



EQUATOR
EXPLORATION LIMITED

EQUATOR EXPLORATION LIMITED

ANNUAL REPORT AND FINANCIAL
STATEMENTS 2012

Table of Contents

	Pages
Operating Review	1 – 3
Asset Review	4 – 10
Directors' Report	11 – 12
Statement of Directors' Responsibilities	13
Directors, Officers and Professional Advisors	14
Independent Auditors' Report	15
Consolidated Statement of Comprehensive Income	16
Consolidated Balance Sheet	17
Consolidated Statement of Changes in Equity	18
Consolidated Statement of Cash Flows	19
Notes to the Financial Statements	20 – 34

Operating Review

Events during 2012

This statement covers the significant events of the last year, from January to December 2012.

The Company's Oil & Gas Interests

The Company holds interests in the following oil & gas exploration projects in the Gulf of Guinea:

- The Bilabri and Owanare oil and gas developments in OML 122, shallow water Nigeria, operated by Peak Petroleum Industries Nigeria Ltd ('Peak');
- OPL 323 & OPL 321, deep water Nigeria, operated by the Korean National Oil Corporation ('KNOC');
- Block 5, ultra deep water in the Exclusive Economic Zone of São Tomé & Príncipe;
- The award of Block 12 by the National Petroleum Agency of the Government of the Democratic Republic of São Tomé & Príncipe also in the ultra-deep Exclusive Economic Zone.

An appraisal of these interests is given in the Asset Review which immediately follows this Operating Review. Key matters which arose during 2012 are:

OPL 321 & OPL 323

During 2012, the Company continued to consult with all of the stakeholders in OPL 321 and 323 in order to achieve a resolution to the dispute between the Operator, KNOC, and the Federal Government of Nigeria and Owel Petroleum Services Nigeria Ltd ('Owel').

The dispute arose in January 2009 when the allocation of OPL 321 and OPL 323 to KNOC, was voided by the government. KNOC responded with a lawsuit for a Judiciary Review and, in August 2009, the Federal High Court gave judgment in KNOC's favour. Subsequent appeals by the government and Owel were held pending during 2010 and 2011 while a resolution was sought.

In 2012 Owel returned to the courts to pursue its case and, in April, the Court of Appeal gave its judgment. The appeal succeeded only in part but the Court of Appeal did rule that the High Court had no jurisdiction to entertain KNOC's original action for a Judiciary Review because, in ordering the voiding of the award of the blocks to KNOC, the President of Nigeria was acting in an executive capacity not a judicial one. The Court of Appeal therefore set aside the High Court judgment of August 2009 and struck out the KNOC petition for a Judiciary Review. The case has now gone to the Supreme Court because Owel has petitioned for the status of the Production Sharing Contract (PSC) to be clarified.

The Company maintains that it is still entitled to its 30% participating interest in the PSC's of the two blocks, despite the return of its share of the signature bonuses, totalling US\$ 161.7 million, by the Nigerian authorities in October 2009. At the time, the government acknowledged receipt of the Company's letter stating this position.

Blocks 5 & 12, São Tomé & Príncipe

In February 2010, in accordance with agreements signed in 2001 and 2003 with the government of São Tomé & Príncipe, the Company was granted the first two choices from all of the blocks within its Exclusive Economic Zone ('EEZ'). The Company chose and was allocated Blocks 5 and 12. By 31 December 2011, negotiations with the government on the Production Sharing Contracts ('PSCs') were nearly complete. In particular, an agreement had been reached on work programmes suitable for these frontier ultra-deep water blocks.

The Production Sharing Contract ('PSC') for Block 5 was executed with the National Petroleum Agency of São Tomé & Príncipe on the 18 April 2012. This triggered payment of a signature bonus of US\$ 2million and commitment, backed by a performance bond, to a 4 year work programme comprising seismic acquisition and studies.

With the exception of the level of carried participation for the government, the terms of the PSC for Block 12 have been agreed.

In order to manage the exposure to the risks of high cost exploration in a frontier province in ultra-deep water, the Company continues to consider farm outs. A number of companies have visited the data room in order to assess the opportunity.

Bilabri & Owanare (OML 122)

Peak Petroleum Industries Nigeria Limited ('Peak') continues to be unable to meet its obligations under the Bilabri Settlement Agreement ('BSA'), executed in 2007. During 2011, the Company continued with a set of legal proceedings, including a petition for Peak to be wound up. The result was the removal of the injunction against the registration of the June 2008 arbitration award and the issue of a preliminary winding up order. By the end of 2011, the court had issued a final order for the winding up of Peak and had appointed a liquidator.

During 2012, PEAK responded with three appeals:

1. An appeal against the decision of the Federal High Court to grant Equator leave to advertise the winding up petition in two national newspapers;
2. An appeal against its refusal to grant an adjournment to allow Peak to file a response to Equator's application for the appointment of a Provisional Liquidator; and
3. A claim that the Federal High Court had no jurisdiction to hear and determine the winding up petition.

Until the Appeals are determined, the Liquidator remains in control of the assets of Peak for the benefit of the creditors, particularly Equator.

The Company has offered Peak a settlement in which it resumes the funding and operations of the Bilabri Development in return for an increased participating interest and, for the first time, a direct interest in Oil Mining Lease 122. Peak agreed with many elements of our proposal but a conclusion has not been reached.

Change of Immediate Parent Company

Equator became a direct subsidiary of Oando Plc ('Oando') in 2009 when, in a number of transactions, Oando acquired a 78 per cent stake in the Company. Oando is listed on the Lagos and Johannesburg stock exchanges. During the fourth quarter of 2011, Oando Plc acquired further shares in Equator, raising its shareholding to 81.5 per cent.

On the 2 August 2011, Exile Resources Inc ('Exile'), a small oil company registered in Canada, announced that it would acquire the exploration & production assets of Oando Plc. On the 24 July 2012 a reverse takeover of Exile Resources Inc was completed by Oando plc. Exile was renamed Oando Energy Resources Inc ('OER') and, on the 30 July 2012, the share listing was transferred from the TSX Venture Exchange to the Toronto Stock Exchange ('TSX') and trading started.

On the 24 July 2012, Oando Plc asked the Company to acknowledge the transfer of all of its 392,237,688 shares to Oando Netherlands Holdings 1 Coöperatief U.A., a Netherlands registered company. This company is wholly owned by OER so it has become the effective immediate parent of Equator. Oando Plc remains the ultimate parent through its shareholding of OER, which is currently 94.6 per cent of the total shares in issue.

Changes to the Board of Directors in 2012

The following directors resigned during 2012:

• Philip Dimmock	-	Chief Operating Officer	<i>resigned on 19 October 2012</i>
• Patrick Bastin	-	Non Executive Director	<i>resigned on 19 October 2012</i>
• David Rowlinson	-	Non Executive Director	<i>resigned on 20 October 2012</i>

The following three members remain on the Board:

• Jubril Adewale Tinubu	-	Non Executive Chairman
• Omamofe Boyo	-	Non Executive Director
• Olapade Durotoye	-	Non Executive Director

Results for 2011 & 2012

The Group posted the following losses in 2011 and 2012:

(US\$ 000's)

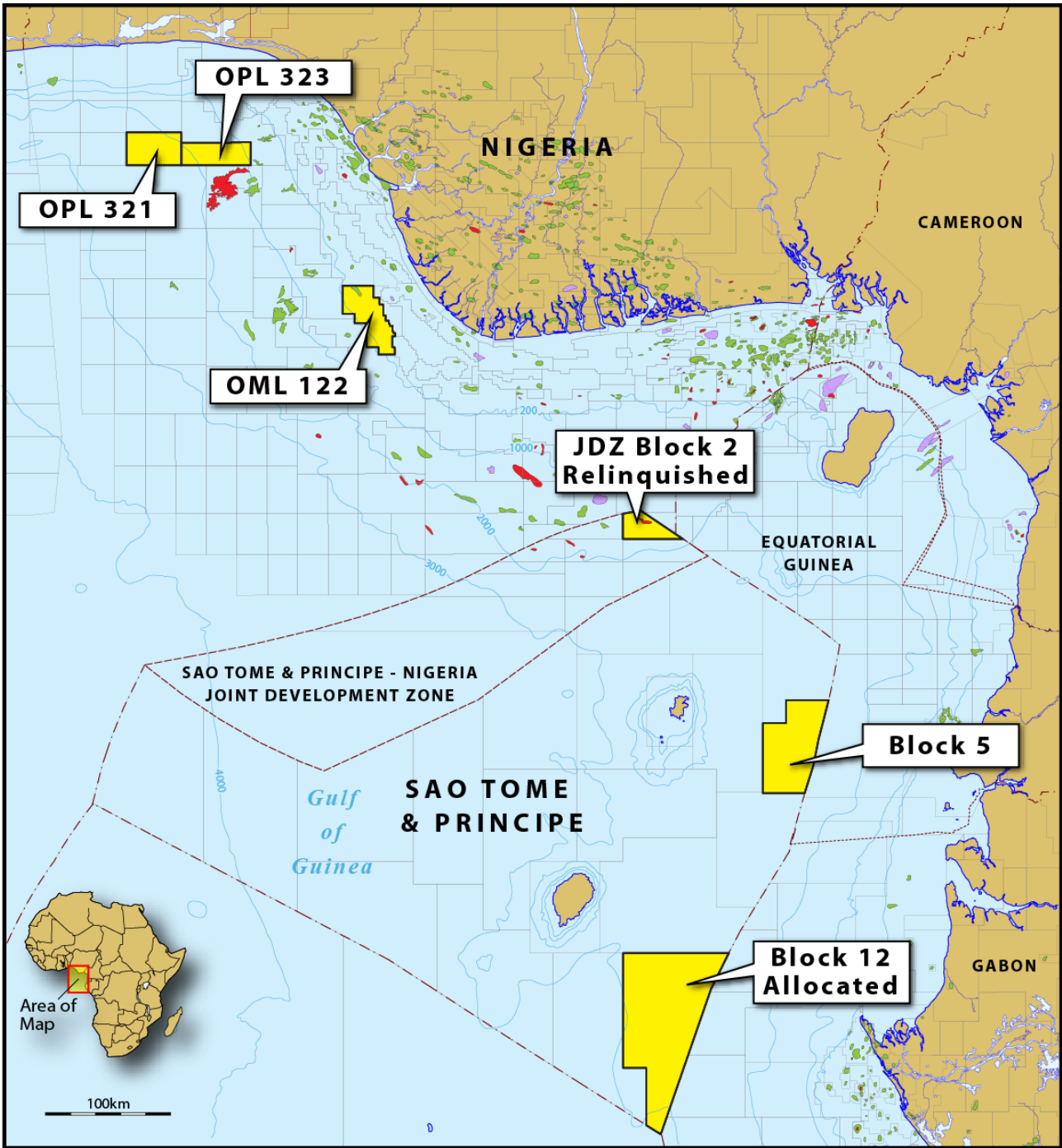
2011:	US\$ 12,915
2012:	US\$ 26,311

Dividends 2011 & 2012

No dividends were paid in 2012 or 2011.

11th June 2013

Map of Equator's Interests



Asset Review

Nigeria – OPL 323 and OPL 321

History

Equator holds a 30% participating interest in each of the highly prospective deep water blocks, OPL 323 and OPL 321 offshore Nigeria.

Equator and its bidding group won the blocks in the 2005 licensing round with bids comprising signature bonuses (US\$ 161.7 million net), work programmes and local content. However, the Korean National Oil Corporation ('KNOC') exercised a right of first refusal and was awarded a 60% interest in the blocks and was appointed operator. Equator's main bidding partner, ONGC Videsh elected not to participate in the blocks allowing Equator to take a 30% interest. The remaining 10% was awarded to Local Content Vehicles ('LCVs'), Tulip Energy Resources Nigeria Limited for OPL 321 and NJ Exploration Limited for OPL 323. Equator and KNOC carry the costs of the two LCV's in proportion to their participating interests. The two Production Sharing Contracts ('PSC's') were signed with the Nigeria National Petroleum Corporation ('NNPC') on the 10 March 2006. The Joint Operating Agreements were signed on the 7 June 2007.

Since the award of operatorship to KNOC made it impractical for the Company's remaining bidding partners to enter the PSC's directly, the Company granted them carried interests amounting to 4% out of its 30% participation in the PSC's. During 2008, the Company entered into agreements to eliminate these carried interests for a combination of warrants and contingent cash payments. Equator now holds the full economic rights to its 30% participating interest in each PSC.

In August 2007, the Company executed a farm-out agreement to assign a 20% interest in OPL 323 to BG Exploration and Production Nigeria Limited. The total consideration to be paid by BG was US\$ 75 million, comprising both cash and a carry on the future expenditure on the remaining 10% interest. The Company worked diligently to secure the approval of NNPC and the Federal Government of Nigeria. However, this was withheld due to a number of public and private government inquiries into the allocation of the blocks to KNOC and, in August 2010, BG terminated the farm out agreement.

In January 2009, the Nigerian government voided the allocations of OPL 323 and OPL 321 to KNOC. The blocks were simultaneously offered to the winning group of the 2005 licensing round of which Equator was a member. KNOC brought a lawsuit against the government parties in the Federal High Court in Abuja. One of Equator's bidding partners, Owel Petroleum Services Nigeria Ltd ('Owel'), joined in the lawsuit as a co-defendant of the government. In August 2009, judgment was given in KNOC's favour. The government and Owel responded by submitting separate appeals against the High Court judgment.

In September 2009, the government refunded the signature bonuses of US\$ 161.7 million which Equator had paid for OPL 323 and OPL 321. The Company had requested the return of the signature bonuses in March 2009 because the on-going litigation was denying it of its right to explore the blocks and it faced severe economic hardship. The Company notified the government of its intention to maintain its interests in the two blocks until such time that the courts disposed of the matter and beyond. This notification was acknowledged by the government.

The government did not pursue its appeal but Owel did. In April 2012, the Court of Appeal ruled on Owel's appeal. The three judges considered a total of twenty one issues, six of which were resolved in favour of Owel while the rest were resolved in favour of either KNOC or all of the ten Respondents, comprising KNOC, the President of Nigeria and other Federal Government parties, the Local Content Vehicles and ONGC Videsh. The appeal therefore succeeded only in part. However, on Issue 8, which bordered on the jurisdiction of the Federal High Court, the Court of Appeal ruled that the junior court had no jurisdiction to entertain KNOC's original action for a Judiciary Review because, in ordering the voiding of the award of the blocks to KNOC, the President of Nigeria was acting in an executive capacity not a judicial one. The Court of Appeal therefore set aside the Federal High Court judgment of August 2009 and struck out the original KNOC petition for a Judiciary Review. However, the Court of Appeal did not rule on the validity of the PSC's. Owel has therefore petitioned the Supreme Court seeking a ruling that the PSC's no longer subsist. KNOC is contesting.

Equator Exploration Limited prepares its annual financial statements under the International Financial Reporting Standards (IFRS).

Bearing this in mind against the background of the extended court processes that have continued, since 2009, to prevent Equator from exercising its rights under the PSCs to explore for and develop any oil discoveries in the blocks, management have concluded that it is prudent to allocate impairment provisions against the assets of OPL 321 and OPL 323. Therefore, impairment provisions have been posted this year. OPL 321 has been assigned an impairment provision of US\$ 11,092,732 and OPL 323 has been assigned an impairment provision of US\$ 12,008,639, representing the Company's share of the expenditure made by the operator, KNOC.

These impairment provisions leave carrying values, at 31st of December 2012, of US\$ 934,881 and US\$ 1,012,072 respectively, representing amounts invested by the Company on its own behalf. It is emphasised that the Company continues to maintain and to vigorously pursue its full rights to the blocks and believes that, in due course, these will be restored.

The Board remains confident that the Company continues to have a legal right to a 30% participation in the exploration and exploitation of the two blocks.

The Company remains active in consulting with all of the stakeholders in order to achieve an out of court settlement. As part of the settlement, it is envisaged that the PSC's will either be amended to extend the term of the Exploration Periods, the first five year phase of which has expired, or be replaced with new PSC's.

Operational status

The existing 3D seismic survey has been interpreted and several prospect horizons in a number of geological structures have been identified. The prospect horizons have been ranked and optimum drilling locations selected for each geological structure. Finally, the geological structures have been ranked and locations selected for the two commitment wells on each block.

The Deepwater Pathfinder was contracted to drill the four obligation wells starting in the third quarter of 2009. However, to avoid a substantial early termination penalty in light of the ongoing litigation, the rig contract had to be assigned elsewhere.

Prospectivity

OPL 323

OPL 323 is located 80 kilometres offshore and lies in water depths of between 890 metres and 2080 metres. A number of large structures have been identified by interpretation of the 3D seismic survey. Within each of the geological structures there are several prospective horizons. Many of the prospect horizons are supported by seismic amplitude anomalies. Furthermore, the proximity of the block to large oil fields on adjacent acreage supports the presence of source rocks and abundant reservoir sands. OPL 323 is to the west of the Abo Field in OML 125 and immediately to the north of the large Bosi and Erha Fields in OML 133. Erha has proved reserves reported by ExxonMobil to be in excess of 500 million barrels of oil and 5 trillion cubic feet of gas and, with its satellite development Erha North, produces in excess of 200,000 barrels of oil per day. Bosi, the second field development on OML 133, produces 135,000 barrels of oil per day.

During 2006, Agip made a discovery of both oil and gas in the Okodo-1 well on OML 125, adjacent to OPL 323. This discovery had a direct impact on the prospectivity of one structure on OPL 323, located only seven kilometres away. It appears to lie in the same channel as the Okodo discovery, which proved that the hanging wall of the common major bounding fault forms a trap for hydrocarbons and that the immediate area has sources of oil and gas and migration paths.

In September 2011, Netherland, Sewell & Associates Inc. ('NSAI'), Independent Petroleum Engineers, confirmed its 2006 assessment of the prospective resources within the four largest structures, which used a statistical 'Monte Carlo' approach. For "Best Estimate", they used the median (P50), the standard adopted in 2007 by the Society of Petroleum Engineers. The Best Estimate of Gross Unrisked Prospective Resources on four structures is 1.1 billion barrels of oil and 4.9 trillion standard cubic feet of gas (Tables 1 & 2). The subsequent more detailed evaluation of five structures by the operator has given a best estimate of 1.3 billion barrels for oil.

OPL 321

OPL 321 is located immediately to the west of OPL 323, lying in deeper water in the range 1900 to 2600 metres. The block lies on trend with block OPL 322 to the south, where Shell's discovery well, Bobo-1, encountered a significant column of hydrocarbons. It has access to the same hydrocarbon sources as the giant Bosi and Erha Fields located nearby to the southeast. NSAI assessed the Best Estimate of the Gross Unrisked Prospective Resources in the largest prospect to be 0.57 billion barrels of oil and 0.67 trillion standard cubic feet of gas (Tables 1 & 2).

The operator, in its subsequent and more detailed evaluation, has identified a total of four structures and has calculated the best estimate of the total gross unrisked prospective resources of oil to be 1.6 billion barrels.

Table 1 - OPL 321 & OPL 323 Unrisked Recoverable Oil Resources (million barrels) ¹ as at 30 June 2011							
	Gross (100 per cent)			Equator Interest (30 per cent)			POS ²
Prospect Cluster	Low	Median (Best)	High	Low	Median (Best)	High	per cent
323-G	115	507	2,611	34	152	783	36
323-O	52	157	643	16	47	193	25
323-W	100	278	889	30	84	267	34
323-L	55	165	617	16	49	185	33
321-E	156	574	2,506	47	172	752	27
Total	478	1,682	7,266	143	504	2,180	

Table 2 - OPL 321 & OPL 323 Unrisked Recoverable Gas Resources (billion cu ft) ¹ as at 30 June 2011							
	Gross (100 per cent)			Equator Interest (30 per cent)			POS ²
Prospect Cluster	Low	Median (Best)	High	Low	Median (Best)	High	per cent
323-G	834	3,487	16,271	250	1,046	4,881	36
323-O	279	896	3,401	84	269	1,020	25
323-W	89	316	1,291	27	95	387	34
323-L	57	232	1,186	17	70	356	33
321-E	147	670	3,623	44	201	1,087	27
Total	1,406	5,601	25,772	422	1,681	7,731	

Totals may not add due to rounding

(1) Netherland, Sewell & Associates, Inc.

(2) Probability of geological success.

Exclusive Economic Zone of São Tomé & Príncipe – Blocks 5 & 12

History and Status

The maritime boundaries of São Tomé & Príncipe ('STP') encompass an area of approximately 160,000 square kilometres. The proximity of STP's offshore waters to the proven hydrocarbon systems in the adjacent waters of Nigeria, Cameroon, Equatorial Guinea and Gabon suggests the potential for hydrocarbons, which is further supported by regional seismic data and petroleum seeps seen on the islands.

In a joint venture with Petroleum Geo-Services ASA ('PGS'), Equator funded the acquisition in 2001 and 2005 of 10,000 kilometres of 2D seismic data within the Exclusive Economic Zone ('EEZ') of STP. It was agreed with the government that licences for the seismic data would be sold to oil companies to promote a licensing round. In return for its investment in the seismic acquisition programme, Equator gained the right to acquire a 100% interest in two blocks of its choice.

Prior to the first EEZ Licensing Round of 2010, the government invited the Company to make its first choice of two blocks. Equator was allocated its chosen blocks, Block 5 and Block 12. The PSC for Block 5 was signed with the National Petroleum Agency on the 18 April 2012 triggering the payment of a signature bonus of US\$ 2 million and commitment to a four year work programme of 2D and 3D seismic acquisition and studies. If justified by the seismic surveys, the Company can elect to drill the first exploration well in the following period of two years. The negotiations on the PSC for Block 12 have reached the final stages.

Equator intends to enhance the value and manage the risks of its opportunity in the EEZ by seeking farm-outs to acknowledged deep water operators and to independents.

Equator purchased a licence for the 2D seismic data covering Blocks 5 and 12. With this data, it has, with the help of the consulting firm RPS Energy, carried out comprehensive studies on the prospective and economics of the blocks.

Block 5 Prospectivity

Block 5 has an area of 2844 sq km and is located east of the island of Príncipe, adjacent to the Equatorial Guinean shelf with water depths ranging from 2000 to 2500m. The block is within Zone A of the government's block classification scheme and is ranked highest by Equator based on water depth, on proximity to the Equatorial Guinea shelf and to the ancient Ogouee delta, and on the presence of Cretaceous structural development related to basement faulting.

Within Block 5, the Company licenced approximately 1500 km of 2D seismic data on a spacing of some 2.5km by 5km. The quality of seismic data is generally good in both the Tertiary and Cretaceous intervals. The Company has mapped seven horizons at Basement, Albian, Campanian, Top Cretaceous, Mid Eocene, Neogene and Seabed in time and depth and has identified a number of prospects and leads, predominantly associated with structural trapping geometries over the Kribi fracture zone. Closures in the Mesozoic section from the Albian through to the Upper Cretaceous are expected to be prospective. Further opportunities exist within stratigraphic plays in the Upper Cretaceous and potentially the Tertiary.

Block 12 Prospectivity

Block 12 is the most south-easterly block in the EEZ with an area of 7940 sq km in water depths ranging from 2500 to 3000m. It is the closest to the North Gabon salt basin, lying some 150 km to the west of Port Gentil. The block is situated within Zone B of the government block classification scheme, and within this group has been ranked the most attractive by Equator due to its proximity to the North Gabon salt basin and the presence of structural prospects located both on the footwall of the Ascension Fault and similar sub-parallel trends.

Within Block 12, we have licensed approximately 800 km of 2D line data on a spacing of some 11km by 40 km. The seismic data shows reasonable reflection continuity, although the line spacing in this area is much greater than in Block 5. The seven main seismic mapping horizons from the Block 5 region were correlated into Block 12 through the use of the regional tie lines and a number of prospects and leads have been identified. Large robust closures exist within the Block associated with the main Ascension Transform Fault zone. Deeper synrift depositional sequences may contain clastic reservoirs while Middle to Late Cretaceous late-synrift and post rift sag results in numerous interesting structured prospects. Clastics in the Miocene may also provide exploration potential. Full investigation of the stratigraphic potential of the block (deepwater turbidite plays for example) requires further 2D seismic coverage.

Nigeria – Bilabri & Owanare Fields (OML 122)

History

OML 122 is located 25 to 60 kilometres offshore from the Western Niger Delta in water depths of 40 to 300 metres.

In April 2005, Equator signed a Finance and Service Agreement with Peak Petroleum Industries Nigeria Limited ('Peak'), the lease holder and operator of OML 122. In return for providing funds and supplying technical services for an appraisal well on each of two discoveries and for a selected exploration well, Equator became entitled to a share of any oil and gas production.

In September 2005, Equator and Peak chartered the 'Bulford Dolphin' semi-submersible drilling rig and, in November 2005, commenced drilling their first well, Bilabri DX-1, on the multi-layered discovery. The extent of the known hydrocarbon reservoirs was found to exceed expectations and, furthermore, the well discovered additional gas reservoirs. On test, the 21 metre oil column in the C2 sand flowed crude oil with a specific gravity of 39 degrees API, at a rate of 7188 barrels per day and the gas reservoir in the overlying C1 sand flowed at a rate of 26 million standard cubic feet per day. The flow testing, combined with the well logs, confirmed that the reservoir properties and crude oil quality of Bilabri were excellent. Accordingly, Equator and Peak initiated a development programme consisting of 6 wells and signed a charter contract for a Floating Production, Storage & Offloading vessel ('FPSO') with BW Offshore on 17 October 2006.

Following the DX-1 well, the Owanare prospect was selected for the exploration well and the AX 1 well was drilled. Gas was discovered in three separate horizons and the well was suspended for a future development.

The Bilabri field was then further appraised with wells D2, D3 and D4. During the drilling programme, operations were disrupted on three occasions when the field was invaded by militants from the Niger Delta. On two occasions, crew members were taken as hostages. In addition, Peak defaulted on the cash calls for its share of project expenditure.

The three additional appraisal wells established that the aerial extent of the C2 sand was larger than expected but determined that the C1 sand contained gas only. In April 2007, NSAI assessed the Gross Proved plus Probable oil reserves for Bilabri as 13.2 million barrels. In terms of gas, NSAI's best estimate of Gross Proved plus Probable contingent resources was 395 billion standard cubic feet for Bilabri and 106 billion standard cubic feet for Owanare, giving a total gross contingent gas resource of 501 billion standard cubic feet, all discovered by wells funded by Equator. Based on the results from the appraisal drilling, the scope of the Bilabri oil development was reduced from six to three wells comprising two horizontal completions of the existing D2 and D4 wells plus a vertical completion of the existing DX-1 well.

On the 22 January 2007, the FPSO entered a shipyard in Singapore for upgrade and delivery to Nigeria in the fourth quarter of 2007. The sub-sea equipment was ordered and scheduled for installation also during fourth quarter 2007. Equator funded 100% of the cost of developing Bilabri, with expenditure on OML 122 totalling US\$ 263 million.

However, during 2007 the project was beset with security problems, including a fourth militant invasion and kidnapping, which caused the shutdown of drilling operations. The contract for the Bulford Dolphin drilling rig was terminated for prolonged force majeure on the 11 May 2007. Subsequently, BW Offshore terminated the contract for the FPSO. The Company became liable for early termination penalties on the FPSO and for debts on a number of unpaid invoices from suppliers.

In September 2007, Equator agreed terms with Peak by entering into the Bilabri Settlement Agreement ('BSA') for Peak to take responsibility for operations and to fund the remainder of the Bilabri oil development. Peak also assumed the existing and future project liabilities and an obligation to make an upfront payment to Equator. In return, Equator's interest in Bilabri and Owanare was reduced to a carried interest of 5% in the oil project and a paying interest of 12.5% in any gas development.

Status

Peak did not meet any of its obligations under the BSA. In order to protect its interests, Equator issued a notice of arbitration.

However, Peak gained an injunction from the Nigerian courts that served to prohibit Equator from continuing with the arbitration in England, citing Peak's admission of its debt as a justification for preventing the arbitration. Nevertheless, we continued and, on the 27 May 2008, the tribunal awarded the total sum of US\$ 123 million plus interest. Not surprisingly, the Federal High Court rejected our subsequent petition to register the arbitration award in Nigeria.

In 2010, Equator brought new suits to overturn the previous decisions of the Nigerian courts and to wind up Peak. By mid-2011, some success was achieved with the withdrawal of the injunction against the arbitration and with the issue of a preliminary winding up order. In November 2011, the winding up order was made final and a liquidator was appointed to take control of the assets of Peak.

Peak has responded with three appeals:

1. An appeal against the decision of the Federal High Court to grant Equator leave to advertise the winding up petition in two national newspapers;
2. An appeal against its refusal to grant an adjournment to allow Peak to file a response to Equator's application for the appointment of a Provisional Liquidator; and
3. A claim that the Federal High Court had no jurisdiction to hear and determine the winding up petition.

Until the Appeals are determined, the Liquidator remains in control of the assets of Peak for the benefit of the creditors, particularly Equator.

We await the cases to be heard by the Court of Appeal.

In the meantime, Equator offered Peak a compromise in which Equator would fund the development of Bilabri and possibly Owanare, in return for larger interests than those conferred by the BSA. As well as receiving its share of produced oil, Equator would recover with interest, from Peak's share of production, the carry on their share of future development costs and their existing debts under the BSA. Peak has not accepted the offer.

Both the Oil and Gas developments await funding and the resolution of various disputes.

Resources

In September 2011, NSAI confirmed their assessment of the recoverable hydrocarbons in the Bilabri and Owanare discoveries. However, because the development of Bilabri had been suspended they reclassified the oil volumes as contingent resources (Table 3).

Table 3 – Bilabri & Owanare Fields Contingent Recoverable Resources as at 30 June 2011¹					
	Bilabri Oil Million barrels		Bilabri Gas Million cu ft		Owanare Gas Million cu ft
Category	Gross	Net at 5%	Gross	Net at 12½%	Gross Net at 12½%
Low Estimate (1C)	10.3	0.5	332	41.5	59 7.4
Best Estimate (2C)	13.2	0.7	395	49.3	106 13.3
High Estimate (3C)	16.5	0.8	457	57.1	172 21.5

(1) Netherland, Sewell & Associates, Inc.

Joint Development Zone – Block 2

History

From the 17 March 2006 until the 16 March 2012, Equator held a 9% participating interest in Block 2 in the Nigeria and São Tomé & Príncipe Joint Development Zone ('JDZ').

Other participants in the PSC were Sinopec (28.67% operator), ERHC (22.00%), Addax (14.33%), ONGC Videsh (13.5%), Amber Petroleum (5%), Foby Engineering (5%) and A & Hatman (2.5%). In 2009, Foby and Amber went into default on the payment of cash calls. ONGC resigned from the block in June 2010.

An exploration well, Bomu 1, was drilled in 1655 metres of water between the 29 August 2009 and the 3 October 2009. The well reached a total depth of 3543 metres below sea level achieving all of its geological objectives. It was completed under budget by approximately US\$ 10 million. The well fulfilled the work obligation of Phase I of the Exploration Period in the PSC.

The well encountered reservoir sands and traps largely as expected but the discovery of only biogenic gas in a number of the sand intervals rather than oil was disappointing. The Phase 1 Exploration Period was extended for a total of two years to allow a thorough technical and commercial evaluation of the Bomu discovery and the remaining prospects on Block 2. As well as using the data gathered from Bomu 1, Sinopec was also able to include the regional information from four other wells drilled in Blocks 3 and 4 in the studies.

Decision to Exit

The studies confirmed that the small Bomu gas discovery is sub-commercial under current conditions. An adequate source of oil is believed to exist but no faults are seen to provide a migration path for oil between the source rocks and the reservoir sands. The studies also concluded that the best remaining prospect is more likely to contain gas than oil, in quantities not very much larger than those discovered in Bomu. This did not justify commitment to a second exploration well, as required for entry into Phase II of the PSC.

With the possible exception of ERHC, which was carried through Phase I, the participants, including Equator, elected to exit the block.

11th June 2013

Directors' Report

for the year ended 31 December 2012.

The directors submit their report and the audited financial statements of the Equator group of companies ("Group") for the year ended 31 December 2012.

Review of the business & principal activity

Equator Exploration Limited ('Equator' or the 'Company') is a company incorporated in the British Virgin Islands. The address of the registered office is given on page 14. The Company and its subsidiaries engage in the exploration and development of offshore oil and gas projects in West Africa.

A full review of the Company's activities for the period of these accounts is set out in the Chief Operating Officer's operating review and asset review on pages 1 - 10 above.

Shares

As at 31 December 2012, there were 481,117,270 common shares issued. (2011: 481,117,270)

Share Options and Warrants

A full review of the Share Options and Warrants issued by the Company is provided as note 24 "Share Options and Warrants" to the accounts.

Results and dividend

The Group made a loss of US\$ 26.3 million in 2012. (2011: US\$ 12.9 million)

The Company did not pay a dividend in 2012 or in 2011.

Litigation

In August 2009, the Company's partner on blocks OPL 323 and OPL 321, African Excellence Investments Limited, filed an arbitration claim with the International Chamber of Commerce for payment from the Company of US\$ 1 million pursuant to an agreement related to OPL 321 and OPL 323. The Company was unsuccessful both in the arbitration and in a subsequent appeal in the English High Court. In 2011, however EEL had to meet an obligation to pay African Excellence US\$ 1 million plus the cost of the arbitration proceedings. In 2012, a settlement was reached on the cost of the appeal closing the case.

In September 2010, Equator commenced a winding up action against Peak Petroleum Industries Nigeria Limited in the Nigerian courts following Peak's failure to pay its debts to Equator under 1) the Bilabri Settlement Agreement and 2) the arbitration award for US\$ 123 million of 27 May 2008 (see a full explanation in the Asset Review under OML 122). In November 2011, the winding up petition against Peak was made final by the Nigerian High Court and a liquidator was appointed to take control of the assets of Peak. Peak is appealing that decision in the Court of Appeal.

Financing

In a number of transactions during 2009, Oando Plc, a Nigerian public company quoted on the Nigerian and Johannesburg Stock Exchanges, became the majority shareholder of the Group, with 78% of the Group's shares. In 2011, Oando purchased an additional 3.5% of the Company's shares increasing the total of shares to 81.5%. The shares held by Oando Plc were transferred to Oando Energy Resources Inc. ('OER') on the 24th of July 2012. OER has committed to provide financial support to the Company for eighteen months from the date of this report to enable it to meet its financial obligations.

During 2012, Oando Exploration and Production Limited provided the Company with an additional interest bearing working capital advance of US\$ 3 million and Oando Servco Nigeria Limited provided the company with an interest bearing working capital advance of US\$ 916,560.00 (for full details please see note 28 'Related Party Transactions' to the accounts). Oando Exploration and Production Limited provided the Company with an interest bearing working capital advance of US\$ 3.9 million in 2011.

Going concern

OER, as majority shareholder, has made commitments such that the board consider it appropriate to prepare the financial statements on a going concern basis.

Risk management

The Group operates in a geographical area and in an industry with a range of risks that have to be managed by the Company. The Group's management assesses and evaluates these risks both on company-wide parameters and on specific projects. The Group's philosophy is generally to pass risk to partners where they have greater control over the assets and liabilities or where the cost of protection would be substantially lower. In those instances where management deems a risk to be of significant importance it will consider protecting its own exposure. The main risks to the Group and the action taken in mitigation can be summarised as follows:

- Currency risk is managed by matching costs with income as far as possible. Each of the companies within the Group accounts for its business in its functional currency, US Dollars, thereby minimising translation risk.
- Economic risk to project cash-flows is expected to be managed through structured financing to match debt repayment and project cash-flows.
- Drilling risk of blow-out and pollution is covered through insurance policies that limit the Company's exposure to an acceptable deductible amount and provide sufficient coverage for re-drilling in line with industry norms.
- Security in West Africa is a continuing concern and Equator's management take all reasonable precautions to ensure the safety of its own and its contractors' staff whether working onshore or offshore.
- The company is participating in a number of lawsuits. It seeks to engage the legal firms with the best experience and track record on each type of case.

Charitable donations

The Company made no charitable donations during 2012. (2011: nil)

Supplier payment policy

The Company's policy is to pay suppliers within the credit period granted by each supplier.

Statement of disclosure of information to auditors

So far as each of the directors is aware, there is no relevant audit information of which the Company's auditors are unaware. Each of the directors has taken all the steps that he ought to have taken as director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Re-appointment of auditors

During the year, responsibility for the audit was transferred from the PWC office in London to the PWC office in Lagos. A resolution for the re-appointment of PWC as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

Jubril Tinubu – Director

Olapade Durotoye – Director

11th June 2013

Statement of Directors' Responsibilities

Under the Company's Articles of Association, the directors are responsible for preparing financial statements for each financial year which give a true and fair view of the state of affairs of the Group and of the profit or loss of the Group for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state the basis of preparation and accounting policies applied; and
- prepare the financial statements on a going concern basis unless it is inappropriate to presume that the Group will continue in business.

The directors confirm that they have complied with the above requirements in preparing the financial statements. The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group's transactions and disclose with reasonable accuracy at any time the financial position of the group and for safeguarding the assets of the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities. The directors are also responsible for the maintenance and integrity of the corporate and financial information included on the Company's website.

Legislation in the British Virgin Islands and/or the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Directors, Officers and Professional Advisors

For the year ended 31 December 2012

Board of Directors

Mr JA Tinubu – Chairman
Mr O Boyo
Mr OO Durotoye
Mr PA Dimmock – Chief Operating Officer
Mr PE Bastin
Mr DA Rowlinson

appointed Chairman 8 September 2009
appointed 8 September 2009
appointed 20 May 2011
resigned 19 October 2012
resigned 19 October 2012
resigned 20 October 2012

Company Secretary

Ms Ayotola Jagun
Ms Stacey Kivel

appointed 20 October 2012
resigned 19 October 2012

Registered Office

Craigmuir Chambers
PO Box 71, Road Town
Tortola, British Virgin Islands

Registered Agent

HWR Services Limited
Craigmuir Chambers
PO Box 71, Road Town
Tortola, British Virgin Islands

Solicitor

Pinsent Masons
30 Aylesbury Street
London EC1R 0ER

Solicitor

Harney Westwood & Riegels
Craigmuir Chambers
PO Box 71, Road Town
Tortola, British Virgin Islands

Share Registrar

Computershare Investor Services (Channel Islands) Limited
PO Box 83, Ordnance House
31 Pier Road
St Helier, Jersey JE4 8PW
Channel Islands

Auditor

PricewaterhouseCoopers
252E Muri Okunola Street
Victoria Island
Lagos
Nigeria

Banker

Standard Chartered Bank
2nd Floor
1 Basinghall Avenue
London
EC2V 5DD



REPORT OF THE INDEPENDENT AUDITOR TO THE MEMBERS OF EQUATOR EXPLORATION LIMITED

Report on the financial statements

We have audited the accompanying consolidated financial statements of Equator Exploration Limited. These financial statements comprise the consolidated statement of financial position as at 31 December 2012 and the consolidated statements of comprehensive income, changes in equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

Directors' responsibility for the financial statements

The directors are responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards and for such internal control, as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on the financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform our audit to obtain reasonable assurance that the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial statements.

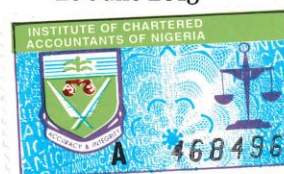
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion the accompanying consolidated financial statements give a true and fair view of the state of the company's financial affairs at 31 December 2012 and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards.

Chartered Accountants
Lagos, Nigeria
FRSC/2013/ICAN/00000000648

26 June 2013



PricewaterhouseCoopers Chartered Accountants
252E Muri Okunola Street, Victoria Island, P.O. Box 2419, Lagos, Nigeria

Consolidated Statement of Comprehensive Income

For the year ended 31 December 2012

	Notes	31 December 2012 US\$000's	31 December 2011 US\$000's
Revenue	5	702	37
Cost of sales		-	-
Gross profit		702	37
Operating Expenses	6	(25,972)	(12,664)
Operating loss	7	(25,270)	(12,627)
Finance costs	9	(1,041)	(288)
Loss before tax		(26,311)	(12,915)
Taxation	19	-	-
Loss for the year attributable to equity shareholders		(26,311)	(12,915)
Other comprehensive (expense)/income for the year		-	-
Total comprehensive expenses attributable to owners of the parent		(26,311)	(12,915)

The notes on pages 20 to 34 form an integral part of these financial statements.

Consolidated Balance Sheet

As at 31 December 2012

	Notes	31 December 2012 US\$000s	31 December 2011 US\$000s
Assets			
Non-current assets			
Intangibles: Goodwill	10	175	175
Exploration and evaluation assets	11	20,591	41,247
Multi-client seismic library		-	-
Property, plant and equipment		9	1
		20,775	41,423
Current assets			
Trade and other receivables	13	22	36
Cash and cash equivalents	14	18	146
		40	182
Total assets		20,815	41,605
Liabilities			
Current liabilities			
Trade and other payables	15	(17,785)	(12,264)
Net current liabilities		(17,745)	(12,082)
Net assets		3,030	29,341
Equity attributable to owners of the parent			
Share capital	18	-	-
Capital reserves	24	458,721	458,721
Accumulated losses		(455,691)	(429,380)
Total equity		3,030	29,341

Approved by the board of directors on 11th June 2013.

Signed on behalf of the board of directors by:

Olapade Durotoye
Director

The notes on pages 20 to 34 form an integral part of these financial statements.

Consolidated Statement of Changes in Equity

For the year ended 31 December 2012

	Share capital	Capital reserves	Accumulated losses	Total equity
	US\$000s	US\$000s	US\$000s	US\$000s
Balance at 1 January 2011	-	458,721	(416,465)	42,256
Loss for the year	-	-	(12,915)	(12,915)
Total other comprehensive expense	-	-	(12,915)	(12,915)
Balance at 1 January 2012	-	458,721	(429,380)	29,341
Loss for the year	-	-	(26,311)	(26,311)
Total other comprehensive expense	-	-	(26,311)	(26,311)
Balance at 31 December 2012	-	458,721	(455,691)	3,030

The notes on pages 20 to 34 form an integral part of these financial statements.

Consolidated Statement of Cash Flows

For the year ended 31 December 2012

	Notes	31 December 2012 US\$000s	31 December 2011 US\$000s
Cash flow from operating activities			
Operating loss		(25,270)	(12,627)
Adjustments for:			
Impairment of exploration and evaluation assets	11	23,101	9,423
Depreciation		3	-
Operating cash flow before movement in working capital		(2,166)	(3,204)
Decrease / (increase) in trade and other receivables	13	14	33
Increase / (decrease) in trade and other payables	15	325	(577)
Net cash used in operating activities		339	(544)
Cash flow from investing activities			
Additions of exploration and evaluation assets	11	(2,445)	(137)
Additions of property, plant and equipment		(11)	(1)
Net cash used in from investing activities		(2,456)	(138)
Cash flow from financing activities			
Finance cost			-
Receipts from parent company		4,155	3,902
Net cash used in financing activities		4,155	3,902
Net decrease in cash and cash equivalents		(128)	16
Cash and cash equivalents at beginning of period	14	146	130
Cash and cash equivalents at end of period	14	18	146

The notes on pages 20 to 34 form an integral part of these financial statements.

1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1.1 Basis of preparation

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) and IFRIC interpretations. The consolidated financial statements have been prepared under the historical cost convention in accordance with the recognition and measurement criteria set out in International Financial Reporting Standards. The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 4.

Equator Exploration Limited, the parent company of the Group, is incorporated and domiciled in the British Virgin Islands. The address of the registered office is given on page 16. The Company and its subsidiaries engage in the exploration and development of offshore oil and gas projects in West Africa. The Group's objective is to build a diversified portfolio of exploration, appraisal and production assets in this region.

1.2 Adoption of new and revised International Financial Reporting Standards

(a) New and amended standards adopted by the group

The IASB and IFRIC have issued the following standards and interpretations with effective dates as noted below:

Topic	Key requirements	Effective date
IFRS 7, 'Financial instruments'	Amendments increase the disclosure requirements for transactions involving transfers of financial assets in order to provide greater transparency around risk exposures of transactions where a financial asset is transferred but the transferor retains some level of continuing exposure in the asset. Amendments provide guidance for entities emerging from severe hyper inflation either to resume presenting IFRS financial statements or to present IFRS financial statements for the first time.	1 July 2011
IFRS 1, 'First-time Adoption of IFRS'		1 July 2011 Applied retrospectively.
IAS 12, 'Income Taxes'	Amendments establish a rebuttable presumption that the carrying amount of an investment property measured using the fair value model in IAS Investment Property will be recovered entirely through sale and therefore in jurisdictions where tax is not imposed on sale of an investment property deferred tax will no longer be recognised on timing differences arising from fair value gains and losses. Amendments increase the disclosure requirements for transactions involving transfers of financial assets in order to provide greater transparency around risk exposures of transactions where a financial asset is transferred but the transferor retains some level of continuing exposure in the asset.	1 January 2012.
IFRS 7, 'Financial instruments'		Applied retrospectively. 1 July 2011
IAS 12, 'Income Taxes'	Amendments establish a rebuttable presumption that the carrying amount of an investment property measured using the fair value model in IAS Investment Property will be recovered entirely through sale and therefore in jurisdictions where tax is not imposed on sale of an investment property deferred tax will no longer be recognised on timing differences arising from fair value gains and losses.	1 January 2012. Applied retrospectively.

(b) New standards, amendments and interpretations issued but not yet effective:

The following standards and amendments to existing standards have been published and are mandatory from the financial year on or after the effective dates shown below but are not currently relevant to the group (although they may affect the accounting for future transactions and events):

Topic	Key requirements	Effective date
IFRS 1, Government Loans	The amendments provide relief to first-time adopters of IFRSs by allowing prospective application of IFRS 9 or IAS 39 and paragraph 10A of IAS 20 to government loans outstanding at the transition to IFRS.	1 January 2013
IFRS 7, Financial Instruments: Offsetting Financial Assets and Financial Liabilities'	The amendments require entities to disclose information about the rights of offset and related arrangements for financial instruments under an enforceable master netting agreement or similar agreement.	1 January 2013

1.2 Adoption of new and revised International Financial Reporting Standards

(b) New standards, amendments and interpretations issued but not yet effective (continued):

Topic	Key requirements	Effective date
IFRS 9, Financial Instruments	The standard is the first standard issued as part of a wider project to replace IAS 39. It replaces the parts of IAS 39 that relate to the classification and measurement of financial instruments. IFRS 9 requires financial assets to be classified into two measurement categories: those measured as at fair value and those measured at amortised cost. The classification depends on the entity's business model and the contractual cash flow characteristics of the instrument. The guidance in IAS 39 on impairment of financial assets and hedge accounting continues to apply.	1 January 2015
IFRS 10, Consolidated financial statements	The standard's objective is to establish principles for the presentation and preparation of consolidated financial statements when an entity controls one or more other entities. It builds on existing principles by identifying the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent Company. The standard provides additional guidance to assist in the determination of control where this is difficult to assess.	1 January 2013
IFRS 11, Joint arrangements	IFRS 11 is a more realistic reflection of joint arrangements by focusing on the rights and obligations of the arrangement rather than its legal form. There are two types of joint arrangement: joint operations and joint ventures. Proportional consolidation of joint ventures is no longer allowed.	1 January 2013
IFRS 12, Disclosures of interests in other entities	IFRS 12 includes the disclosure requirements for all forms of interests in other entities, including joint arrangements, associates, special purpose vehicles and other off balance sheet vehicles.	1 January 2013
IFRS 13, Fair value measurement	IFRS 13 aims to improve consistency and reduce complexity by providing a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across IFRSs.	1 January 2013
Amendment to IAS 1, Financial statement presentation regarding other comprehensive income	The main change resulting from these amendments is a requirement for entities to group items presented in 'other comprehensive income' (OCI) on the basis of whether they are potentially reclassifiable to profit or loss subsequently (reclassification adjustments). The amendments do not address which items are presented in OCI.	1 July 2012
Amendment to IAS 19, Employee benefits	These amendments eliminate the corridor approach and calculate finance costs on a net funding basis.	1 January 2013
IAS 27 (revised 2011), Separate financial statements	IAS 27 (revised 2011) includes the provisions on separate financial statements that are left after the control provisions of IAS 27 have been included in the new IFRS 10.	1 January 2013
IAS 28 (revised 2011), Associates and joint ventures	IAS 28 (revised 2011) includes the requirements for joint ventures, as well as associates, to be equity accounted following the issue of IFRS 11.	1 January 2013
IAS 32, Offsetting Financial Assets and Financial Liabilities	The amendments clarify existing application issues relating to the offsetting requirements.	1 January 2014

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies adopted are set out below.

2.1. Going concern

The Financial Statements have been prepared on the going concern basis, which assumes that the Group will continue in operational existence for at least one year from the date of signing of these Financial Statements. The ability of the Group to continue as a going concern is dependent on the support of the Group's parent, Oando Energy Resources. The directors of Oando Energy Resources have confirmed that they will continue to provide financial support for a period of eighteen months from the date of these financial statements to ensure that the Group can meet its liabilities and obligations as when they fall due. As a result, the directors of the Group consider that the use of the going concern basis is appropriate.

The ability of the Group to maintain its interests in the Production Sharing Contracts as described in the Asset Review on pages 4 – 10 is dependent on the continuing support of Oando Energy Resources and/or the agreement of farm-outs with other oil companies, including the funding of signature bonus payments and the committed exploration expenditures.

2.2 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved where the Company has the power to govern the financial and operating policies of an entity.

Uniform accounting policies have been adopted across the Group. All intra-group transactions, balances, income and expenses are eliminated on consolidation.

2.3 Business combinations

The acquisition of subsidiaries is accounted for using the acquisition method. The cost of the acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree, plus any costs directly attributable to the business combination. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under IFRS 3 are recognised at their fair value at the acquisition date.

2.4 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods and services provided in the normal course of business, net of discounts and sales related taxes.

Revenue from the sale of multi-client seismic library data is recognised when the owner of the seismic data sells a licence.

Revenue from the sale of 2D seismic data is recognised when the customer purchases the seismic data.

2.5 Employee services settled in equity instruments

The Group issues equity-settled share-based payments to certain employees. These are measured at fair value (excluding the effect of non market-based vesting conditions) at the date of grant. The fair value determined at the grant date is expensed on a straight line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non market-based vesting conditions. Fair value is measured by use of the Black-Scholes model. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

2.6 Other goods or services settled in equity instruments

Goods or services (other than employee services) received in exchange for equity-settled share-based payments are measured at fair value at the date of grant. The fair value determined at the grant date is expensed on a straight line basis over the vesting period. The proceeds received on exercise of the options, net of any directly attributable transaction costs, are credited to share capital (nominal value) and share premium when the options are exercised.

2.7 Foreign currencies

(a) Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in US Dollars, which is the Company's functional and presentation currency.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of comprehensive income.

2.8 Goodwill

Goodwill arising on consolidation represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets, liabilities and contingent liabilities of a subsidiary or jointly controlled entity at the date of acquisition.

If, after reassessment, the Group's interest in the fair value of the acquiree's identifiable assets, liabilities and contingent liabilities exceeds the cost of the business combination, the excess is recognised immediately in profit or loss. Goodwill is recognised as an asset and is tested for impairment annually, or on such occasions that events or changes in circumstances indicate that its value might be impaired in accordance with IAS 36.

Goodwill arising on the acquisition of subsidiaries is presented separately in the balance sheet.

On disposal of a subsidiary, associate or jointly controlled entity, the attributable amount of goodwill, which has not been subject to impairment, is included in the determination of the profit or loss on disposal.

2.9 Exploration and evaluation assets

Exploration and evaluation assets – capitalisation

Oil and natural gas exploration and evaluation expenditures are accounted for using the successful efforts method. Under this method only costs which relate directly to the discovery and development of specific oil and gas reserves are capitalised. Exploration and evaluation costs are capitalised within intangible assets. Capital expenditure on producing assets is accounted for in accordance with IAS 16, 'Property, Plant and Equipment'. Costs incurred prior to obtaining legal rights to explore are expensed immediately to the income statement.

Costs incurred in the exploration and evaluation of assets include:

All lease and licence acquisition costs, geological and geophysical costs and other direct costs of exploration, evaluation and development are capitalised as intangible or property, plant and equipment according to their nature. Intangible assets comprise costs relating to the exploration and evaluation of properties which the directors consider to be unevaluated until reserves are appraised as commercial, at which time they are transferred to property, plant and equipment following an impairment review and depreciated accordingly. Where properties are appraised to have no commercial value, the associated costs are treated as an impairment loss in the period in which the determination is made.

Costs are amortised on a field by field unit of production method based on the commercial proved and probable reserves, with the exception of compressors, which are depreciated on a straight line basis (10 years) over their anticipated useful life.

The calculation of the 'unit of production' amortisation takes account of estimated future development costs and is based on current period end unescalated price levels. Changes in reserves and cost estimates are recognised prospectively.

Exploration and evaluation assets – impairment

Exploration and evaluation assets are tested for impairment when reclassified to development tangible or intangible assets or whenever facts and circumstances indicate impairment. An impairment loss is recognised for the amount by which the exploration and evaluation assets' carrying amount exceed their recoverable amount. The recoverable amount is the higher of the exploration and evaluations assets' fair value less costs to sell and their value in use. For the purposes of assessing impairment, the exploration and evaluation assets subject to testing are grouped with existing cash generating units (CGUs) of related production fields located in the same geographical region. The geographical region is the same as that used for reserves reporting purposes.

2.10 Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use. Depreciation is charged so as to write off the costs over their estimated useful lives, using the straight-line method commencing in the month following the purchase, on the following basis:

- Fixtures and fittings: 3 years
- Equipment and software: 3 years
- Motor vehicles: 3 years

The gain or loss arising on the disposal of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in income.

2.11 Investment in multi-client seismic library

This investment represents the Group's participating interest in seismic surveys that are licensed to customers on a non-exclusive basis. In accordance with the Group Policy, the survey costs have now been fully amortised. However, the Group continues to receive income from the sale of licences for some of the seismic surveys.

2.12 Impairment

At each balance sheet date, the Group reviews the carrying amount of its tangible and intangible assets with finite lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). For the purposes of impairment, the Group estimates the recoverable amount of the cash-generating unit to which assets belong.

Goodwill arising on acquisitions is allocated to cash-generating units. The recoverable amount of the cash-generating unit to which goodwill is allocated is tested for impairment annually, or on such other occasions that events or changes in circumstances indicate that it might be impaired.

2.12 Impairment (continued)

If the recoverable amount of a cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior periods. A reversal of an impairment loss is recognised as income immediately, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase. However, impairment losses relating to goodwill may not be reversed.

2.13 Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest rate method less provision for impairment. Appropriate provisions for estimated irrecoverable amounts are recognised in the statement of comprehensive income when there is objective evidence that the assets are impaired.

2.14 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

2.15 Financial liabilities and equity

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidence a residual interest in the asset of the Group after deducting all of its liabilities

2.16 Trade payables

Trade payables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method.

2.17 Equity instruments

Equity issued by the Group is recorded at the proceeds received, net of direct issue costs.

2.18 Current and deferred income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

2.19 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to anyone item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

2.20 Leasing

Rentals payable under operating leases are charged to income on a straight-line basis over the term of the relevant lease.

2.21 Retirement benefit costs

Payments to personal retirement benefit plans are charged as an expense as they fall due.

2.22 Share warrants

Share warrants represent the fair value of warrants issued to loan note and shareholders. Warrants issued as equity instruments are presented such that the related loan balances are reduced by the fair value of the warrants in issue. Warrants issued as share based payments are recognised at fair value at the date of issue with changes in fair value recognised in the income statement over the life of the instrument. As these warrants have no legal right of setoff, there is no net presentation in the balance sheet.

2.23 Finance expenses

Finance expenses include interest expenses and other costs in association to borrowing funds as well as an expense relating to accretion incurred in relation to the Company's decommissioning liabilities, derivative gains and losses and foreign exchange gains/losses.

2.24 Borrowings

Borrowings are recognized initially at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortized cost using the effective interest rate method.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

Borrowing costs

Borrowing costs are recognized as an expense in the period in which they are incurred, except when they are directly attributable to the acquisition, construction or production of a qualifying asset. These are included as part of additions to property, plant and equipment. A qualifying asset is an asset that takes a substantial period of time, generally greater than a year, to get ready for its intended use or sale.

Where borrowing costs are capitalized to a qualifying asset, the interest cash flows associated are presented within the relevant expenditures line on the statement of cash flows.

3. FINANCIAL RISK MANAGEMENT

3.1. Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (mainly currency risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

Risk Management is carried out by management under policies approved by the board of directors. Management identifies and evaluates financial risks in close co-operation with the Group's operating units. The board provides written principles for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, interest rate risk, non-derivative financial instruments and investment of excess liquidity.

3.1.1. Market risk - foreign exchange risk

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the GB Pound and Nigerian Naira. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities.

The majority of the Group's transactions are conducted in US Dollars, the functional currency of all the entities of the Group. As a result there is no significant foreign exchange risk, however, the Group does review its exposure to transactions denominated in other currencies and takes necessary action to minimise this exposure.

Currency risk is managed by matching costs with income as far as possible. Each of the companies within the Group accounts for its business in its functional currency, US Dollars, thereby minimising translation risk.

3.1.2 Credit risk

Credit risk is managed on a Group basis. Credit risk arises from cash and cash equivalents and outstanding receivables. All of the Group's cash and cash equivalents are held by 'Aa' or better rated banks.

3.1.3 Liquidity risk

Liquidity risk is managed through maintaining sufficient cash and available funds from committed credit facilities to meet the requirements of the Group. Management monitors rolling forecasts of the Group's liquidity and cash and cash equivalents on the basis of expected cash flow.

3.2. Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may return capital to shareholders, issue new shares or sell assets to reduce debt.

3.2. Capital risk management (continued)

There are no externally exposed capital requirements.

Consistent with others in the industry, the Group maintains capital on the basis of the gearing ratio. The ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including current and non-current borrowings) as shown in the consolidated balance sheet less cash and cash equivalents. Total capital is calculated as 'equity' as shown in the consolidated balance plus net debt.

The gearing ratios at 31 December 2012 and 2011 were as follows:

	2012 US\$000s	2011 US\$000s
Borrowings from related parties (note 16)	9,706	4,510
Cash and cash equivalents (note 15)	(18)	(146)
Net debt/(cash)	9,688	4,364
Total equity	3,030	29,341
Total capital	12,718	33,705
Gearing ratio	(76.2%)	(12.9%)

3.3 Fair value estimation

The carrying value less impairment provision of trade receivables and payables are assumed to approximate their fair values because of the short term nature of such assets and the effect of discounting liabilities is negligible.

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

In order to prepare the Consolidated Financial Statements in conformity with IFRS, management of the Group has to make estimates and judgements. The matters described below are considered to be the most important in understanding the judgements that are involved in preparing these statements and the uncertainties that could impact the amounts reported in the results of operations, financial condition and cash flows.

Estimation of oil and gas reserves

Oil and gas reserves are key elements in the Group's investment decision-making process. They are also an important element in testing for impairment. Changes in proved and probable oil and gas reserves will also affect the evaluation of discounted cash flows.

Proved and probable oil and gas reserves are the estimated quantities of crude oil, natural gas and natural gas liquids which geological and engineering data demonstrate with reasonable certainty to be recoverable in future years from known reservoirs under existing economic and operating conditions, i.e. prices and costs as of the date the estimate is made. Estimates of oil and gas reserves are inherently imprecise, require the application of judgment and are subject to future revision. Accordingly, financial and accounting measures (such as the evaluation of discounted cash flows, depreciation, depletion and amortisation charges, and decommissioning provisions) that are based on proved reserves are also subject to change.

Proved and probable reserves are estimated by reference to available reservoir and well information, including production and pressure trends for producing reservoirs and, in some cases, subject to definitional limits, to similar data from other producing reservoirs. Proved reserves estimates are attributed to future development projects only where there is a significant commitment to project funding and execution and for which applicable governmental and regulatory approvals have been secured or are reasonably certain to be secured. Furthermore, estimates of proved and probable reserves only include volumes for which access to market is assured with reasonable certainty. All proved reserves estimates are subject to revision, either upward or downward, based on new information, such as from development drilling and production activities or from changes in economic factors, including product prices, contract terms or development plans. In general, changes in the technical maturity of hydrocarbon reserves resulting from new information becoming available from development and production activities have tended to be the most significant cause of annual revisions.

In general, estimates of reserves for undeveloped or partially developed fields are subject to greater uncertainty over their future life than estimates of reserves for fields that are substantially developed and depleted. As a field goes into production, the amount of proved reserves will be subject to future revision once additional information becomes available through, for example, the drilling of additional wells or the observation of long-term reservoir performance under producing conditions. As those fields are further developed, new information may lead to revisions.

The estimates of prospective resources in undrilled exploration prospects are based on third party independent evaluation of seismic data and adjacent geological and geophysical information including the results of drilling in nearby blocks.

5 REVENUE

	Year ended 31 December	
	2012	2011
	US\$000s	US\$000s
Multi-client seismic library fee income	-	37
2D seismic licence sales	702	-
	702	37

6 OPERATING EXPENSES

	Year ended 31 December	
	2012	2011
	US\$000s	US\$000s
Termination payments (note i)	(623)	-
Other costs (note ii)	(746)	-
Seismic licence provisions (note iii)	-	1,000
Impairment of exploration and evaluation assets (see note 11)	(23,101)	(9,423)
Write off of JDZ working capital account	-	(69)
AEIL settlement (note iv)	-	(1,140)
Administrative expenses	(1,502)	(3,032)
	(25,972)	(12,664)

Note (i). Following the change in ownership on 24 July 2012 there was a restructuring of management. As a result of this restructuring US\$623k was paid in termination benefits.

Note (ii). A disputed claim for services.

Note (iii). The Group holds licences from PGS Exploration (UK) Ltd ('PGS') in respect of 3D seismic data on a number of blocks in the Gulf of Guinea. At 31 December 2009 under the terms of the licences, transfer fees totalling US\$9.633 million were payable to PGS following the gain of control of the Group by Oando Plc. During 2010, the Group reached a settlement agreement with PGS, under which US\$6.633 million was waived while three amounts of US\$1 million remained payable subject to the resumption of drilling operations on each of OPL 321/323, JDZ Block 2 and OML 122. Due to exiting the JDZ Block 2 field on 14th of February 2012 the US\$1 million payable subject to the resumption of drilling operations on this block was released at 31 December 2011.

Note (iv). Previously stated as a contingent liability. In 2011 African Excellence Investments Limited successfully arbitrated and claimed a fee of US\$1 million plus interest. In 2010, management did not expect such a claim could be successful because none of the events defined in the agreement for triggering the payment had occurred or was likely to occur in the immediate future.

7 OPERATING LOSS FOR THE PERIOD

	Year ended 31 December	
	2012	2011
	US\$000s	US\$000s
The operating loss for the period is stated after charging/(crediting):		
Staff costs (note 8)	296	421
Executive Director's Remuneration (note 8)	289	559
Property lease rentals	173	220
Movements in the bad debt provision	(8)	-
Net foreign exchange loss	44	81

During the year the Group (including its overseas subsidiaries) obtained the following services from the Group's auditors as detailed below:

Auditors' remuneration:

Current year group auditors PWC Nigeria:		
Fees payable to the Group's auditors for the audit of the parent consolidated financial statements	64	--
Fees payable to the Group's auditors for the audit of the subsidiary financial statements	69	74
Total audit and non-audit fees	133	74
Prior year auditors PWC UK:		
Fees payable to the Group's auditors for the audit of the parent consolidated financial statements	-	116
Total audit and non-audit fees	-	116

8 STAFF COSTS

	Year ended 31 December	
	2012	2011
The average monthly number of employees (including the executive director) employed was as follows:	3	3
Their aggregate remuneration comprised:		
	2012	2011
	US\$000s	US\$000s
Wages and salaries	492	861
Other pension costs	93	119
	585	980

Within staff costs are US\$48,994 recharged from Oando Plc (2011: US\$ Nil).

9 FINANCE COSTS

	Year ended 31 December	
	2012	2011
	US\$000s	US\$000s
Other interest payable	1,041	288

10 INTANGIBLES - GOODWILL

	US\$000s
Cost at 31 December 2011 and 2012	1,762
Accumulated impairment at 31 December 2011 and 2012	(1,587)
Carrying amount at 31 December 2011 and 2012	175

The goodwill relates to Equator Exploration's investment in Equator Exploration Block 12 STP (formerly Aqua Exploration Limited), which owns rights to EEZ seismic data. Equator has a 5% interest in the rights to seismic data for EEZ (Exclusive Economic Zone) of Sao Tome.

11 INTANGIBLES - EXPLORATION AND EVALUATION ASSETS

	OML 122	OPL 323	OPL 321	JDZ Block 2	EEZ Block 5	EEZ	Total US\$000s
At 1 January 2011	13,748	13,021	12,028	9,423	-	2,313	50,533
Additions	-	-	-	-	-	137	137
Impairment	-	-	-	(9,423)	-	-	(9,423)
At 31 December 2011	13,748	13,021	12,028	-	-	2,450	41,247
Additions (note i)	-	-	-	-	2,411	34	2,445
Transfer on signing of PSC (note ii)	-	-	-	-	318	(318)	-
Impairment provision (note iii)	-	(12,008)	(11,093)	-	-	-	(23,101)
At 31 December 2012	13,748	1,013	935	-	2,729	2,166	20,591

OML 122

As described in the asset review, the Group's interest in OML 122 results from the terms of the Bilabri Settlement Agreement ('BSA'), reached with Peak Petroleum Industries Nigeria Ltd ('Peak') in 2007, which provides the Group with entitlements to the future production from the Bilabri and Owanare fields. The Group's ability to realise its interests in OML 122 is dependent on Peak meeting its obligations under the BSA. The Group has pursued a number of legal avenues in order to realise its investment, including the enforcement of a successful arbitration commencing in 2010 with winding up procedures against Peak. In 2011, the court placed Peak into liquidation but Peak has appealed this decision. As at the date that these financial statements were approved, the appeal case continues. An adverse decision in the case or the subsequent failure of the Group to reach a satisfactory agreement with the liquidator could result in the need for further adjustments to the carrying value of the assets in future periods.

Note (i): Additions

The additions to EEZ relate to legal, geological and geophysical (G&G) work undertaken for Block 12. The addition to Block 5 includes the US\$2 million signature bonus and work undertaken by G&G specialists.

Notes to the financial statements

Note (ii): Transfer on signing of PSC

On 18 April 2012 Equator Exploration STP Block 5 Limited signed a Production Sharing Contract with the Democratic Republic of Sao Tome and Principe. At this date all Block 5 associated costs previously incurred by Equator Exploration Limited were transferred to the subsidiary. The amounts transferred predominantly related to geological and economic studies. On transferring the asset the Directors' considered the value being transferred in light of whether any impairment was necessary and concluded that no impairment was necessary.

Note (iii): Impairment provision

As detailed in the asset review, in September 2009 the Nigerian Government refunded signature bonuses of US\$161.7 million. The Company had requested the return of the signature bonus in March 2009 because it was being denied its right to explore the blocks and faced severe economic hardship. The Company notified the Government of its intention to maintain its interests in the block until such time that the court disposes of the matter and beyond. This notification was acknowledged by the Government. Accordingly, the Company retained a carrying value equal to the remaining past expenditure comprising the Company's one third share of the joint venture expenses incurred by the operator, KNOC, and the Company's own direct expenditure on technical studies, legal and administration.

Equator Exploration Limited prepares their annual financial statements under the International Financial Reporting Standards (IFRS).

Bearing this in mind against the background of the extended court processes that have continued, since 2009, to prevent Equator from exercising its rights, under the PSCs, to explore and develop any oil discoveries in OPL 321 and OPL 323, management have concluded that it is prudent to allocate impairment provisions against the assets of OPL 321 and OPL 323. Therefore, impairment provisions have been posted this year. OPL 321 has been assigned an impairment provision of US\$11,092,732 and OPL 323 has been assigned an impairment provision of US\$12,008,639, representing the Company's share of the expenditure made by the operator, KNOC. These impairment provisions leave carrying values, at 31st of December 2012, of US\$934,881 and US\$1,012,072 respectively, representing amounts invested by the Company on its own behalf. The impairment charge is based on the assets' fair value less costs to sell. This would be reversed when Equator can exercise its PSC rights and the determination of commercial quantities.

It is emphasised that the Company continues to maintain and to vigorously pursue its full rights to the blocks and believes that, in due course, these will be restored.

The Board remain confident that the Company continues to have a legal right to a 30% participation in the exploration and exploitation of the two blocks. However, given the passage of time since the start of the legal proceedings between KNOC, Owel and the Federal Government and the expectation that some time will elapse before resolution is reached and the assets become active again, the Board has decided that it is prudent to make a partial provision against the carrying values. The partial provision reflects the Company's 33% share of expenditures made by KNOC as operator and on settlements made in 2009 with bidding partners.

12 INVESTMENTS

A list of the investments in subsidiaries, including the name, proportion of ownership interest, country of operation and country of registration, is given below:

As at 31 December 2012

Name	Principal activity	%	Country registration	of	Country of operation
Directly held					
Equator Exploration STP Block 12 Limited (note i)	Development of oil and gas projects	100%	Bahamas		STP
Equator Exploration Nigeria Limited	Development of oil and gas projects	100%	Nigeria		Nigeria
Equator Exploration (OML 122) Limited	Development of oil and gas projects	100%	BVI		Nigeria
Equator Exploration STP Block 5 Limited (note ii)	Development of oil and gas projects	100%	BVI		STP
Equator JDZ Nigeria Block 2 Limited	Development of oil and gas projects	100%	Nigeria		Nigeria
Equator Exploration 321 Nigeria Limited	Development of oil and gas projects	100%	Nigeria		Nigeria
Equator Exploration 323 Nigeria Limited	Development of oil and gas projects	100%	Nigeria		Nigeria
Equator Exploration Nigeria OML 122 Limited	Development of oil and gas projects	100%	Nigeria		Nigeria

Note (i): On 29th March 2012 Aqua Exploration Limited changed its name to Equator Exploration STP Block 12 Limited.

Note (ii): On 12th January 2012 Equator Exploration (Congo) Limited changed its name to Equator Exploration STP Block 5 Limited and the entity ceased being dormant and is now involved in the development of oil and gas projects.

13 TRADE AND OTHER RECEIVABLES

	As at 31 December	
	2012	2011
	US\$000s	US\$000s
Other debtors	5	-
Prepayments and accrued income	17	36
At 31 December 2012	22	36

The directors consider that the carrying amount of trade and other receivables approximates to their fair value.

The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivable mentioned above after provisions for receivable impairment. The Group does not hold any collateral as security.

All trade and other receivables were denominated in US Dollars.

14 CASH AND CASH EQUIVALENTS

	As at 31 December	
	2012	2011
	US\$000s	US\$000s
Cash and cash equivalents	18	146

Cash and cash equivalents comprise cash held by the Group in the form of short term bank deposits with an original maturity of three months or less and earn interest at a respective short-term deposit rates. The carrying amount of these assets approximates their fair value.

91% of the Group's cash and cash equivalents are held by 'A' or better rated banks (2011: 100%)

15 TRADE AND OTHER PAYABLES

	As at 31 December	
	2012	2011
	US\$000s	US\$000s
Amounts falling due in less than one year:		
Trade payables	2,980	2,225
Other payables	2,671	2,664
Accruals	2,428	2,865
Amounts due to related parties	9,706	4,510
	17,785	12,264

Trade payables are principally dominated in GB Pound and US Dollars.

Included in the amount due to related parties is other interest payable of \$1,041,000 (see note 9)

Trade and other payables principally comprise amounts outstanding for trade purchases and on-going costs.

The directors consider that the carrying amount of trade payables approximates to their fair value.

16 FINANCIAL INSTRUMENTS

	As at 31 December			
	2012		2011	
	Current	Non-Current	Current	Non-current
	US\$000s	US\$000s	US\$000s	US\$000s
Financial assets				
Cash and cash equivalents	18	-	146	-
Trade and other receivables	5	-	-	-
	23	-	146	-

	As at 31 December			
	2012		2011	
	Current	Non-current	Current	Non-current
	US\$000s	US\$000s	US\$000s	US\$000s
Financial liabilities				
Trade and other payables	8,079	-	7,754	-
Amounts due to related parties	9,706	-	4,510	-
	17,785	-	12,264	-

Fair values

The directors consider that the carrying amount of financial assets and liabilities approximates their fair value. Because of the short term nature the effect of discounting is negligible.

Sensitivity analysis

Interest rate risk

The Group is exposed to interest rate risk on its cash balances held at bank as these have variable interest rates pegged to LIBOR. This risk is immaterial due to the size of cash balances held and the current low interest rates. There is interest payable on amounts due to related parties at 16% p.a.

Market risk - Foreign exchange risk

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the GB Pound and Nigerian Naira. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities. The majority of the Group's transactions are conducted in US Dollars, its functional currency. As a result there is no significant foreign exchange risk, however, the Group does review its exposure to transactions denominated in other currencies and takes necessary action to minimise this exposure.

At 31 December, if the currency had strengthened or weakened by 10% against the GB Pound and Nigerian Naira with all other variables held constant, post-tax loss for the year would have increase/decreased by:

	Strengthened by 10% Increase / (decrease) in post-tax loss and impact on equity US\$000s	Weakened by 10% Increase / (decrease) in post-tax loss and equity US\$000s
31 December 2012	73	(80)
31 December 2011	53	(53)

The differences are mainly as a result of foreign exchange gains/losses on translation of GB Pound denominated trade and other payables and GB Pound dominated bank balances. 10% is deemed appropriate for the foreign exchange sensitivity analysis due to the current financial market.

Cash at bank and short term deposits

	As at 31 December	
	2012	2011
	US\$000s	US\$000s
Aa1 (Moody's rating) - Barclays plc	-	144
Aa- (Moody's rating) – Standard Chartered Bank	16	
Other bank balances	2	2
Total	18	146

17 CONTINGENT LIABILITIES

OML 122 Contingent Liabilities

In September 2007, the Group transferred, under the Bilabri Settlement Agreement ('BSA'), the full responsibility for completing the OML 122 'Bilabri' development to Peak Petroleum Industries (Nigeria) Limited ('Peak') who specifically assumed responsibility for the project's future funding and its historic unpaid liabilities. Now that Peak is being wound up, it is possible that a subsidiary of the Group may be called upon to meet some or all of the unpaid liabilities which currently amount to US\$22.8 million.

OPL 321 and 323 Contingent Liabilities

The Company bid as part of a consortium for OPL 321 and 323. It was granted a 30% interest in the PSCs but two of its bidding partners were not included as direct participants in the PSCs. As a result, the Company granted them respectively 3% and 1% carried economic interests in recognition of their contribution to the bidding group.

During 2007, it was agreed with the bidding partners that they would surrender their carried interests in return for warrants in the Company and payments of US\$4 million and US\$1 million. The Warrant Instruments were issued immediately but it was agreed that the cash payments would be deferred. In the first instance, payment would be made within 5 days after the closing of a farm out of a 20% interest in OPL 323 to BG. However, BG terminated the farm out agreement. Under the successor obligation, the Company issued two loan notes with an aggregate value of US\$5 million, redeemable out of the first US\$5 million of proceeds received on the occurrence of any one of the following events related to either OPL 321 or OPL 323:

- a farm out with another party,
- a sale or partial sale of the interest, and
- a sale or partial sale of the subsidiary holding the relevant PSC.

During 2010, one bidding partner successfully sued Equator in an arbitration tribunal for its US\$1 million. This has been paid in full. On the advice of its barrister, the Company maintains that the remaining US\$4 million owed is not yet due and that any second arbitration hearing can be successfully defended. If none of the above events occur, it is assumed that the Company will not need to settle the US\$4 million loan note and can defer payment indefinitely.

18 SHARE CAPITAL

US\$000s

(i) Authorised

1 billion ordinary shares of US\$ nil par value

	Equity share capital allotted and fully paid Number	US\$000s
(ii) Issued equity share capital		
As at 31 December 2011 and 2012	481,117,270	-

The shares rank pari passu and have equal right to dividends and on winding up.

19 TAXATION

The Group is not subject to tax in the British Virgin Islands. Operations within Nigeria and other jurisdictions are subject to local taxation and where applicable will be included in the financial statements. No tax has arisen in any of the jurisdictions.

20 OPERATING LEASE COMMITMENTS

At the balance sheet date, the Group had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	As at 31 December	
	2012	2011
	US\$000s	US\$000s
Within one year	0	189

21 CAPITAL COMMITMENTS

The PSC agreement for EEZ Block 5 was signed on 18th April 2012. As part of this, Equator Exploration STP Block 5 Limited have committed to a US\$19 million four year work program. This is covered by a US\$5.2 million performance bond with First Bank of Nigeria of which US \$2.7million collateral should have been placed by Equator Exploration STP Block 5 Limited. At the year end this collateral had not been placed but is expected to be paid in the third quarter of 2013.

22 SHARE BASED PAYMENTS

During the year ended 31 December 2011 the Group had in issue the share options and warrants tabled in note 24. By year end, these had expired so that during the year ended 31 December 2012 there were no share options outstanding. Awards of options had been equity settled and no performance related conditions had been attached.

Volatility was measured by comparison to a peer Group of companies and the options were valued using the Black-Scholes method.

23 SHARE OPTIONS AND WARRANTS

23.1 Share options

In the past, share options were granted to directors and selected employees and consultants. The exercise price was equal to the market price of the shares at the time of the award. The options vested semi-annually over the first two years from the date of the award and were exercisable from the vesting date for a period of five years from the award date.

Movements in the number of share options outstanding and their related weighted average exercise prices are as follows:

	2012 Average exercise price in £ per share	Options 000's	2011 Average exercise price in £ per share	Options 000's
At 1 January	-	-	1.27	644
Expired	-	-	1.27	(644)
At 31 December	-	-	-	-

Share Options and Warrants (continued)

23.2 Warrants

The warrants outstanding at 31 December 2011 were issued to the Company's broker and Nomad as part of their remuneration and to two of its bidding partners in OPL 321 and 323. The warrants enabled the holders to purchase the Company's common stock at the respective issue price. These warrants all expired on 11 October 2012 so that there are no outstanding warrants at 31 December 2012.

Movements in the number of warrants outstanding and their related weighted average exercise prices are as follows:

	2012 Average exercise price in £ per share	Options 000's	2011 Average exercise price in £ per share	Options 000's
At 1st January	0.15	2,085	0.10	7,685
Lapsed	(0.15)	(2,085)	0.08	(5,600)
At 31 December	-	-	0.15	2,085

Warrants outstanding at 31 December 2011 had the following expiry date and exercise prices.

Expiry Date	Exercise price in £ per share	Shares (thousands)	
		2012	2011
09 March 2011	0.08	-	-
12 October 2012	0.14	-	333
12 October 2012	0.15	-	1,752
		-	2,085

24 CAPITAL RESERVES

These reserves represent both warrants and share options issued to date as well as share premium on the issue of share capital.

25 DIVIDENDS

No dividends have been paid to ordinary shareholders in the year (2011: US \$nil).

26 ULTIMATE CONTROLLING PARTY

On 24 July 2012 the majority shareholding of 81.53% was transferred from Oando plc to Oando Energy Resources (formerly Exile Resources Inc). The Group is therefore controlled by Oando Energy Resources (registered in Canada) and the ultimate parent company is Oando plc (incorporated in Nigeria). As at 31 December Oando Energy Resources owns 81.53% of the Group's shares and the remaining 18.47% of the shares are widely held by non-controlling interest.

27 RELATED PARTY TRANSACTIONS

The following transactions were carried out with related parties:

a.) Purchases of goods and services	As at 31 December	
	2012 US\$000s	2011 US\$000s
Rent of office space from Oando Logistics and Services	173	220
Corporate service charge charged by Oando Logistics and Services	26	-
Total services from Oando Logistics and Services	199	220
Recharge of staff costs from Oando Servco Nigeria Limited	49	-
Recharge of general operating costs from Oando Servco Nigeria Limited	99	-
Total services from Oando Servco Nigeria Limited	148	-

b.) Directors' and Key Management Emoluments and Fees	As at 31 December	
	2012 US\$000s	2011 US\$000s
Total Executive and Non Executive Directors' emoluments, including pension, fees and termination benefits	807	616

Note these costs include directors' costs for directors who have since resigned from their positions during 2012.

c.) Year end balances held with related parties	As at 31 December	
	2012 US\$000s	2011 US\$000s
Loan balance from OEPL (the loan is repayable on demand and bears interest at 16% p.a.)	(8,717)	(4,504)
Amount payable to OEPL in respect of bank charges incurred on the loan receipts	(12)	(6)
Loan balance from Oando Servco Nigeria Limited (the loan is repayable on demand and bears interest at 16% p.a.)	(949)	-
Amount payable to Oando Logistics and Services in respect of Q4 2012 rent invoice	(28)	-
Amount (payable) / due in respect of pension contributions and expenses to Philip Dimmock (executive director resigned during 2012)	-	(207)

Note OEPL is Oando Exploration and Production Limited

28 POST BALANCE SHEET EVENTS

There were no identified post balance events that would impact the financial statements.

Registered Office

Craigmuir Chambers
PO Box 71, Road Town
Tortola, British Virgin Islands

Correspondence Address

1st Floor, 50 Curzon Street
London W1J 7UW
United Kingdom

+44 20 7297 4280

Email: info@equatorexploration.com

www.equatorexploration.com