

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Baraka Petroleum Ltd

ABN

80 112 893 491

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|-----------------|
| 1 | +Class of +securities issued or to be issued | Ordinary Shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 25,000,000 |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | |

<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>Yes</p>					
<p>5 Issue price or consideration</p>	<p>Conversion of options at 0.3 cents each for a total of \$75,000</p>					
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>						
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>21 June 2011</p>					
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="766 1411 1069 1456">Number</th> </tr> </thead> <tbody> <tr> <td data-bbox="766 1456 1069 1675">2,065,655,046</td> </tr> </tbody> </table>	Number	2,065,655,046	<table border="1"> <thead> <tr> <th data-bbox="1069 1411 1361 1456">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="1069 1456 1361 1675">Fully Paid Ordinary Shares (BKP)</td> </tr> </tbody> </table>	+Class	Fully Paid Ordinary Shares (BKP)
Number						
2,065,655,046						
+Class						
Fully Paid Ordinary Shares (BKP)						

Number	+Class
<p>9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)</p> <p><u>Option</u> 22,000,000</p>	Options exercisable at 2 cents on or before 30/6/2012

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

Not Applicable

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has +security holders who will not be sent new issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	N/A

25	If the issue is contingent on +security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Despatch date	N/A

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) Securities described in Part 1

(b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

N/A

39 Class of +securities for which quotation is sought

N/A

40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

N/A

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

N/A

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)	N/A	N/A

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here



Date: 21 June 2011

Company Secretary

Print name: PATRICK J O'NEILL

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity BARAKA ENERGY AND RESOURCES LTD
ABN 80 112 893 491

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Collin Vost
Date of last notice	15 April 2011

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Director of various entities that hold securities and beneficiary of Super Fund and Trusts
Date of change	21 June 2011
No. of securities held prior to change	<ul style="list-style-type: none"> a) 2,000,000 ordinary shares held indirectly through New York Holdings Pty Ltd b) 16,000,000 ordinary shares held indirectly through New York Holdings Pty Ltd atf <CV Superannuation Fund> c) 13,500,000 ordinary shares held indirectly through Cervantes Corporation Ltd d) 25,000,000 unlisted options (ex date 30/06/11, ex price \$0.003) held indirectly through Zurich Securities Pty Ltd e) 10,000,000 unlisted options (ex date 30/6/12, ex price \$0.02) held indirectly through Investment Promotions Pty Ltd atf <Mercedes Family a/c>
Class	Unlisted options exercisable at 0.3c on or before 30 June 2011

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Number acquired	
Number disposed	d) 5,500,000 unlisted options (ex date 30/06/11, ex price \$0.003) held indirectly through Zurich Securities Pty Ltd
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Nil
No. of securities held after change	<ul style="list-style-type: none"> a) 2,000,000 ordinary shares held indirectly through New York Holdings Pty Ltd b) 16,000,000 ordinary shares held indirectly through New York Holdings Pty Ltd atf <CV Superannuation Fund> c) 13,500,000 ordinary shares held indirectly through Cervantes Corporation Ltd d) 19,500,000 unlisted options (ex date 30/06/11, ex price \$0.003) held indirectly through Zurich Securities Pty Ltd e) 10,000,000 unlisted options (ex date 30/6/12, ex price \$0.02) held indirectly through Investment Promotions Pty Ltd atf <Mercedes Family a/c>
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Assignment of options to employees of Zurich Securities Pty Ltd at the request of the holder and approved by the Board of Baraka Energy and Resources Ltd

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	

+ See chapter 19 for defined terms.

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/a
If prior written clearance was provided, on what date was this provided?	N/a

⁺ See chapter 19 for defined terms.

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ABN 80 112 893 491

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Justin Vost
Date of last notice	15 April 2011

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Director of various entities that hold securities and beneficiary of Trust
Date of change	21 June 2011
No. of securities held prior to change	a)2,000,000 ordinary shares held indirectly through Avost Holdings Pty Ltd atf Bluesky Trust b)1,500,000 ordinary shares held indirectly by Mr Justin A Vost & Mrs Jennifer A Vost atf Avost Superfund A/c c)5,000,000 unlisted options (ex date 30/6/12, ex price \$0.02) held indirectly through Avost Holdings Pty Ltd atf Bluesky Trust
Class	Unlisted options exercisable at 0.3c on or before 30 June 2011
Number acquired	d)5,000,000 unlisted options (ex date 30/6/11, ex price \$0.003) held indirectly through Avost Holdings Pty Ltd atf Bluesky Trust
Number disposed	

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil
No. of securities held after change	a)2,000,000 ordinary shares held indirectly through Avost Holdings Pty Ltd atf Bluesky Trust b)1,500,000 ordinary shares held indirectly by Mr Justin A Vost & Mrs Jennifer A Vost atf Avost Superfund A/c c)5,000,000 unlisted options (ex date 30/6/12, ex price \$0.02) held indirectly through Avost Holdings Pty Ltd atf Bluesky Trust d)5,000,000 unlisted options (ex date 30/6/11, ex price \$0.003) held indirectly through Avost Holdings Pty Ltd atf Bluesky Trust
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Assignment of options to employees of Zurich Securities Pty Ltd at the request of the holder and approved by the Board of Baraka Energy and Resources Ltd

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/a
If prior written clearance was provided, on what date was this provided?	N/a

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Name of Director	Collin Vost
Date of last notice	15 April 2011

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Director of various entities that hold securities and beneficiary of Super Fund and Trusts
Date of change	21 June 2011
No. of securities held prior to change	<ul style="list-style-type: none"> a) 2,000,000 ordinary shares held indirectly through New York Holdings Pty Ltd b) 16,000,000 ordinary shares held indirectly through New York Holdings Pty Ltd atf <CV Superannuation Fund> c) 13,500,000 ordinary shares held indirectly through Cervantes Corporation Ltd d) 19,500,000 unlisted options (ex date 30/06/11, ex price \$0.003) held indirectly through Zurich Securities Pty Ltd e) 10,000,000 unlisted options (ex date 30/6/12, ex price \$0.02) held indirectly through Investment Promotions Pty Ltd atf <Mercedes Family a/c>
Class	Conversion of unlisted options exercisable at 0.3c on or before 30 June 2011 to ordinary shares

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Number acquired	d) 19,500,000 ordinary shares held indirectly through Zurich Securities Pty Ltd
Number disposed	d) 19,500,000 unlisted options (ex date 30/06/11, ex price \$0.003) held indirectly through Zurich Securities Pty Ltd
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Converted unlisted options to ordinary share by the payment of 0.3c each, a total of \$58500
No. of securities held after change	<ul style="list-style-type: none"> a) 2,000,000 ordinary shares held indirectly through New York Holdings Pty Ltd b) 16,000,000 ordinary shares held indirectly through New York Holdings Pty Ltd atf <CV Superannuation Fund> c) 13,500,000 ordinary shares held indirectly through Cervantes Corporation Ltd d) 19,500,000 ordinary shares held indirectly through Zurich Securities Pty Ltd e) 10,000,000 unlisted options (ex date 30/6/12, ex price \$0.02) held indirectly through Investment Promotions Pty Ltd atf < Mercedes Family a/c >
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Conversion of unlisted option to ordinary shares

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	

+ See chapter 19 for defined terms.

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/a
If prior written clearance was provided, on what date was this provided?	N/a

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Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Director of various entities that hold securities and beneficiary of Trust
Date of change	21 June 2011
No. of securities held prior to change	a)2,000,000 ordinary shares held indirectly through Avost Holdings Pty Ltd atf Bluesky Trust b)1,500,000 ordinary shares held indirectly by Mr Justin A Vost & Mrs Jennifer A Vost atf Avost Superfund A/c c)5,000,000 unlisted options (ex date 30/6/12, ex price \$0.02) held indirectly through Avost Holdings Pty Ltd atf Bluesky Trust d)5,000,000 unlisted options (ex date 30/6/11, ex price \$0.003) held indirectly through Avost Holdings Pty Ltd atf Bluesky Trust
Class	Conversion of unlisted options exercisable at 0.3c on or before 30 June 2011 to ordinary shares
Number acquired	a)5,000,000 ordinary shares held indirectly through Avost Holdings Pty Ltd atf Bluesky Trust

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Number disposed	d)5,000,000 unlisted options (ex date 30/6/11, ex price \$0.003) held indirectly through Avost Holdings Pty Ltd atf Bluesky Trust
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Converted unlisted options to ordinary share by the payment of 0.3c each, a total of \$15000
No. of securities held after change	a)7,000,000 ordinary shares held indirectly through Avost Holdings Pty Ltd atf Bluesky Trust b)1,500,000 ordinary shares held indirectly by Mr Justin A Vost & Mrs Jennifer A Vost atf Avost Superfund A/c c)5,000,000 unlisted options (ex date 30/6/12, ex price \$0.02) held indirectly through Avost Holdings Pty Ltd atf Bluesky Trust
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Conversion of unlisted options to ordinary shares

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/a
If prior written clearance was provided, on what date was this provided?	N/a

+ See chapter 19 for defined terms.