



**30 April 2013**

ASX Companies Announcements Office  
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ASX :CEL

## **QUARTERLY ACTIVITIES REPORT FOR THE PERIOD ENDED 31 MARCH 2013**

### **HIGHLIGHTS**

#### **Corporate**

- **Robert Willes appointed as Managing Director**

#### **South Africa**

- **Ongoing discussions regarding approval of exploration right.**
- **Discussions continue with Farm-out pending award of the right.**

#### **Maricopa**

- **Challenger Energy closes sale of Maricopa Asset for US\$625,000**

#### **Corporate**

On 8 April 2013, the Company appointed Mr Robert Willes as a director of the Company. Mr. Willes replaces Mr. Paul Bilston as Managing Director. Mr Bilston will remain on the board as a Non Executive Director and will assist with the ongoing development of the South African Project.

Mr. Willes has over 25 years of extensive international experience in the oil and gas and energy industries – primarily with BP (formerly British Petroleum) where his roles included General Manager of the North West Shelf LNG Project and overall accountability for BP's interests in the Browse LNG and Greater Gorgon LNG Projects, and for Business Development activities in Asia Pacific.

More recently, Mr. Willes was Chief Executive Officer of Eureka Energy Limited, and was instrumental in managing the recommended A\$107m On-Market Takeover by Aurora Oil and Gas Limited.

The Board is confident that Mr. Willes' in-depth commercial, M&A, and joint venture operations experience in the international oil and gas industry, along with his senior executive and leadership skills, will be

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**ACN**123 591 382

invaluable to the Company as it seeks to unlock the potential of Challenger's current position and grow the business in South Africa.

On 8 April 2013, Mr Much resigned as a director of the Company. The Company thanks Mr Much for his valued contribution to the Company and wishes him the best for his future endeavours.

### **South Africa (90%)**

During the quarter Bundu (90% owned by Challenger Energy Limited) continued to support the ongoing assessment of its application for an exploration right located around Cranemere in the Southern Karoo Basin. Challenger continues to observe a broadly supportive sentiment in the media and an increased interest in the shale industry in South Africa. The company continues to progress discussions on a potential farm-in with interested parties within this more favourable environment.

### ***Background***

As previously noted, Chevron Business Development South Africa Limited (Chevron) has announced an Agreement with Falcon Oil and Gas Ltd to jointly co-operate on unconventional gas opportunities in the Karoo Basin, with the result that Challenger through its 90% owned subsidiary Bundu Gas & Oil (Pty) Ltd is the only small company with interests in the basin alongside Shell and Chevron.

The Karoo Basin has become the focus of intense interest in the past few years, following the initial application to explore for shale gas in the basin by Bundu Oil & Gas Pty Ltd (acquired by CEL in April 2010) in February 2009.

### **Mercury Stetson (earning 50%)**

The Company is assessing next steps following completion of plugging and abandonment of the well drilled in the permit during 1Q13.

### **Maricopa Project: 50% Working Interest (San Joaquin Basin)**

During the quarter, the Company closed out on the sale of the 120 acre Maricopa property to an undisclosed private buyer for a total purchase price of USD \$1,250,000. Challenger's 50% Working Interest proceeds are US \$625,000 before costs and expenses associated with the sale.

**Yours faithfully**



Robert Willes  
**Managing Director**

# Appendix 5B

## Mining exploration entity quarterly report

Introduced 1/7/96. Origin: Appendix 8. Amended 1/7/97, 1/7/98, 30/9/2001, 01/06/10.

Name of entity

Challenger Energy Limited

ABN

45 123 591 382

Quarter ended ("current quarter")

31 March 2013

### 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	67	210
1.2 Payments for (a) exploration & evaluation	(85)	(312)
(b) development	-	-
(c) production	(25)	(88)
(d) administration	(265)	(454)
1.3 Dividends received	-	-
1.4 Interest and other items of a similar nature received	1	3
1.5 Interest and other costs of finance paid	-	-
1.6 Income taxes paid	-	-
1.7 Other – restoration costs	(27)	(163)
- rental income	34	60
<b>Net Operating Cash Flows</b>	<b>(300)</b>	<b>(744)</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	580	580
(b) equity investments	-	-
(c) other fixed assets	-	-
1.10 Loans to other entities	-	-
1.11 Loans repaid by other entities	-	-
1.12 Other – deposits returned/(paid)	33	241
<b>Net investing cash flows</b>	<b>613</b>	<b>821</b>
1.13 Total operating and investing cash flows (carried forward)	313	77

+ See chapter 19 for defined terms.

**Appendix 5B**  
**Mining exploration entity quarterly report**

1.13	Total operating and investing cash flows (brought forward)	313	77
	<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	Cost of share/option issues	-	(31)
	<b>Net financing cash flows</b>	-	(31)
	<b>Net increase (decrease) in cash held</b>	313	46
1.20	Cash at beginning of quarter/year to date	246	516
1.21	Exchange rate adjustments to item 1.20	-	(3)
1.22	<b>Cash at end of quarter</b>	559	559

**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	162
1.24	Aggregate amount of loans to the parties included in item 1.10	-

1.25 Explanation necessary for an understanding of the transactions

Directors' fees and consulting costs paid during the current quarter included amounts owed for services from previous quarters. These payments were delayed pending receipt of funds in January 2013 from the sale of the Maricopa project.  
 Current quarter payments also included consulting costs relating to the Mercury Stetson well which is now plugged and abandoned.

**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

None

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

None

+ 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	50
4.2 Development	-
4.3 Production	-
4.4 Administration	200
<b>Total</b>	<b>250</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	559	246
5.2 Deposits at call	-	-
5.3 Bank overdraft	-	-
5.4 Other	-	-
<b>Total: cash at end of quarter</b> (item 1.22)	<b>559</b>	<b>246</b>

### 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	Maricopa project (United States)	Joint venture with Solimar Energy Limited. This project was sold during the quarter.	50%	-
6.2 Interests in mining tenements acquired or increased	-	-	-	-

+ See chapter 19 for defined terms.

**Appendix 5B**  
**Mining 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> <i>(description)</i>				
7.2 Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions				
7.3 <b>+Ordinary securities</b>	311,482,540	311,482,540		
7.4 Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs				
7.5 <b>+Convertible debt securities</b> <i>(description)</i>				
7.6 Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted				
7.7 <b>Options</b> <i>(description and conversion factor)</i>	2,000,000 11,500,000 2,000,000 2,000,000 7,500,000	- - - - -	<i>Exercise price</i> 25 cents 15 cents 35 cents 35 cents 15 cents	<i>Expiry date</i> 01/02/2014 20/11/2014 01/02/2015 28/02/2015 20/11/2016
7.8 Issued during quarter				
7.9 Exercised during quarter				
7.10 Expired during quarter	2,000,000	-	25 cents	28/02/2013
7.11 <b>Debentures</b> <i>(totals only)</i>				
7.12 <b>Unsecured notes</b> <i>(totals only)</i>				

+ 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 4).
- 2 This statement does give a true and fair view of the matters disclosed.



Sign here:

Date: 30 April 2013

Company Secretary

Print name: Adrien Wing

## 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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