29 April 2011

QUARTERLY ACTIVITIES AND CASH FLOW REPORT

PERIOD ENDED 31 MARCH 2011

Highlights

- *Drilling in Georgina Basin delayed due to floods in Queensland*
- *Successful Capital Raising of $3.15m by Share Purchase Plan*

Baraka Energy & Resources Limited

Contacts:	Issued Capital:
Collin Vost	1,954,655,046 Ordinary Shares
Telephone: 08 6436 2350	25,000,000 Unlisted Options
Directors:	ASX Code:
Barry MacKinnon (Chairman)	BKP (Ordinary Shares Fully Paid)
Collin Vost (Managing Director)	
Justin Vost (Non Executive)	
Company Secretary:	Cash (31 March 2011):
Patrick O'Neill	$2.003 million

March Quarter Activities Report

Baraka Energy & Resources Limited (“Baraka” or ‘the Company”) (ASX: BKP) is pleased to provide its quarterly activities report for the period ended 31 March 2011.

PetroFrontier Corp. ("PetroFrontier") (TSX VENTURE:PFC), our joint venture partner and operator of our tenements, EP 127 and EP 128, in the Southern Georgina Basin, Northern Territory where Baraka has a carried undivided 25% working interest up to completion of a minimum of 500 meters of horizontal drilling into the Basel Arthur Creek Shale on either EP 127 or EP 128. This zone commences at a depth of approximately 770 meters vertical depth on EP 127. Baraka retains an undivided 75% working interest in approximately 75kms^2 around the Elkedra-7 well on EP 127, where previous drilling has indicated oil shows.

Capital Expenditures

PetroFrontier's board of directors has approved a 2011 capital expenditure budget of $32 million net to PetroFrontier ($32 million gross), consisting of drilling up to six exploratory wells and the acquisition of up to approximately 1,000 km of additional 2D seismic. The six planned exploratory wells consist of up to three unconventional horizontal wells and up to three conventional vertical wells. The planned 2D seismic program will be a further delineation to the approximately 550 km of 2D seismic PetroFrontier acquired during Q4 2010.

2011 Drilling Program

The first well to be drilled by PetroFrontier will be the first horizontal well ("Baldwin-2") on EP 103. Baldwin-2 will be located close to the existing "Baldwin-1" well. Baldwin-1 will be the pilot hole for the horizontal leg of Baldwin-2 into the Basal Arthur Creek shale zone. Baldwin-2 also includes conventional targets above the Basal Arthur Creek shale zone.

The second well expected to be drilled by PetroFrontier will be a horizontal well ("MacIntyre-2") in EP 127, Northern Territory, Australia where PetroFrontier holds a 75% working interest and is also the operator. MacIntyre-2 is planned to be drilled in a similar manner to Baldwin-2 using the existing well as a guide for the new horizontal well. MacIntyre-2 also includes conventional targets above the Basal Arthur Creek shale zone.

The third well expected to be drilled by PetroFrontier will be a vertical well ("Ross-2") in EP 103. Ross-2 will be drilled up-dip to the existing Ross-1 well to evaluate conventional targets both above and below the Basal Arthur Creek shale zone as well as the horizontal viability of the Basal Arthur Creek shale zone itself.

The fourth well expected to be drilled by PetroFrontier will be another horizontal well also in EP 103 into the Basal Arthur Creek shale zone. The fourth, fifth and sixth wells will be drilled based on additional seismic currently planned to be acquired in 2011.

PetroFrontier awarded the contract to drill four wells to Major Drilling Pty. Ltd. on November 19, 2010. The rig is currently undergoing final assembly and acceptance testing in Brisbane, Queensland, Australia. There has been significant local rainfall and flooding (with accompanying road closures) which has affected both the Brisbane area and much of the remainder of the State delaying the construction of the rig and its transport to the Northern Territory. When the rig acceptance process is completed and the appropriate road transit permits have been issued the rig will be moved approximately 3,000 kilometers (a significant proportion of which is across unsealed roads) to the Southern Georgina Basin to commence PetroFrontier's exploratory drilling program. PetroFrontier will provide a further update once an actual spud date for the first well has been confirmed with a greater degree of certainty.

2011 Seismic Program

PetroFrontier plans to conduct approximately 420 km of additional 2D seismic acquisition around the Ross-2 well commencing in May 2011 and approximately 540 km of additional 2D seismic acquisition around the Owen-3 well commencing in September 2011. The fourth, fifth and sixth wells planned to be drilled by PetroFrontier during 2011 will be drilled on locations determined based on this additional seismic.

The Board of Baraka is very pleased and fortunate to have a joint venture partner such as PetroFrontier who are as committed and positive towards the potential of the Georgina Basin, backing it with expeditious activity, to the extent that they intend to commence drilling as soon as it is practicable.

New Ventures

Whilst being extremely happy about the progress of this project (introduced to Baraka by its Board only 24 months ago), the Board of Baraka continue to assess numerous other projects to expand its exposure to other oil and gas projects and other energy and resource ventures to ensure that Baraka is not a single project focused company going forward.

Your Board continues to assess other possible changes to improve Baraka's exposure and image within the market place, both in Australia and globally, for the benefit of our shareholders.

Corporate

On 25 January Baraka embarked on a capital raising by a Share Purchase Plan(SPP). This offer was closed on 7 March 2011 and the Company raised a total of $3.15m through a Share Purchase Plan by the issue of 185,446,000 ordinary shares.

The Board of Baraka were extremely satisfied with the net funds raised by the SPP from qualifying shareholders and thank them for their support.

The appointment of Justin Vost to the Board of Directors occurred on 15 March 2011. Mr Justin Vost has experience in mining, manufacturing and capital markets.

The Company also announced the resignation of Noel O'Brien as Technical Director.

Mr O'Brien has indicated that when necessary his expertise can be called on in the future and this is beneficial not just to the Board but indirectly to all shareholders.

His efforts over the past six months are greatly appreciated and the Board of Baraka wishes him well in his future endeavours.

On 18 March, Baraka held its general meeting of shareholder.

Appendix 5B

The Appendix 5B for the quarter ended 31 March 2011 is attached.

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, 01/06/10.

Name of entity

BARAKA PETROLEUM LIMITED

ABN	Quarter ended ("current quarter")
80 112 893 491	31 March 2011

Consolidated statement of cash flows

	Cash flows related to operating activities	Current quarter $A'000	Year to date (9 months) $A'000
1.1	Receipts from product sales and related debtors	-	-
1.2	Payments for (a) exploration & evaluation	-	(55)
	(b) development	-	-
	(c) production	-	-
	(d) administration	(174)	(357)
1.3	Dividends received		
1.4	Interest and other items of a similar nature received	16	50
1.5	Interest and other costs of finance paid		
1.6	Income taxes paid		
1.7	Other (provide details if material)		
	Net Operating Cash Flows	(158)	(362)
	Cash flows related to investing activities		
1.8	Payment for purchases of:		
	(a) prospects	-	-
	(b) equity investments	(108)	(108)
	(c) other fixed assets	-	-
1.9	Proceeds from sale of:		
	(a) prospects	-	-
	(b) equity investments	-	-
	(c) other fixed assets	-	1
1.10	Loans to other entities	-	(60)
1.11	Loans repaid by other entities	-	-
1.12	Other (provide details if material)	-	-
	Net investing cash flows	(108)	(167)
1.13	Total operating and investing cash flows (carried forward)	(266)	(529)

1.13	Total operating and investing cash flows (brought forward)	(266)	(529)
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares, options, etc.	3,153	3,153
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	3,153	3,153
	Net increase (decrease) in cash held	2,887	2,624
1.20	Cash at beginning of quarter/year to date	1,323	1,587
1.21	Exchange rate adjustments to item 1.20	-	-
1.22	Cash at end of quarter	4,211	4,211

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	29
1.24	Aggregate amount of loans to the parties included in item 1.10	-

1.25 Explanation necessary for an understanding of the transactions

Directors, serviced office and consultancy fees for the quarter

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'000	Amount used $A'000
3.1	Loan facilities	-	-
3.2	Credit standby arrangements	-	-

Estimated cash outflows for next quarter

		$A'000
4.1	Exploration and evaluation	25
4.2	Development	-
4.3	Production	-
4.4	Administration	90
	Total	115

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	2,003	1,323
5.2	Deposits at call	2,208	-
5.3	Bank overdraft	-	-
5.4	Other (provide details)	-	-
	Total: cash at end of quarter (item 1.22)	4,211	1,323

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				

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 ***(description)***	-	-	-	-
7.2	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions	- -	- -	- -	- -
7.3	+Ordinary securities	1,954,655,046	1,954,655,046	-	-
7.4	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs	185,446,000 -	185,446,000 -	- -	- -
7.5	+Convertible debt securities ***(description)***	-	-	-	-
7.6	Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted	- -	- -	- -	- -
7.7	Options ***(description and conversion factor)*** ***Over Ordinary Shares***	25,000,000	-	***Exercise price*** ***0.3 cents***	***Expiry date*** ***30 June 2011***
7.8	Issued during quarter	-	-	-	-
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 4).

2 This statement does / ~~does not*~~ ***(delete one)*** give a true and fair view of the matters disclosed.

Sign here:

Date: 29 April 2011

(Company secretary)

Print name: Patrick J. O'Neill

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*** applies 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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