		
(a) prospects	-	-
(b) equity investments	-	-
(c) other fixed assets	-	13
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>(4)</b>	<b>9</b>
<b>1.13 Total operating and investing cash flows (carried forward)</b>	<b>(175)</b>	<b>(1,210)</b>

	Current quarter \$A'000	Year to date (9 months) \$A'000
<b>1.13 Total operating and investing cash flows (brought forward)</b>	(175)	(1,210)
<b>Cash flows related to financing activities</b>		
1.14 Proceeds from issues of shares	-	
1.15 Proceeds from sale of forfeited shares		
1.16 Proceeds from borrowings		
1.17 Repayment of borrowings	-	(637)
1.18 Dividends paid		
1.19 Other (provide details if material)- Capital Raising Costs - Subscription money in advance	-	-
<b>Net financing cash flows</b>	-	(637)
<b>Net increase (decrease) in cash held</b>	(175)	(1,847)
1.20 Cash at beginning of quarter/year to date	4,180	5,852
1.21 Exchange rate adjustments to item 1.20		
<b>1.22 Cash at end of quarter</b>	4,005	4,005

**Payments to directors of the entity and associates of the directors  
Payments to related entities of the entity and associates of the related entities**

1.23 Aggregate amount of payments to the parties included in item 1.2	46
1.24 Aggregate amount of loans to the parties included in item 1.10	-

**1.25 Explanation necessary for an understanding of the transactions**

Salaries, Directors fees and consultancy fees at normal commercial rates.

**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
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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
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**Financing facilities available**

Add notes as necessary for an understanding of the position.

3.1 Loan facilities

	Amount available \$A'000	Amount used \$A'000
	-	-

3.2 Credit standby arrangements

-	-
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**Estimated cash outflows for next quarter**

4.1 Exploration and evaluation

4.2 Development

4.3 Production

4.4 Administration

Total

	\$A'000
	144
	-
	-
	131
	275

**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	405	480
Deposits at call		-
Bank overdraft	-	-
Other - (Short-term Deposit balances)	3,600	3,700
<b>Total: cash at end of quarter (item 1.22)</b>	<b>4,005</b>	<b>4,180</b>

**Changes in interests in mining tenements**

	Tenement reference	Nature of interest	Interest at beginning of quarter	Interest at end of of quarter
6.1 Interests in mining tenements relinquished, reduced or lapsed	-	-	-	-
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) (cents)	Amount paid up per security (see note 3) (cents)
7.1 <b>Preference securities (description)</b>	-	-	-	-
7.2 Changes during quarter				
(a) Increases through issues	-	-	-	-
(b) Decreases through returns of capital, buy-backs, redemptions	-	-	-	-
7.3 <b>Ordinary securities</b>	916,533,798	916,533,798		
7.4 Changes during quarter				
(a) Increases through issues-				
Exercise of ARXO options	-	-	-	-
by issuance of shares	-	-	-	-
(b) Decreases through returns of capital, buy-backs, redemptions	-	-	-	-
7.5 <b>Convertible debt securities (description)</b>	-	-	-	-
7.6 Changes during quarter				
(a) Increases through issues	-	-	-	-
(b) Decreases through returns of capital, buy-backs, redemptions	-	-	-	-

**7.7 Options**

Description and conversion factor		Total Number	Number Quoted	Exercise price	Expiry Date
Unlisted Director & Senior Management Options	1 share for 1 option	39,945,191	-	3.6 cents	11-Dec-14
Unlisted Director & Senior Unlisted options	1 share for 1 option	3,000,000	-	4.6 cents	31-Mar-13
Unlisted Director & Senior Unlisted options	1 share for 1 option	23,290,000	-	4.2 cents	27-May-16
Unlisted options	1 share for 1 option	3,500,000	-	7.5 cents	23-Mar-13
7.8 Issued during quarter					
7.9 Exercised during quarter					
7.10 Expired during quarter					
Unlisted options	1 share for 1 option	17,775,000	-	2.5 cents	6-Jul-12
Unlisted options	1 share for 1 option	1,500,000	-	7.5 cents	23-Sep-12
7.11 Debentures					
7.12 Unsecured					

Compliance statement

- 1 This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Law or other standards acceptable to ASX (see note 4).
- 2 This statement does give a true and fair view of the matters disclosed.

Sign here:



(Company Secretary)

Print name:

Andrew J Cooke

Date:

29-Oct-12

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.