

Appendix 5B

Mining 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

Name of entity

Rialto Energy Limited

ABN

17 117 227 086

Quarter ended ("current quarter")

30 September 2013

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 from product sales and related debtors		
Payments for (a) exploration & evaluation	(9,440)	(9,440)
1.2 (b) development		
(c) production		
(d) administration	(2,083)	(2,083)
1.3 Dividends received		
1.4 Interest and other items of a similar nature received	13	13
1.5 Interest and other costs of finance paid		
1.6 Income taxes paid		
1.7 Other (provide details if material) Cancellation of drilling rig	(1,095)	(1,095)
Net Operating Cash Flows	(12,605)	(12,605)
Cash flows related to investing activities		
1.8 Payment for purchases of: (a) prospects		
(b) equity investments		
(c) other fixed assets	(1)	(1)
1.9 Proceeds from sale of: (a) prospects		
(b) equity investments		
(c) other fixed assets	7,007	7,007
1.10 Loans to other entities		
1.11 Loans repaid by other entities		
1.12 Other (provide details if material)		
Net investing cash flows	7,006	7,006
1.13 Total operating and investing cash flows (carried forward)	(5,599)	(5,599)

+ See chapter 19 for defined terms.

Appendix 5B
Mining exploration entity quarterly report

1.13	Total operating and investing cash flows (brought forward)	(5,599)	(5,599)
Cash flows related to financing activities			
1.14	Proceeds from issues of shares, options, etc.	12,386	12,386
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)		
	Net financing cash flows	12,386	12,386
Net increase (decrease) in cash held			
		6,787	6,787
1.20	Cash at beginning of quarter/year to date	5,832	5,832
1.21	Exchange rate adjustments to item 1.20	261	261
1.22	Cash at end of quarter	12,880	12,880

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	252
1.24	Aggregate amount of loans to the parties included in item 1.10	

1.25 Explanation necessary for an understanding of the transactions

Item 1.23 includes aggregate amounts paid to directors including salaries, directors' fees and consulting fees

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

N/A

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

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		

+ See chapter 19 for defined terms.

Estimated cash outflows for next quarter

		\$A'000
4.1	Exploration and evaluation	938
4.2	Development	
4.3	Production	
4.4	Administration	1,994
Total		3,932

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	12,880	5,787
5.2 Deposits at call		
5.3 Bank overdraft		
5.4 Other (provide details)		
- Term Deposit	-	45
Total: cash at end of quarter (item 1.22)	12,880	5,832

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			
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 Performance shares <i>-When performance hurdles met</i>	15,000,000	-	Tranche 1 Consideration for the acquisition of CLNR Holdings	-
7.2 Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions				
7.3 +Ordinary securities	1,155,765,100	1,155,765,100		Fully Paid
7.4 Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs	42,701,715 59,737,783 140,679,802 228,435,809	42,701,715 59,737,783 140,679,802 228,435,809	A\$0.03 Approximately £0.018 A\$0.03 Approximately £0.018	Fully Paid Fully Paid Fully Paid Fully Paid
7.5 +Convertible debt securities <i>(description)</i>				
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

7.7	Options (description and conversion factor)			<i>Exercise price</i>	<i>Expiry date</i>
	- Unlisted (14)	500,000	-	\$0.60	31 March 2014
	- Unlisted (15)	250,000	-	\$0.70	31 July 2014
	- Unlisted (16)	2,900,000	-	\$0.40	28 June 2015
	- Unlisted (17)	900,000	-	\$0.60	28 June 2015
	- Unlisted (18)	9,900,000	-	\$0.25	21 July 2015
	- Unlisted (19)	900,000	-	\$0.40	28 June 2016
	- Unlisted (20)	900,000	-	\$0.60	28 June 2016
	- Unlisted (21)	900,000	-	\$0.40	28 June 2017
	- Unlisted (22)	900,000	-	\$0.60	28 June 2017
	- Unlisted (23)	600,000	-	\$0.60	1 January 2014
	- Unlisted (24)	600,000	-	\$0.80	1 January 2016
	- Unlisted (25)	750,000	-	\$0.60	1 May 2014
	- Unlisted (26)	750,000	-	\$0.80	1 May 2016
	- Unlisted (27)	166,666	-	\$0.60	1 August 2013
	- Unlisted (28)	166,666	-	\$0.80	1 August 2015
	- Unlisted (29)	833,334	-	\$0.60	7 December 2014
	- Unlisted (30)	833,334	-	\$0.80	7 December 2014
	- Unlisted (31)	1,000,000	-	\$0.60	15 August 2015
	- Unlisted (32)	1,300,000	-	\$0.43	21 December 2016
	- Unlisted (33)	750,000	-	\$0.63	9 February 2017
	- Unlisted (34)	7,963,409	-	\$0.50	4 April 2016
	- Unlisted (35)	7,963,408	-	\$0.50	18 April 2016
	- Unlisted (37)	1,875,003	-	\$0.40	31 December 2015
	- Unlisted (38)	1,875,003	-	\$0.80	31 December 2015
7.8	Issued during quarter				
7.9	Exercised during quarter				
7.10	Expired during quarter				
	- Unlisted (12)	250,000	-	\$0.60	31 July 2013
	- Unlisted (13)	250,000	-	\$0.70	30 September 2013
7.11	Debentures (totals only)				
7.12	Unsecured notes (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 give a true and fair view of the matters disclosed.

Sign here:  Date: 31 October 2013
(Managing Director)

Print name: Robert Shepherd

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 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.

== == == == ==