

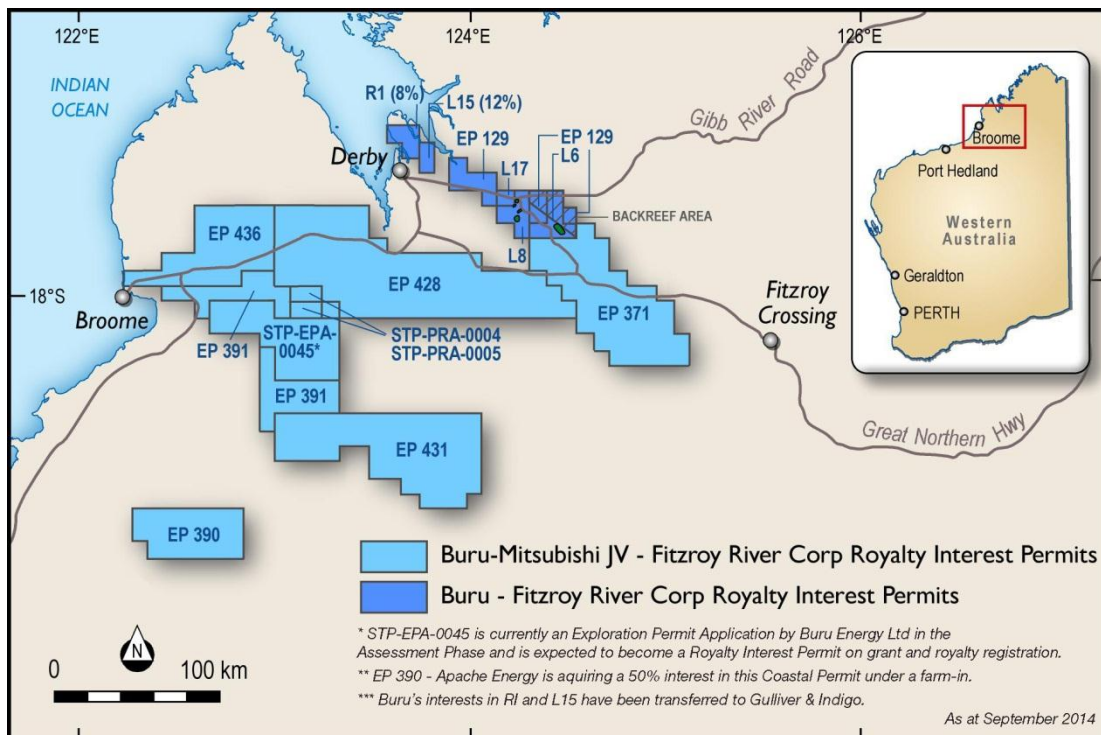
Quarterly Activities Report (for the Quarter ended 30 September 2014)

Fitzroy River Corporation Ltd ('Fitzroy' or the 'Company') reports on its activities during the 3 months ended 30 September 2014.

Fitzroy holds royalty interests in several permits in the Canning Basin (via 2 separate Royalty Deeds).

A) Canning Basin Royalty - Canning Basin (Western Australia)

The map below shows the location of all of the royalty interests, including those under the Canning Basin Royalty. Except for R1 and L15, the dark blue areas are under the Lennard Shelf Royalty discussed in section B) below.



The Canning Basin Royalty has the potential to become an important income producing asset of Fitzroy.

EP 391, EP 431, EP 436, EP 371, EP 428 (2% Royalty) – Buru-Mitsubishi JV

These 5 Permits as shown in the map above are currently held 50% by Buru Energy Ltd ('Buru') and 50% by either Diamond Resources (Fitzroy) Pty Ltd ('DRF'), or Diamond Resources (Canning) Pty Ltd ('DRC'), both of which are wholly owned subsidiaries of Mitsubishi Corporation ('Mitsubishi'). DRF and DRC are currently each responsible, as to 50%, for the obligations and liabilities under the 26 August 2006 'Canning Basin

Royalty Deed' relating to these 5 Permits. Mitsubishi has guaranteed to Fitzroy the performance of DRF's and DRC's obligations. See the discussion regarding EP 390 below, which has resulted in DRC and Buru having reduced equity (of 25% each) in EP 390.

Ungani Field production - EP 391 (R2) (2% Royalty on 100% participation interest)

Fitzroy continues to closely monitor relevant announcements concerning the Ungani Field that are made by Buru, particularly regarding its development and production plans. Buru announced on 13 December 2013 that oil production from the Ungani Field had recommenced. Crude oil is now trucked from Ungani to a storage facility at the Port of Wyndham.

Buru's Operations Update to the ASX subsequent to the end of the quarter on 9 October stated that the Ungani Extended Production Test (EPT) is continuing strong production from Ungani 1 st 1post the phase 1 workover:

"The overall average field production rate is currently being constrained to ~1,250 barrels of oil per day which is the most efficient rate with the current transportation configuration.

Further production testing and pressure monitoring will be necessary to calibrate the dynamic modelling of the field, with the well performance currently exceeding modelling predictions."

As at Quarter end, STP-PRA-0004 and 0005, the applications for Petroleum Production Licenses in respect of the Ungani Field (lodged in May 2012, and to be carved out of EP 391 as shown in the above map) were still in the assessment stage.

Royalty Payments Received during the Quarter

The Company received further royalty payments for production from two Ungani wells (Ungani - 1 ST 1 and Ungani - 2), but these have been paid on the disputed and delayed basis as outlined in the last two Quarterly Reports. The royalty relates to the sale of crude oil from the above wells for the months of April, May and June and also contains an adjustment for the month of March. The total amount Fitzroy received in production royalties during the Quarter in respect of Ungani EPT production was \$113,859.74 (paid, as distinct from accrued). Fitzroy is expecting further quarterly royalty payments from Buru and DRF in 2014 now that oil production has recommenced. However, Fitzroy remains in discussions with Buru and DRF as to the correct timing of quarterly royalty payments, particularly concerning royalties on changes in inventories during each quarter. Fitzroy maintains that a royalty payment should have been made in late January 2014 in respect of oil recovered during the December quarter, regardless of when the oil is (or was) sold.

Royalty Calculation Dispute

For further details regarding calculation of this royalty, which remains under dispute, refer to Fitzroy's announcements dated 2 October 2012, 26 August and 12 December 2013, as well as periodic reports by the Company.

Fitzroy announced on 26 August 2013 that it had filed an Originating Summons in the Supreme Court of Western Australia seeking a declaration concerning the proper construction of those terms of its 'Canning Basin Royalty Deed' that relate to the calculation of the royalty. Fitzroy announced that it was seeking a declaration that upon a proper construction of the terms of the Royalty Deed dated 26 August 2006 between the Company and ARC Energy Limited (ACN 009 204 031) (now AWE Perth Pty Limited, 'ARC') it is entitled to be paid a royalty at the rate of 2% of the gross value in Australian currency of petroleum at the well head (as agreed or determined from time to time for the purpose of calculation of the State Royalty) which is recovered from the area covered by the permits the subject of the Canning Basin Royalty Deed without deduction for any costs or expenses.

The parties are presently involved in the mediation phase of the proceedings and updates will be provided to the market as appropriate.

Retention Lease R1 (2% Royalty on 8% participation interest)

Fitzroy continues to monitor activities by the R1 joint venture participants. Fitzroy's 8% participating interest in R1 was sold together with various other Canning Basin Assets in 2006. R1 is over 3 blocks and renewal number 1 was granted on 8 November 2010. Fitzroy's 8% royalty rights have been held as against Buru, one of the joint venture participants.

On 23 December 2013, Buru announced that its 43.28% interest in R1 is to be transferred to Gulliver Productions Pty Ltd ('Gulliver', a subsidiary of Key Petroleum Limited) and Indigo Oil Pty Ltd ('Indigo') as part of an asset swap and Buru's 'ongoing acreage rationalisation program'.

The assignment provisions of the Canning Basin Royalty Deed apply to this transaction and, as stated in the last two quarterly reports and earlier this year the Company was disappointed to learn that Fitzroy's previously advised requirements had not been followed in relation to a Deed of Covenant between Buru, Indigo and Gulliver which is dated 20 December 2013. Fitzroy is currently considering its position but is of the view that the Royalty Deed does not release Buru from any of its obligations thereunder in respect to Fitzroy's interest and is in the process of taking this matter up with Buru, Indigo and Gulliver.

Production Licence L15 (2% Royalty on 12% participation interest)

Fitzroy continues to monitor activities by the L15 joint venture participants. L15 (over 2 blocks) was granted on 1 April 2010 and expires on 31 March 2031. Fitzroy's 12% royalty rights have been held as against Buru, one of the joint venture participants.

On 23 December 2013, Buru announced that its 15.50% interest in L15 is to be transferred to Gulliver and Indigo as part of an asset swap and Buru's 'ongoing acreage rationalisation program'.

The assignment provisions of the Canning Basin Royalty Deed apply to this transaction and, as stated both in the last two quarterly reports and referred to above.

STP-EPA-0045

In October 2011, Buru applied for an Exploration Permit over 25 blocks comprising EPA 0045. On 9 October 2013, Fitzroy advised Buru that if and when it is granted, the EP will be a 'Replacement Permit' referable to EP 391 (as it stood in 2006 when sold by Fitzroy) and therefore Fitzroy's 2% Royalty will apply to it. Buru has advised that its view is that the EP shouldn't constitute a 'Replacement Permit'. The EPA remains in the assessment phase as at Quarter end.

EP 390 – Apache Farm-in

On 4 November 2013, Buru announced that a subsidiary of Apache Energy Limited will farm-in to a number of permits in the Buru-Mitsubishi joint venture. EP 390, one of the so-called 'Coastal Permits' and comprising 20 blocks, was to become 50% held by Apache Onshore Holdings Pty Ltd ('Apache') once Apache funded an exploration program on the Coastal Permits during 2014.

The assignment provisions of the Canning Basin Royalty Deed applied to this transaction and earlier this year a Deed relating specifically to EP 390 was entered into by Fitzroy with Apache, DRC, Buru and Apache Energy Ltd and which is dated 14 March 2014. Under the Deed, Apache has assumed (as from 12 May 2014, the completion date of the Apache farm-in) the responsibility to pay royalties to Fitzroy as to 50% of the Petroleum recovered from the area of EP 390 (leaving DRC and Buru at 25% each). Apache Energy Ltd has guaranteed the obligations of Apache to Fitzroy. Apache has also acknowledged the Supreme Court proceedings mentioned above and agreed to abide by any binding settlement or final judgment in the Court proceedings. The Deed was lodged for registration on 19 March 2014.

Towards the end of the March quarter a suspension with extension application on EP 390 was approved.

EP 428, EP 431, EP 371 (R1) and EP 436

Renewal applications for these 4 permits were lodged by Buru in late October 2013. These 4 permits are 4 out of the 5 State Agreement permits (discussed extensively in previous reports by Fitzroy) and are exempt from the requirement to drop 50% of the blocks as part of the renewal application process.

As at Quarter end these applications were in the assessment stage.

B) Lennard Shelf Royalty - Canning Basin (Western Australia)

Royalty (3% of Well Head Value (net)) over EP 129 and L6 and L8 production and sales

No Blina oilfield royalty payments were received by Fitzroy from Buru during the Quarter. Buru stated as follows in its half year review for the 6 month period ended 30 June 2014:

“Blina and Sundown Oil Fields

The Blina and Sundown oilfields remained shut-in with a review of forward operations at the fields being undertaken.”

EP 129

The Lennard Shelf Royalty was created by a Royalty Deed dated 5 September 2006 over the entire area covered by EP 129, as well as over L6 and L8. It was registered on 2 March 2007 against those 3 licences as dealing number 24-26/06-7.

Fitzroy notes that Buru had applied for a suspension with extension for the 8 block EP 129 (R5), with such application having been made on 30 August 2013. The application was approved earlier this year, such that the new expiry date is 31 January 2016.

Backreef Area of EP 129 and L6

Fitzroy is monitoring the activities on the ‘Backreef Area’ of L6 and EP 129, particularly those of Oil Basins Ltd. It is understood that Buru holds 100% of the Backreef Area on trust for Oil Basins Ltd and other parties due to the completion of the drilling of the East Blina-1 well on 31 October 2012 in accordance with the ‘Backreef Play Agreement’ dated 30 October 2008. As previously announced, Fitzroy had some negotiations with Buru during 2013 regarding the terms of a deed of covenant proposed to be entered into by the beneficial owners of the Backreef Area, to support Fitzroy’s royalty interest. As at Quarter end, the contractual relationship governing the 3% royalty obligation (which is registered against L6 and EP 129) is between Fitzroy and Buru alone.

L17

During April 2013, a new petroleum production licence L17 was granted to Buru. L17 is over a single block (block 6275, which was formerly part of EP129). L17 constitutes a ‘Replacement Permit’ under the Royalty Deed. In July 2013 Fitzroy applied to register the Lennard Shelf Royalty against L17 and this is being done as part of Fitzroy’s routine title maintenance activities (ensuring royalty dealings are and remain registered under Section 75 of the Petroleum and Geothermal Energy Resources Act (WA) against relevant permits). On 19 May 2014 the registration application was approved.

C) Other Projects and Assets & Corporate Matters

Exploration, development and production activities

Fitzroy has not had any direct activities of this nature during the Quarter however the Company is actively seeking to invest its current funds by seeking out additional royalty interests, free carried interests and minor equity positions in having appointed Royalty Stream Investments Pty Ltd as an adviser to assist with this in February 2014.

Petroleum tenement and farm-in agreement information

In accordance with new ASX Listing Rule 5.4.3, but noting its several royalty interests as described above, Fitzroy advises that:

- 1) No petroleum tenements were held at the end of the Quarter;
- 2) No petroleum tenements were acquired or disposed of during the Quarter;
- 3) The beneficial percentage interests held in farm-in or farm-out agreements at the end of the Quarter was nil; and
- 4) The beneficial percentage interests in farm-in or farm-out agreements acquired or disposed of during the Quarter was nil.

Shareholders

As at 30 September 2014, Fitzroy had 90,788,294 ordinary shares on issue, held by 1,064 registered shareholders.

Board Changes

As announced to the ASX on 30 June, the Company's former director, Mr Sebastian Hempel announced his retirement from the Board to concentrate on his other corporate, investment and legal/company secretarial interests. Mr Hempel was a Director of the Company since 2009 and provided the Company valuable and generous service during his nearly 5 years on the Board. On 1 July Mr Justin Clyne, the current Company Secretary, was appointed to fill the casual vacancy arising due to Mr Hempel's departure.

Buy-back

The on-market buy-back of the Company's shares as announced to the ASX remains on foot. The Company has not as yet activated the buy-back and has not purchased any shares thereunder. The buy-back remains active until 30 May 2015 unless terminated earlier. Fitzroy has appointed Taylor Collison to undertake the buy-back.

Annual General Meeting

The Company's Annual General Meeting has been scheduled for Friday 21 November. In accordance with the provisions of the Corporations Act and the ASX Listing Rules, the Company's fully year statutory accounts which will be tabled at the AGM for consideration by shareholders, have been lodged with the ASX and sent to shareholders within the Company's Annual Report.

Malcolm McComas

Non-Executive Chairman

Dated: 31 October 2014

Important

Certain information in this report refers to the statements, intentions or opinions of Buru Energy Ltd (ABN 71 130 651 437, ASX Code: BRU) and is based on public statements by it. Statements have been attributed to Buru Energy Ltd where applicable. Petroleum production targets announced by Buru Energy Ltd are subject to risks, uncertainties and other factors that may cause Fitzroy's actual results, performance or achievements to differ from those suggested or referred to in this report and regard should be given to Buru's statements and other announcements concerning the risks, uncertainties and other factors that may cause Buru to not meet production targets or result in delays meeting those targets.

As and when Fitzroy becomes aware of information concerning it in connection with its royalty and other assets then Fitzroy intends to comply with its continuous disclosure obligations under Australian law. Information about specified events or matters that may have some connection with Fitzroy's royalty assets is often being made known or generally available by Buru Energy Ltd (ABN 71 130 651 437, ASX Code: BRU) or other listed entities, and other information may consist of readily observable matters.

Market participants and investors making or drawing their own deductions, conclusions or inferences from any other company's ASX announcements do so at their own risk.