

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")

30 June 2014

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		
1.2	Payments for (a) exploration & evaluation	(593)	(7,145)
	(b) development	(4,792)	(37,988)
	(c) production		
	(d) administration	(2,305)	(11,928)
1.3	Dividends received		
1.4	Interest and other items of a similar nature received	14	110
1.5	Interest and other costs of finance paid	(714)	(9,617)
1.6	Income taxes paid		
1.7	Other (provide details if material)		
	Net Operating Cash Flows	(8,390)	(66,568)
Cash flows related to investing activities			
1.8	Payment for purchases of: (a) prospects		
	(b) equity investments		
	(c) other fixed assets	(125)	(2,541)
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)		(86)*
	Net investing cash flows	(125)	(2,627)
1.13	Total operating and investing cash flows (carried forward)	(8,515)	(69,195)

*Guildford has provided a director loan on commercial terms, valued at \$86k, during the period.

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1.13	Total operating and investing cash flows (brought forward)	(8,515)	(69,195)
	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		96,611
1.17	Repayment of borrowings	(391)	(44,443)
1.18	Dividends paid		
1.19	Other (provide details if material)		
	Net financing cash flows	(391)	52,654
	Net increase (decrease) in cash held	(8,906)	(16,541)
1.20	Cash at beginning of quarter/year to date	18,047	25,682
1.21	Exchange rate adjustments to item 1.20		
1.22	Cash at end of quarter	9,141	9,141

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	(931)
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 directors' fees, salary paid to directors and management fees paid to The Chairmen1 Pty Ltd as set out in the IPO prospectus.
Increase in payments for the quarter due to timing differences only.

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

17,262,688 issued to related parties in part payment of the consideration due in relation to the acquisition of 3,691,740 ordinary shares in Springsure Mining Pty Limited by Guildford Coal. Approval given at the EGM held on 3 April 2014.

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

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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 ^[1]	108,988	108,988
3.2 Credit standby arrangements	-	-

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

- Noble Debt Facility US\$8.9m (A\$9.4m equivalent)
- Noble Working Capital Facility US\$10m (A\$10.6m equivalent)
- Noble Fuel Exclusivity Agreement US\$6.3m (A\$6.7m equivalent)
- Noble Additional Debt Facility US\$12.4m (A\$13.2m equivalent)
- OCP Amortising Notes US\$55m (A\$58.4m equivalent)
- OCP Convertible Notes US\$10m (A\$10.6m equivalent)
- Reduction in total loan facilities of \$2.9m from prior quarter mainly due to favourable unrealised foreign exchange gain as debt is denominated in US Dollars

Estimated cash outflows for next quarter

	\$A'000
4.1 Exploration and evaluation	(376)
4.2 Development	(5,757)
4.3 Production	
4.4 Administration	(2,689)
Total	(8,822)

In addition to the above outflows there are financing obligations of approximately \$5.2m to be paid in the coming quarter. Additional principle payments of approximately \$15.3m are due to Noble in August. However Guildford is currently in negotiation with Noble concerning some of its debt arrangements whereby Guildford is seeking to defer principle payment obligations to a later date this year (Dec 2014). Guildford anticipates concluding negotiations with Noble in a mutually satisfactory way. If negotiations do not conclude in a mutually satisfactory way, Guildford will need to consider alternative arrangements.

As announced to the market 7 July 2014; Guildford Coal Limited (ASX:GUF) ("Guildford") is pleased to advise that it has entered into an underwriting agreement with Maiora Asset Management Pte. Ltd (the "Underwriter") to fully underwrite a proposed non-renounceable pro rata entitlement offer to Guildford's shareholders. Guildford has negotiated with the Underwriter on the basis that no fees will be payable as part of the underwriting agreement.

The proposed entitlement offer will be on the basis of 1 new share for every 18.248 shares held at \$0.06 to raise \$2.5 million ("Entitlement Offer") with a closing date of 30 July 2014. Those shareholders who participate in the Entitlement Offer will also receive 1 free attaching option for each share subscribed for in the Entitlement Offer, exercisable at \$0.06 within 3 months of Entitlement Offer grant. If all options are exercised the Entitlement Offer will raise a further \$2.5 million.

In addition to the underwritten amount of \$2.5 million, the Underwriter has agreed to subscribe for \$2.5 million worth of Guildford shares at the conclusion of the Entitlement Offer period, and will also be issued with 1 free attaching option for each share subscribed for, exercisable at \$0.06 within 3 months of the Entitlement Offer grant. If the Underwriter exercises all of its options it will subscribe for shares to the value of a further \$2.5 million. Any such placement of shares and options to the Underwriter will be issued within Guildford's 15% placement capacity under ASX Listing Rule 7.1.

Guildford seeks to raise up to \$10 million with the Entitlement Offer and the underwriting agreement.

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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'ooo	Previous quarter \$A'ooo
5.1 Cash on hand and at bank	9,141	18,047
5.2 Deposits at call		
5.3 Bank overdraft		
5.4 Other (provide details)		
Total: cash at end of quarter (item 1.22)	9,141	18,047

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 1479 (27 sub-blocks), and EPC 1480 (13 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>				

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7.2	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions				
7.3	+Ordinary securities	761,857,020	761,857,020	Fully Paid	Fully Paid
7.4	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs	17,262,688	17,262,688	\$0.082389196	Fully Paid
7.5	+Convertible debt securities OCP Asia Convertible Notes	1,000	Nil	\$10,000	Refer Appendix 3b lodged 9 January 2014 for terms and conditions
7.6	Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted				
7.7	Options Gleneagle Bond conversion warrants	20,000,000	Nil	<u>Exercise price</u> \$0.50	<u>Expiry date</u> 14 August 2014
	OCP Asia Detachable Warrants	66,762,962	Nil	\$0.17	8 January 2019
7.8	Issued during quarter Performance Rights	4,758,444	Nil	\$0.00	31 October 2016
7.9	Exercised during quarter				
7.10	Expired during quarter Gleneagle Warrants	12,000,000	Nil	\$0.55	5 May 2014

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7.11	Debentures <i>(totals only)</i>		
7.12	Unsecured notes <i>(totals only)</i>		

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:
 (Group Managing Director)

Date: 31 July 2014

Print name: Peter Kane

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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