

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, 17/12/10.

Name of entity

SUN RESOURCES NL

ABN

69 009 196 810

Quarter ended ("current quarter")

30 SEPTEMBER 2012

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	6	6
1.2 Payments for		
(a) exploration and evaluation	(4,155)	(4,155)
(b) development	-	-
(c) production	(37)	(37)
(d) administration	(437)	(437)
1.3 Dividends received	-	-
1.4 Interest and other items of a similar nature received	28	28
1.5 Interest and other costs of finance paid	-	-
1.6 Income taxes paid	-	-
1.7 Other	-	-
Net Operating Cash Flows	(4,595)	(4,595)
Cash flows related to investing activities		
1.8 Payment for purchases of:		
(a) prospects	-	-
(b) equity investments	-	-
(c) other fixed assets	-	-
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	-	-
Net investing cash flows	-	-
1.13 Total operating and investing cash flows (carried forward)	(4,595)	(4,595)

1.13	Total operating and investing cash flows (brought forward)	(4,595)	(4,595)
Cash flows related to financing activities			
1.14	Proceeds from issues of shares, options, etc.	18,815	18,815
1.15	Proceeds from sale of forfeited shares	-	-
1.16	Proceeds from convertible notes	-	-
1.17	Repayment of borrowings	-	-
1.18	Dividends paid	-	-
1.19	Other – Short-term loan	-	-
Net financing cash flows		18,815	18,815
Net increase (decrease) in cash held		14,220	14,220
1.20	Cash at beginning of quarter/year to date	1,225	1,225
1.21	Exchange rate adjustments to item 1.20	(10)	(10)
1.22	Cash at end of quarter	15,435	15,435

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	100
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

1.23	Directors provide geological and administrative services to the company. These services are provided at normal commercial rates.
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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

9,723,529 shares and 8,265,000 options issued to nominees of Carina Energy LLC, the Vendor of the Delta Oil Project on the 12th September 2012 as part of the purchase consideration. Performance options were also issued, but are not exercisable until certain conditions are met in relation to the Delta Oil Project as disclosed in the Notice of Meeting for the General Meeting held on the 12 September 2012.

Ameril Energy LLC received 291,959,077 shares in Sun Resources NL valued at A\$0.05 per share or \$14,597,954 as part consideration for the acquisition of Sun Resources NL's 50% interest in the Ameril Oil Project.

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

+ 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	N/A	N/A
3.2 Credit standby arrangements	40	-

Estimated cash outflows for next quarter

	\$A'000
4.1 Exploration and evaluation	8,500
4.2 Development	-
4.3 Production	30
4.4 Administration	300
Total	8,830

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	13,148	403
5.2 Deposits at call	2,287	822
5.3 Bank overdraft	-	-
5.4 Other (provide details)	-	-
Total: cash at end of quarter (item 1.22)	15,435	1,225

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	-	Refer Attachments (A) and (B)	-
6.2	Interests in mining tenements acquired or increased	-	Refer Attachments (A) and (B)	-

+ See chapter 19 for defined terms.

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	-	-	-	-
7.2 Changes during quarter				
(a) Increases through issues	-	-	-	-
(b) Decreases through returns of capital, buy-backs, redemptions	-	-	-	-
7.3 +Ordinary securities	1,844,944,710	1,844,944,710	-	-
7.4 Changes during quarter				
(a) Increases through issues	704,682,606	704,682,606	-	-
(b) Decreases through returns of capital, buy-backs	-	-	-	-
7.5 +Convertible debt securities <i>(description)</i>	-	-	-	-
7.6 Changes during quarter				
(a) Increases through issues	-	-	-	-
(b) Decreases through securities matured, converted	-	-	-	-
7.7 Options <i>(description and conversion factor)</i>			<i>Exercise price</i>	<i>Expiry date</i>
Ordinary Share Options 1:1	1,000,000	-	20 cents	01/02/2013
	1,300,000	-	12 cents	06/01/2014
	97,300,000	-	2.5 cents	31/03/2014
	23,650,000	-	3.6 cents	16/11/2014
	1,000,000	-	9.4 cents	08/08/2015
	5,000,000	-	10.5 cents	12/09/2015
Performance Options 1:1			<i>Exercise price</i>	<i>Milestone expiry date</i>
Class D	65,000,000	-	0.1 cents	28/02/2013
Class E	65,000,000	-	0.1 cents	31/08/2016
Class F	75,000,000	-	0.1 cents	31/08/2016
Class G	75,000,000	-	0.1 cents	30/06/2013
Class H	75,000,000	-	0.1 cents	31/03/2013
Class I	40,000,000	-	0.1 cents	31/03/2013

+ See chapter 19 for defined terms.

7.8	Issued during quarter			<i>Exercise price</i>	<i>Expiry date</i>
	Ordinary Share Options 1:1	28,265,000	-	2.5 cents	31/03/2014
		1,000,000	-	9.4 cents	08/08/2015
		5,000,000	-	10.5 cents	12/09/2015
	Performance Options 1:1			<i>Exercise price</i>	<i>Milestone expiry date</i>
	Class D	10,744,500	-	0.1 cents	28/02/2013
	Class E	10,744,500	-	0.1 cents	31/08/2016
	Class F	12,397,500	-	0.1 cents	31/08/2016
	Class G	75,000,000	-	0.1 cents	30/06/2013
	Class H	75,000,000	-	0.1 cents	31/03/2013
	Class I	40,000,000	-	0.1 cents	31/03/2013
7.9	Exercised during quarter	-	-	-	-
7.10	Expired during quarter			<i>Exercise price</i>	<i>Milestone expiry date</i>
	Class B	62,602,500	-	0.1 cents	31/08/2012
	Class C	33,388,000	-	0.1 cents	31/08/2012
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 Law 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: 29 October 2012.
(Company Secretary)

Print name: CRAIG BASSON

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 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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APPENDIX 5B - ASX LISTING RULES
MINING EXPLORATION ENTITY QUARTERLY REPORT

ITEM 6 - Changes in Interests in Mining Tenements

SUN RESOURCES NL
ABN 69 009 196 810

FOR THE QUARTER ENDED 30 SEPTEMBER 2012

	Tenement Reference	Nature of Interest	Interest at Beginning of Quarter	Interest at End of Quarter
(A) Interests in mining tenements relinquished, reduced and/or lapsed	SL328	10% Working Interest	10%	-
(B) Interest in mining tenements acquired and/or increased	Amerril Oil Project Richland Oil Project	47.5% Working Interest 16.67% Working Interest	2.5% -	50% 16.67%

APPENDIX 5B - ASX LISTING RULES
MINING EXPLORATION ENTITY QUARTERLY REPORT

SUN RESOURCES NL
ABN 69 009 196 810

TENEMENT SCHEDULE
30 SEPTEMBER 2012

	<u>Tenement Reference</u>		<u>Nature of Interest</u>
<u>Oil & Gas</u>	WA254-P	Offshore, Dampier Sub-Basin	7.869 (Blocks 1,3 & 4) 9.25% (Block 2)
	Flour Bluff (private mineral)	Corpus Christi, Texas, USA	20 - 24.167%
	AREA 4, Block 3; AREA 5	Malta, ESA	20%
	Margarita (private mineral)	South Texas, USA	15 - 37.5%
	L20/50	Onshore, Thailand	45%
	Delta Oil Project	Texas, USA	100%
	Amerril Oil Project	Texas, USA	50%
	Richland Oil Project	Texas, USA	16.67%
<u>Gold/Base Metals</u>	Butterfly - M40/110		5% Net Profit Interest (area only of former P40/462)