

Appendix 5B

Mining exploration entity quarterly report

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

Name of entity

BREAKAWAY RESOURCES LIMITED

ABN

16 061 595 051

Quarter ended

30 September 2006

Consolidated statement of cash flows

Cash flows related to operating activities	Current quarter \$A'000	Year to date (3 months) \$A'000
1.1 Receipts from product sales and related debtors	-	-
1.2 Payments for (a)exploration and evaluation	(1,573)	(1,573)
(b) development	-	-
(c) production	-	-
(d) administration	(564)	(564)
1.3 Dividends received	-	-
1.4 Interest and other items of a similar nature received	132	132
1.5 Interest and other costs of finance paid	-	-
1.6 Income taxes paid	-	-
1.7 Other (Revised GST/Legal settlement and fees)	-	-
Net Operating Cash Flows	(2,005)	(2,005)
Cash flows related to investing activities		
1.8 Payment for purchases of:	-	-
(a)prospects	-	-
(b)equity investments	-	-
(c) other fixed assets	(38)	(38)
1.9 Proceeds from sale of:	-	-
(a)prospects	-	-
(b)equity investments	-	-
(c)other fixed assets	12	12
1.10 Loans to other entities	-	-
1.11 Loans repaid by other entities	-	-
1.12 Other (provide details if material)	-	-
Net investing cash flows	(26)	(26)
1.13 Total operating and investing cash flows (carried forward)	(2,031)	(2,031)

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1.13	Total operating and investing cash flows (brought forward)	(2,031)	(2,031)
Cash flows related to financing activities			
1.14	Proceeds from issues of Shares / converting notes	12,745	12,745
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	12,745	12,745
Net increase (decrease) in cash held			
1.20	Cash at beginning of quarter/year to date	9,380	9,380
1.21	Exchange rate adjustments to item 1.20	-	-
1.22	Cash at end of month /year to date	20,094	20,094

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	64
1.24	Aggregate amount of loans to the parties included in item 1.10	-

1.25 Explanation necessary for an understanding of the transactions

Director fees, salary and entitlements for the quarter ending 30 September 2006

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

During the quarter the Company completed the acquisition of the LionOre exploration tenements for purchase price of \$10,552,800 by the way of issue of \$9,000,000 in converting notes and the issue of 4,800,000 in fully paid shares. In addition LionOre converted all its existing converting notes into 15,555,555 fully paid shares.

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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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 month

	\$A'000
4.1 Exploration and evaluation	1,500
4.2 Development	-
Total	1,500

Reconciliation of cash

Reconciliation of cash at the end of the month (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	161	114
5.2 Deposits at call	19,340	8,700
5.3 Bank overdraft	-	-
5.4 Other (Cash backed performance bonds)	593	566
Total: cash at end of month (item 1.22)	20,094	9,380

Changes in interests in mining tenements

	Tenement reference	Nature of interest (note (2))	Interest at beginning of	Interest at end of
6.1		Interests in mining tenements relinquished, reduced or lapsed		
6.2		Interests in mining tenements acquired or increased		
		Refer Schedule A		

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Issued and quoted securities at end of current

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 month (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions				
7.3 *Ordinary securities	169,079,988	169,079,988		
7.4 Changes during month (a) Increases through issues (b) Decreases through returns of capital, buy-backs	45,000,000 15,555,555 4,500,000	45,000,000 15,555,555 4,500,000	30 cents 22.5 cents 32.35 cents	30 cents 22.5 cents 32.35 cents
7.5 *Convertible debt securities (Converting Notes)	22,500,000	-	40 cents	
7.6 Changes during month (a) Increases through issues (b) Decreases through securities matured, converted	22,500,000 15,555,555	-	40 cents 22.5 cents	
7.7 Options <i>(description and conversion factor)</i>	400,000 400,000	- -	<i>Exercise price</i> 50 cents 62.5 cents	<i>Expiry date</i> 1.12.06 1.7.07
7.8 Issued during quarter	2,000,000	-	34.5cents	28.07.09
7.9 Exercised during quarter	-			
7.10 Expired during quarter				
7.11 Debentures <i>(totals only)</i>				
7.12 Unsecured notes <i>(totals only)</i>				

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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.



(Company secretary)

Print name: GRANT MOONEY
Date: 31st October 2006

Notes

- 1 The monthly report provides a basis for informing the market how the entity's activities have been financed for the past month 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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Schedule A

Tenement reference	Nature of interest (note (2))	Interest at beginning of	Interest at end of
Cave Hill			
E 1500819	Acquisition	0%	100%
East Kimberley JV			
E 8002607	Acquisition	0%	Earning 60%
E 8002634	Acquisition	0%	Earning 60%
E 8002635	Acquisition	0%	Earning 60%
E 8002716	Acquisition	0%	Earning 60%
E 8002746	Acquisition	0%	Earning 60%
E 8002748	Acquisition	0%	Earning 60%
E 8002749	Acquisition	0%	Earning 60%
E 8002817	Acquisition	0%	Earning 60%
E 8002824	Acquisition	0%	Earning 60%
E 8002827	Acquisition	0%	Earning 60%
E 8002835	Acquisition	0%	Earning 60%
E 8002836	Acquisition	0%	Earning 60%
E 8002865	Acquisition	0%	Earning 60%
E 8002866	Acquisition	0%	Earning 60%
E 8002867	Acquisition	0%	Earning 60%
E 8003276	Acquisition	0%	Earning 60%
E 8003293	Acquisition	0%	Earning 60%
E 8003294	Acquisition	0%	Earning 60%
E 8003323	Acquisition	0%	Earning 60%
P 8001427	Acquisition	0%	Earning 60%
P 8001506	Acquisition	0%	Earning 60%
E 8003704(a)	Acquisition	0%	Earning 60%
E 8003705(a)	Acquisition	0%	Earning 60%
M 8000580(a)	Acquisition	0%	Earning 60%
M 8000581(a)	Acquisition	0%	Earning 60%
M 8000582(a)	Acquisition	0%	Earning 60%
M 8000583(a)	Acquisition	0%	Earning 60%
M 8000584(a)	Acquisition	0%	Earning 60%
M 8000601(a)	Acquisition	0%	Earning 60%
M 8000602(a)	Acquisition	0%	Earning 60%
M 8000603(a)	Acquisition	0%	Earning 60%
M 8000604(a)	Acquisition	0%	Earning 60%
M 8000605(a)	Acquisition	0%	Earning 60%
M 8000606(a)	Acquisition	0%	Earning 60%
M 8000607(a)	Acquisition	0%	Earning 60%
M 8000608(a)	Acquisition	0%	Earning 60%
Kalgoorlie Nickel (KRGP)			
E 2400062	Acquisition	0%	Earning 60% Ni rights
M 2400462	Acquisition	0%	Earning 60% Ni rights
M 2700202	Acquisition	0%	Earning 60% Ni rights
P 2403274	Acquisition	0%	Earning 60% Ni rights
P 2403747	Acquisition	0%	Earning 60% Ni rights
P 2403795	Acquisition	0%	Earning 60% Ni rights
P 2403796	Acquisition	0%	Earning 60% Ni rights
P 2603077	Acquisition	0%	Earning 60% Ni rights
P 2603078	Acquisition	0%	Earning 60% Ni rights
P 2603079	Acquisition	0%	Earning 60% Ni rights
P 2603080	Acquisition	0%	Earning 60% Ni rights
P 2603081	Acquisition	0%	Earning 60% Ni rights
P 2603097	Acquisition	0%	Earning 60% Ni rights
P 2603098	Acquisition	0%	Earning 60% Ni rights
P 2603099	Acquisition	0%	Earning 60% Ni rights
P 2603100	Acquisition	0%	Earning 60% Ni rights
P 2603102	Acquisition	0%	Earning 60% Ni rights
P 2603103	Acquisition	0%	Earning 60% Ni rights
P 2603149	Acquisition	0%	Earning 60% Ni rights
P 2701537	Acquisition	0%	Earning 60% Ni rights
P 2701538	Acquisition	0%	Earning 60% Ni rights
P 2701581	Acquisition	0%	Earning 60% Ni rights
P 2701583	Acquisition	0%	Earning 60% Ni rights

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Tenement reference	Nature of interest (note (2))	Interest at beginning of	Interest at end of
Kalgoorlie Nickel (KRGF) (cont)			
E 2400112(a)	Acquisition	0%	Earning 60% Ni rights
E 2700331(a)	Acquisition	0%	Earning 60% Ni rights
E 2700332(a)	Acquisition	0%	Earning 60% Ni rights
M 2400540(a)	Acquisition	0%	Earning 60% Ni rights
M 2400640(a)	Acquisition	0%	Earning 60% Ni rights
P 2403670(a)	Acquisition	0%	Earning 60% Ni rights
P 2403671(a)	Acquisition	0%	Earning 60% Ni rights
P 2403751(a)	Acquisition	0%	Earning 60% Ni rights
P 2403836(a)	Acquisition	0%	Earning 60% Ni rights
P 2403837(a)	Acquisition	0%	Earning 60% Ni rights
P 2403838(a)	Acquisition	0%	Earning 60% Ni rights
P 2403839(a)	Acquisition	0%	Earning 60% Ni rights
P 2403840(a)	Acquisition	0%	Earning 60% Ni rights
P 2403936(a)	Acquisition	0%	Earning 60% Ni rights
P 2603094(a)	Acquisition	0%	Earning 60% Ni rights
P 2603095(a)	Acquisition	0%	Earning 60% Ni rights
P 2603096(a)	Acquisition	0%	Earning 60% Ni rights
P 2603101(a)	Acquisition	0%	Earning 60% Ni rights
P 2603104(a)	Acquisition	0%	Earning 60% Ni rights
P 2603105(a)	Acquisition	0%	Earning 60% Ni rights
P 2603106(a)	Acquisition	0%	Earning 60% Ni rights
P 2603150(a)	Acquisition	0%	Earning 60% Ni rights
P 2603329(a)	Acquisition	0%	Earning 60% Ni rights
P 2603330(a)	Acquisition	0%	Earning 60% Ni rights
P 2701582(a)	Acquisition	0%	Earning 60% Ni rights
P 2701642(a)	Acquisition	0%	Earning 60% Ni rights
P 2701656(a)	Acquisition	0%	Earning 60% Ni rights
P 2701657(a)	Acquisition	0%	Earning 60% Ni rights
P 2701658(a)	Acquisition	0%	Earning 60% Ni rights
P 2701659(a)	Acquisition	0%	Earning 60% Ni rights
P 2701660(a)	Acquisition	0%	Earning 60% Ni rights
Kalgoorlie Nickel (KRNP)			
E 2700099	Acquisition	0%	Earning 60% Ni rights
M 2400101	Acquisition	0%	Earning 60% Ni rights
M 2400239	Acquisition	0%	Earning 60% Ni rights
M 2400240	Acquisition	0%	Earning 60% Ni rights
M 2400497	Acquisition	0%	Earning 60% Ni rights
M 2700037	Acquisition	0%	Earning 60% Ni rights
M 2700038	Acquisition	0%	Earning 60% Ni rights
M 2700123	Acquisition	0%	Earning 60% Ni rights
M 2700127	Acquisition	0%	Earning 60% Ni rights
M 2700128	Acquisition	0%	Earning 60% Ni rights
M 2700149	Acquisition	0%	Earning 60% Ni rights
M 2700171	Acquisition	0%	Earning 60% Ni rights
M 2700178	Acquisition	0%	Earning 60% Ni rights
M 2700185	Acquisition	0%	Earning 60% Ni rights
E 2700079	Acquisition	0%	Earning 60% Ni rights
E 2700191	Acquisition	0%	Earning 60% Ni rights
M 2700053	Acquisition	0%	Earning 60% Ni rights
M 2700102	Acquisition	0%	Earning 60% Ni rights
M 2700133	Acquisition	0%	Earning 60% Ni rights
M 2700182	Acquisition	0%	Earning 60% Ni rights
M 2700191	Acquisition	0%	Earning 60% Ni rights
P 2402665	Acquisition	0%	Earning 60% Ni rights
P 2402666	Acquisition	0%	Earning 60% Ni rights
P 2701126	Acquisition	0%	Earning 60% Ni rights
P 2701127	Acquisition	0%	Earning 60% Ni rights
P 2701128	Acquisition	0%	Earning 60% Ni rights
P 2701132	Acquisition	0%	Earning 60% Ni rights
P 2701133	Acquisition	0%	Earning 60% Ni rights
P 2701134	Acquisition	0%	Earning 60% Ni rights
P 2701155	Acquisition	0%	Earning 60% Ni rights

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Tenement reference	Nature of interest (note (2))	Interest at beginning of	Interest at end of
Kalgoorlie Nickel (KRNP) (cont)			
P 2701274	Acquisition	0%	Earning 60% Ni rights
P 2701275	Acquisition	0%	Earning 60% Ni rights
P 2701277	Acquisition	0%	Earning 60% Ni rights
P 2701278	Acquisition	0%	Earning 60% Ni rights
P 2701279	Acquisition	0%	Earning 60% Ni rights
P 2701280	Acquisition	0%	Earning 60% Ni rights
P 2701285	Acquisition	0%	Earning 60% Ni rights
P 2701288	Acquisition	0%	Earning 60% Ni rights
P 2701294	Acquisition	0%	Earning 60% Ni rights
P 2701382	Acquisition	0%	Earning 60% Ni rights
P 2701440	Acquisition	0%	Earning 60% Ni rights
E 2700192(a)	Acquisition	0%	Earning 60% Ni rights
E 2700227(a)	Acquisition	0%	Earning 60% Ni rights
M 2400502(a)	Acquisition	0%	Earning 60% Ni rights
M 2700218(a)	Acquisition	0%	Earning 60% Ni rights
M 2700219(a)	Acquisition	0%	Earning 60% Ni rights
M 2700228(a)	Acquisition	0%	Earning 60% Ni rights
M 2700246(a)	Acquisition	0%	Earning 60% Ni rights
M 2700247(a)	Acquisition	0%	Earning 60% Ni rights
M 2700250(a)	Acquisition	0%	Earning 60% Ni rights
M 2700251(a)	Acquisition	0%	Earning 60% Ni rights
M 2700256(a)	Acquisition	0%	Earning 60% Ni rights
M 2700310(a)	Acquisition	0%	Earning 60% Ni rights
M 2700312(a)	Acquisition	0%	Earning 60% Ni rights
M 2700313(a)	Acquisition	0%	Earning 60% Ni rights
M 2700314(a)	Acquisition	0%	Earning 60% Ni rights
M 2700338(a)	Acquisition	0%	Earning 60% Ni rights
M 2700339(a)	Acquisition	0%	Earning 60% Ni rights
M 2700340(a)	Acquisition	0%	Earning 60% Ni rights
M 2700374(a)	Acquisition	0%	Earning 60% Ni rights
M 2700375(a)	Acquisition	0%	Earning 60% Ni rights
M 2700376(a)	Acquisition	0%	Earning 60% Ni rights
M 2700385(a)	Acquisition	0%	Earning 60% Ni rights
M 2700406(a)	Acquisition	0%	Earning 60% Ni rights
M 2700441(a)	Acquisition	0%	Earning 60% Ni rights
M 2700442(a)	Acquisition	0%	Earning 60% Ni rights
M 2700443(a)	Acquisition	0%	Earning 60% Ni rights
M 2700444(a)	Acquisition	0%	Earning 60% Ni rights
Meekatharra			
E 5100859(a)	Acquisition	0%	100%
M 2000334(a)	Acquisition	0%	100%
Mt Clifford			
E 3700228	Acquisition	0%	100%
E 3700267	Acquisition	0%	100%
E 3700309	Acquisition	0%	100%
E 3700673	Acquisition	0%	100%
P 3705088	Acquisition	0%	100%
P 3705089	Acquisition	0%	100%
P 3705090	Acquisition	0%	100%
P 3705224	Acquisition	0%	100%
P 3705272	Acquisition	0%	100%
P 3705439	Acquisition	0%	100%
P 3705440	Acquisition	0%	100%
P 3705441	Acquisition	0%	100%
P 3705442	Acquisition	0%	100%
P 3706452	Acquisition	0%	100%
E 3700761(a)	Acquisition	0%	100%
E 3700762(a)	Acquisition	0%	100%
M 3701019(a)	Acquisition	0%	100%
M 3701021(a)	Acquisition	0%	100%
M 3701024(a)	Acquisition	0%	100%

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Tenement reference	Nature of interest (note (2))	Interest at beginning of	Interest at end of
Mt Clifford (cont)			
M 3701028(a)	Acquisition	0%	100%
M 3701092(a)	Acquisition	0%	100%
M 3701109(a)	Acquisition	0%	100%
M 3701110(a)	Acquisition	0%	100%
M 3701111(a)	Acquisition	0%	100%
M 3701112(a)	Acquisition	0%	100%
M 3700616(a)	Acquisition	0%	100%
M 3700806(a)	Acquisition	0%	100%
M 3700810(a)	Acquisition	0%	100%
M 3700811(a)	Acquisition	0%	100%
M 3700812(a)	Acquisition	0%	100%
M 3700813(a)	Acquisition	0%	100%
M 3700814(a)	Acquisition	0%	100%
M 3700815(a)	Acquisition	0%	100%
M 3700930(a)	Acquisition	0%	100%
Mt Finnerty			
E 1600305	Acquisition	0%	Earning 60%
E 1600330 (a)	Acquisition	0%	Earning 60%
Mt Osprey JV			
EPM008515	Acquisition	0%	40%
EPM011698	Acquisition	0%	40%
Scotia			
E 2400123	Acquisition	0%	100%
E 2900144	Acquisition	0%	100%
E 2900162	Acquisition	0%	100%
E 2900170	Acquisition	0%	100%
E 2900522	Acquisition	0%	100%
E 2900523	Acquisition	0%	100%
E 2900529	Acquisition	0%	100%
M 2400279	Acquisition	0%	100%
M 2400336	Acquisition	0%	100%
P 2403784	Acquisition	0%	100%
M 2900244(a)	Acquisition	0%	100%
M 2900245(a)	Acquisition	0%	100%
M 2900246(a)	Acquisition	0%	100%
M 2900250(a)	Acquisition	0%	100%
M 2900259(a)	Acquisition	0%	100%
M 2900260(a)	Acquisition	0%	100%
M 2900261(a)	Acquisition	0%	100%
M 2900262(a)	Acquisition	0%	100%
M 2900305(a)	Acquisition	0%	100%
M 2900306(a)	Acquisition	0%	100%
M 2900307(a)	Acquisition	0%	100%
M 2900308(a)	Acquisition	0%	100%
M 2900315(a)	Acquisition	0%	100%
M 2900316(a)	Acquisition	0%	100%
M 2900317(a)	Acquisition	0%	100%
M 2900318(a)	Acquisition	0%	100%
M 2900244(a)	Acquisition	0%	100%
M 2900245(a)	Acquisition	0%	100%
M 2900246(a)	Acquisition	0%	100%
M 2900250(a)	Acquisition	0%	100%
M 2900259(a)	Acquisition	0%	100%
M 2900260(a)	Acquisition	0%	100%
M 2900261(a)	Acquisition	0%	100%
M 2900262(a)	Acquisition	0%	100%
M 2900305(a)	Acquisition	0%	100%
M 2900306(a)	Acquisition	0%	100%
M 2900307(a)	Acquisition	0%	100%
M 2900308(a)	Acquisition	0%	100%
M 2900315(a)	Acquisition	0%	100%

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Tenement reference	Nature of interest (note (2))	Interest at beginning of	Interest at end of
Scotia (cont)			
M 2900316(a)	Acquisition	0%	100%
M 2900317(a)	Acquisition	0%	100%
M 2900318(a)	Acquisition	0%	100%
Wildara			
M 3600475	Acquisition	0%	100%
E 3600235	Acquisition	0%	100%
M 3600502	Acquisition	0%	100%
M 3600524	Acquisition	0%	100%
M 3600526	Acquisition	0%	100%
M 3600547	Acquisition	0%	100%
M 3600548	Acquisition	0%	100%
M 3600604	Acquisition	0%	100%
M 3700771	Acquisition	0%	100%
M 3700772	Acquisition	0%	100%
M 3700877	Acquisition	0%	100%
M 3700878	Acquisition	0%	100%
P 3601338	Acquisition	0%	100%
P 3601472	Acquisition	0%	100%
P 3706558	Acquisition	0%	100%
E 3600245	Acquisition	0%	80%
E 3600273	Acquisition	0%	80%
M 3600505	Acquisition	0%	80%
M 3600506	Acquisition	0%	80%
M 3600507	Acquisition	0%	80%
M 3600511	Acquisition	0%	80%
P 3601339	Acquisition	0%	100%
P 3601340	Acquisition	0%	100%
P 3601341	Acquisition	0%	100%
E 3700611(a)	Acquisition	0%	100%
E 3700755(a)	Acquisition	0%	100%

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