

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

Guildford Coal Ltd

ABN

35 143 533 537

Quarter ended ("current quarter")

31 March 2014

Consolidated statement of cash flows

	Current quarter \$A'000	Year to date (9 months) \$A'000
Cash flows related to operating activities		
1.1 Receipts from product sales and related debtors		
1.2 Payments for (a) exploration & evaluation	(1,004)	(6,552)
(b) development	(12,887)	(33,196)
(c) production		
(d) administration	(3,529)	(9,709)
1.3 Dividends received		
1.4 Interest and other items of a similar nature received	21	96
1.5 Interest and other costs of finance paid	(5,832)	(8,903)
1.6 Income taxes paid		
1.7 Other (provide details if material)		
Net Operating Cash Flows	(23,231)	(58,264)
Cash flows related to investing activities		
1.8 Payment for purchases of: (a) prospects		
(b) equity investments		
(c) other fixed assets		(2,416)
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 (provide details if material)		
Net investing cash flows	-	(2,416)
1.13 Total operating and investing cash flows (carried forward)	(23,231)	(60,680)

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1.13	Total operating and investing cash flows (brought forward)	(23,231)	(60,680)
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares, options, etc.		486
1.15	Proceeds from sale of forfeited shares		
1.16	Proceeds from borrowings	72,397	96,611
1.17	Repayment of borrowings	(44,052)	(44,052)
1.18	Dividends paid		
1.19	Other (provide details if material)		
	Net financing cash flows	28,345	53,045
	Net increase (decrease) in cash held	5,114	(7,635)
1.20	Cash at beginning of quarter/year to date	12,933	25,682
1.21	Exchange rate adjustments to item 1.20		
1.22	Cash at end of quarter	18,047	18,047

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	764
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

Item 1.23 includes directors' fees, salary paid to directors and management fees paid to The Chairmen1 Pty Ltd as set out in the IPO prospectus.

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

89,547,433 shares issued in part payment of the initial additional consideration due in relation the acquisition of 3,691,740 ordinary shares in Springsure Mining Pty Limited by Guildford Coal Limited on or around 2 April 2012.
 Details regarding the issue of these shares were announced to the ASX on 20 February 2014.

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

+ 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 ^[1]	111,897	111,897
3.2 Credit standby arrangements	-	-

Note 1: Item 3.1 consists of the following financing facilities:

- Noble Debt Facility US\$8.9m (A\$9.6m equivalent)
- Noble Working Capital Facility US\$10m (A\$10.8m equivalent)
- Noble Fuel Exclusivity Agreement US\$6.8m (A\$7.4m equivalent)
- Noble Additional Debt Facility US\$12.4m (A\$13.5m equivalent)
- OCP Amortising Notes US\$55m (A\$59.6m equivalent)
- OCP Convertible Notes US\$10m (A\$10.8m equivalent)

Estimated cash outflows for next quarter

	\$A'000
4.1 Exploration and evaluation	(1,502)
4.2 Development	(7,506)
4.3 Production	
4.4 Administration	(3,583)
Total	(12,591)

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	18,047	12,933
5.2 Deposits at call		
5.3 Bank overdraft		
5.4 Other (provide details)		
Total: cash at end of quarter (item 1.22)	18,047	12,933

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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			
6.2	Interests in mining tenements and petroleum tenements acquired or increased			

Note: Sub-blocks within the Hughenden project, EPC 1480 (144 sub-blocks), EPC 1576 (161 sub-blocks), EPC 1573 (112 sub-blocks), and Sunrise project, EPC 2058 (60 sub-blocks) have been relinquished during the quarter.

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	Preference			
	+securities			
	<i>(description)</i>			
7.2	Changes during quarter			
	(a) Increases through issues			
	(b) Decreases through returns of capital, buy-backs, redemptions			
7.3	+Ordinary securities	744,594,332	744,594,332	Fully Paid
7.4	Changes during quarter			
	(a) Increases through issues	89,547,433	89,547,433	\$0.082389196
	(b) Decreases through returns of capital, buy-backs			Fully Paid
7.5	+Convertible debt securities			

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	<u>Convertible Notes</u>	<u>Convertible Notes</u>	<u>Convertible Notes</u>	<u>Convertible Notes</u>
7.6 Changes during quarter				
(a) Increases through issues	1,000	Nil	\$10,000	Refer Appendix 3B lodged 9 January 2014 for terms and conditions.
(b) Decreases through securities matured, converted	87,555,556	Nil	\$0.45	
7.7 Options			<u>Exercise price</u>	<u>Expiry date</u>
Gleneagle Warrants	12,000,000	Nil	\$0.55	5 May 2014
Gleneagle Bond conversion warrants	20,000,000	Nil	\$0.50	14 August 2014
7.8 Issued during quarter	66,762,962	Nil	\$0.17	8 January 2019
7.9 Exercised during quarter				
7.10 Expired during quarter				
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 5).
- 2 This statement does /does not* (*delete one*) give a true and fair view of the matters disclosed.



Sign here:
(Group Managing Director)

Date: 30 April 2014

Print name: Peter Kane

Notes

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- 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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