Baraka Petroleum Limited

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30 January 2009

QUARTERLY ACTIVITIES REPORT

Period Ended 31 December 2008

Mauritania Blocks Ta-11 and Ta-12

During the quarter, Baraka continued discussions with both the operator of blocks Ta-11 and Ta-12 (PC Mauritania I Pty Ltd, a wholly-owned subsidiary of Petronas) and the Mauritanian Government in relation to the renewal of the licenses for blocks Ta-11 and Ta-12 for the next three year exploration period.

A new work program and budget for 2009 was submitted to the Mauritanian Government during the quarter and Baraka is now awaiting final approval of the program.

Share issue and loan funding

During the quarter, Baraka raised $122,878.

A total of 12,439,000 ordinary shares were issued to an unrelated party at a price of 0.2 cents per share to raise $24,878.

A further $98,000 was raised through an unsecured and interest free loan from an entity associated with Baraka Chairman Max deVietri. Following shareholder approval at the Company's Annual General Meeting, this loan was settled through an issue of 49,000,000 ordinary shares at a price of 0.2 cents per share.

Corporate

The Board continues to explore opportunities to raise capital and recapitalise the Company with a view to seeking reinstatement to trading on the Australian Securities Exchange (ASX) at the earliest opportunity. Against the backdrop of the current difficult economic environment, Baraka is also assessing new business opportunities in the oil and gas sector.

The Appendix 5B for this quarter is attached.

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For further information, please contact:

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Chairman
Baraka Petroleum Limited
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Rule 5.3

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

BARAKA PETROLEUM LIMITED

ABN	Quarter ended ("current quarter")
80 112 893 491	31 December 2008

Consolidated statement of cash flows

	Cash flows related to operating activities	Current quarter $A	Year to date (6 months) $A
1.1	Receipts from product sales and related debtors	-	-
1.2	Payments for (a) exploration and evaluation	(37,677)	(183,770)
	(b) development	-	-
	(c) production	-	-
	(d) administration	(122,744)	(705,080)
1.3	Dividends received	-	-
1.4	Interest and other items of a similar nature received	519	6,273
1.5	Interest and other costs of finance paid	-	-
1.6	Income taxes paid	-	-
1.7	Other	-	-
	Net Operating Cash Flows	(159,902)	(882,577)
	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	3,300	177,112
1.10	Loans to other entities		
1.11	Loans repaid by other entities		
1.12	Other	-	-
	Net investing cash flows	3,300	177,112
1.13	Total operating and investing cash flows (carried forward)	(156,602)	(705,465)

+ See chapter 19 for defined terms.

1.13	Total operating and investing cash flows (brought forward)	(156,602)	(705,465)
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares, options, etc.	122,468	122,468
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	122,468	122,468
	Net increase (decrease) in cash held	(34,134)	(582,997)
1.20	Cash at beginning of quarter/year to date	119,160	657,712
1.21	Exchange rate adjustments to item 1.20	(9,987)	324
1.22	**Cash at end of quarter**	**75,039**	**75,039**

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
1.23	Aggregate amount of payments to the parties included in item 1.2	55,421
1.24	Aggregate amount of loans to the parties included in item 1.10	-

1.25 Explanation necessary for an understanding of the transactions

Consultancy fees payable to directors (and in one case a company related to one director) in relation to ongoing negotiations with interested parties on potential funding and farm down strategies on exploration licenses.

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

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

Financing facilities available
Add notes as necessary for an understanding of the position.

		Amount available $A	Amount used $A
3.1	Loan facilities	-	-
3.2	Credit standby arrangements	-	-

Estimated cash outflows for next quarter

		$A
4.1	Exploration and evaluation	-
4.2	Development	-
	Total	-

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	Previous quarter $A
5.1	Cash on hand and at bank	75,039	75,039
5.2	Deposits at call	-	-
5.3	Bank overdraft	-	-
5.4	Other (provide details)	-	-
	Total: cash at end of quarter (item 1.22)	75,039	75,039

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.

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**	451,204,046	451,204,046		
7.4	Changes during quarter a) Increases through issues	49,000,000 10,000,000	49,000,000 10,000,000	$0.002 nil[1]	$0.002 nil
	b) Decreases through returns of capital, buy-backs	-	-		
7.5	**+Convertible debt securities**				
7.6	Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted				
7.7	**Options**			*Exercise price*	*Expiry date*
	Directors 25 cent BKPAO	8,000,000	-	$0.25	25/05/2009
	Contractors 25 cent BKPAS	4,500,000	-	$0.25	25/05/2009
7.8	Issued during quarter				
7.9	Exercised during quarter				
7.10	Expired during the quarter: Contractors 20 cent BKPAI	400,000	-	$0.20	31/10/2008
	Lapsed during the quarter				
	Employee 25 cent BKPAY	1,250,000	-	$0.25	25/05/2009
	Contractor 25 cent BKPAC	500,000	-	$0.25	01/11/2009
	Contractor 25 cent BKPAD	1,250,000	-	$0.25	01/05/2010
	Contractors 25 cent BKPA	400,000	-	$0.25	31/10/2010
7.11	**Debentures** *(totals only)*				
7.12	**Unsecured notes** *(totals only)*				

[1] issued as consideration for services rendered to the Company

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.

Sign here: .... Date: 30 January 2009
Company Secretary

Print name: J. R MORAN

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 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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+ See chapter 19 for defined terms.