



29 July 2015

Company Announcements Office  
ASX Limited

*By E-Lodgement*

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**QUARTERLY ACTIVITIES REPORT  
FOR THE PERIOD ENDING 30 JUNE 2015**

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The Board of Orca Energy Limited (Orca or the Company) is pleased to provide the following commentary and Appendix 5B for the period ending 30 June 2015.

**Completion of Cooper Basin Assets Sale**

Orca completed the sale of its Cooper Basin assets to Senex Energy Limited (ASX: SXY) during the quarter. The Company received a balance amount of \$1,400,000 from Senex on 15 May 2015. In total, the Company received just over AUD \$2,000,000 for the sale of PPL 251, PRL 117 and PEL 110 (together the "Cooper Basin Assets").

**Proposed Placement**

Orca announced on 6 May 2015 that it had entered into a Subscription Agreement (Agreement) with two strategic cornerstone investors to raise a total of A\$20m before costs (Placement). The Placement was subject to the Company obtaining all other necessary regulatory and shareholder approvals required under the Corporations Act and the Listing Rules (Approvals Conditions Precedent).

In liaising with the ASX in respect to the Placement and the Approvals Conditions Precedent, the ASX advised the Company of its concerns with the application of Listing Rule 12.3 and that the ASX would exercise its discretion to apply that Listing Rule to the Company, which effectively precluded the Company from undertaking the Placement on the terms proposed. The ASX's application of the applicable Listing Rule was not made apparent in initial discussions with the ASX prior to the announcement of the Placement.

The Company and the Subscribers were unable to agree on an alternative structure for the Placement and as a result the Company was not able to satisfy the Approvals Conditions Precedent.

**Corporate**

Orca continues to review new opportunities as it has done throughout the year in accordance with its outlined strategic philosophy. With a strong cash position, the Company believes it is extremely well placed to take advantage of the depressed global oil & gas market.

For and on behalf of the Board

**Greg Bandy**  
Managing Director

**BOARD & MANAGEMENT**

Mr Greg Bandy  
MANAGING DIRECTOR

Mr Jason Bontempo  
NON-EXECUTIVE DIRECTOR

Mr Nathan Rayner  
NON-EXECUTIVE DIRECTOR

Mr Aaron Bertolatti  
COMPANY SECRETARY

**REGISTERED OFFICE**

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**CONTACT DETAILS**

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**WEBSITE**

[www.orcaenergy.com.au](http://www.orcaenergy.com.au)

**SHARE REGISTRY**

Advanced Share Registry  
150 Stirling Highway  
Nedlands WA 6009

**ASX CODE**

OGY

## 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

ORCA ENERGY LIMITED

ABN

25 009 121 644

Quarter ended ("current quarter")

30 June 2015

#### Consolidated statement of cash flows

Cash flows related to operating activities	Current quarter \$A'000	Year to date (12 months) \$A'000
1.1 Receipts from product sales and related debtors	-	2,272
1.2 Payments for (a) exploration & evaluation	-	(926)
(b) development	-	(826)
(c) production	-	(275)
(d) administration	(264)	(810)
1.3 Dividends received	-	-
1.4 Interest and other items of a similar nature received	4	9
1.5 Interest and other costs of finance paid	-	-
1.6 Income taxes paid	-	-
1.7 Other (provide details if material)	-	-
<b>Net Operating Cash Flows</b>	<b>(260)</b>	<b>(556)</b>
<b>Cash flows related to investing activities</b>		
1.8 Payment for purchases of: (a) prospects	-	-
(b) equity investments	-	-
(c) other fixed assets	-	-
1.9 Proceeds from sale of: (a) prospects	2,017	2,017
(b) equity investments	-	-
(c) other fixed assets	-	-
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>2,017</b>	<b>2,017</b>
1.13 Total operating and investing cash flows (carried forward)	<b>1,757</b>	<b>1,461</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)	1,757	1,461
	<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>	1,757	1,461
1.20	Cash at beginning of quarter/year to date	3,095	2,769
1.21	Exchange rate adjustments to item 1.20	6	628
1.22	<b>Cash at end of quarter</b>	4,858	4,858

**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	61
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 of Directors Fees and Remuneration - \$61k

**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

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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

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+ See chapter 19 for defined terms.

### 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	-
4.2 Development	-
4.3 Production	-
4.4 Administration	150
<b>Total</b>	<b>150</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	4,858	3,095
5.2 Deposits at call	-	-
5.3 Bank overdraft	-	-
5.4 Other (provide details)	-	-
<b>Total: cash at end of quarter (item 1.22)</b>	<b>4,858</b>	<b>3,095</b>

### 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	See additional information Appendix 1		
6.2	Interests in mining tenements and petroleum tenements acquired or increased	See additional information Appendix 1		

+ See chapter 19 for defined terms.

## Appendix 5B

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

#### 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> (description)				
7.2 Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions				
7.3 <b>+Ordinary securities</b>	451,382,876	451,382,876		
7.4 Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs				
7.5 <b>+Convertible debt securities</b> (description)				
7.6 Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted				
7.7 <b>Options</b> - Unlisted Options	28,000,000 10,500,000		<u>Exercise Price</u> \$0.03 \$0.015	<u>Expiry Date</u> 31 Dec 15 31 Dec 17
7.8 Issued during quarter - Unlisted Options	10,500,000		<u>Exercise Price</u> \$0.015	<u>Expiry Date</u> 31 Dec 17
7.9 Exercised during quarter				
7.10 Expired during quarter				
7.11 <b>Debentures</b> (totals only)				
7.12 <b>Unsecured notes</b> (totals only)				

+ 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 5).
- 2 This statement does /does not\* (*delete one*) give a true and fair view of the matters disclosed.

Sign here:   
(Company secretary)

Date: 29 July 2015

Print name: Aaron Bertolatti

## 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.

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**Appendix 1 – Interests in mining tenements held**

*Holder: Oil & Gas Beneficial percentage interests held in farm-in or farm- out agreement*

Tenement Reference	Location	Working Interest at Beginning of Quarter	Acquired/ Disposed	Working Interest at End of Quarter
PPL251 (Previously Fury JV of PEL 115)	Cooper Basin, South Australia	20%	(20%)	-
PRL117 (Previously Fury JV of PEL 115)	Cooper Basin, South Australia	20%	(20%)	-
PEL 110	Cooper Basin, South Australia	20%	(20%)	-
Seabiscuit (Matagorda) Project	Texas	20%	N/A	20%

**Holder:** Oil & Gas Beneficial percentage interests held in farm-in or farm- out agreement.

**Mining tenements acquired and disposed during the June 2015 quarter:** Nil

**Beneficial percentage interests in farm-in or farm-out agreements acquired or disposed of during the June 2015 quarter:** The Company disposed of its 20% interest in PPL251, PRL117 and PEL 110 (together the Cooper Basin Assets) to Senex Energy.

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