



Horizon Oil Limited ABN 51 009 799 455

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19 October 2012

The Manager, Company Announcements
Australian Securities Exchange Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

Dear Sir,

**HORIZON OIL LIMITED 2012 ANNUAL REPORT
AND NOTICE OF AGM**

In accordance with Listing Rule 4.7, attached are copies of Horizon Oil Limited's Annual Report for the year ended 30 June 2012 and the Notice of Annual General Meeting to be held on 22 November 2012.

The Notice of Annual General Meeting will be sent to all shareholders. A printed copy of the 2012 Annual Report will be mailed separately to those shareholders who have made the election to receive it. Copies of these documents can be downloaded from the Company's website www.horizonoil.com.au.

Yours faithfully,

A handwritten signature in black ink that reads "Richard Beament". The signature is fluid and cursive, with the first letters of the first and last names being capitalized and prominent.

Richard Beament

Manager - Finance & Commercial/Assistant Company Secretary



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Or visit www.horizonoil.com.au



ABN 51 009 799 455

2012 Annual Report



2012 Highlights

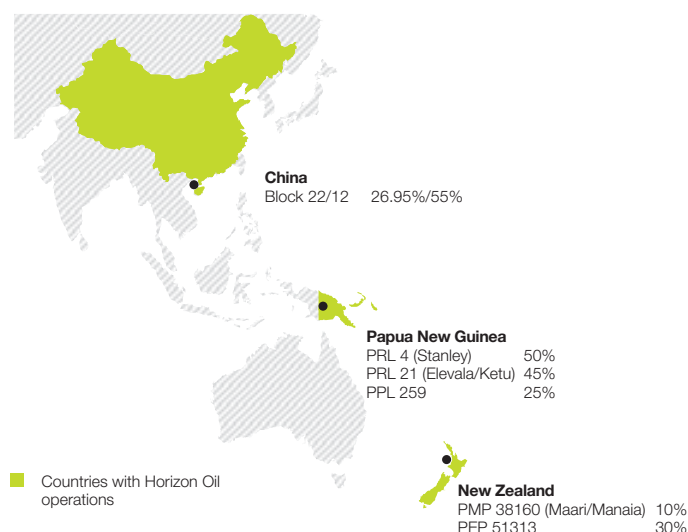
Operational

- > Reserves upgraded for Maari and Manaia fields, offshore New Zealand; work program designed to develop Greater Maari Area oil accumulations.
- > Development of Beibu Gulf fields WZ 6-12 and WZ 12-8W, offshore China, at an advanced stage; exploration and development drilling campaign underway.
- > FEED completed for Stanley field in PRL 4, Papua New Guinea, with FID approved by all joint venturers; PDL application lodged and early development works underway.
- > Elevala-2 and Ketu-2 appraisal wells drilled in PRL 21, PNG, confirming substantive gas and condensate resources.
- > Farm-in to PPL 259, PNG, as part of strategy to strengthen acreage position around liquids-rich gas "sweet spot" of Papuan foreland.

Financial

- > Reserves-based facility of up to US\$160 million executed, to finance development and corporate expenditure.
- > Net sales volume of 432,080 barrels of oil from Maari/Manaia fields, at an average realised price of US\$117/barrel, generating revenue of US\$50.4 million.
- > Profit before tax of US\$23.7 million
- > Cash on hand of US\$19.3 million at year-end and bank debt of US\$33.0 million, following the cash investment of US\$79.1 million on exploration and development activities.

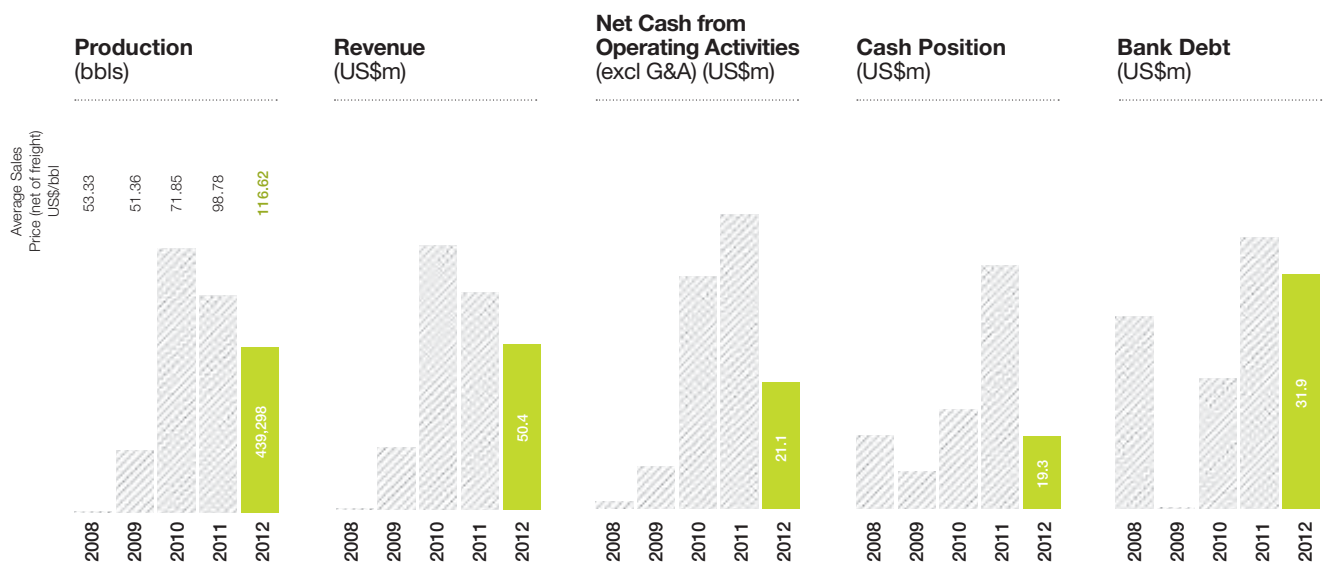
Global interests



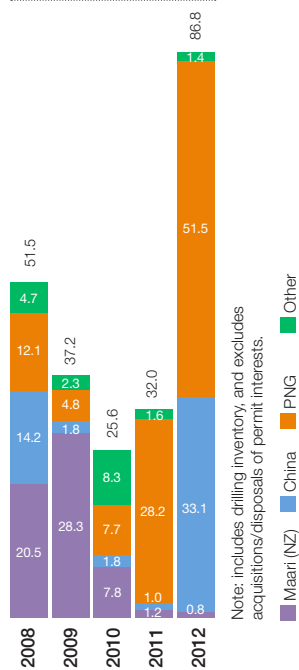
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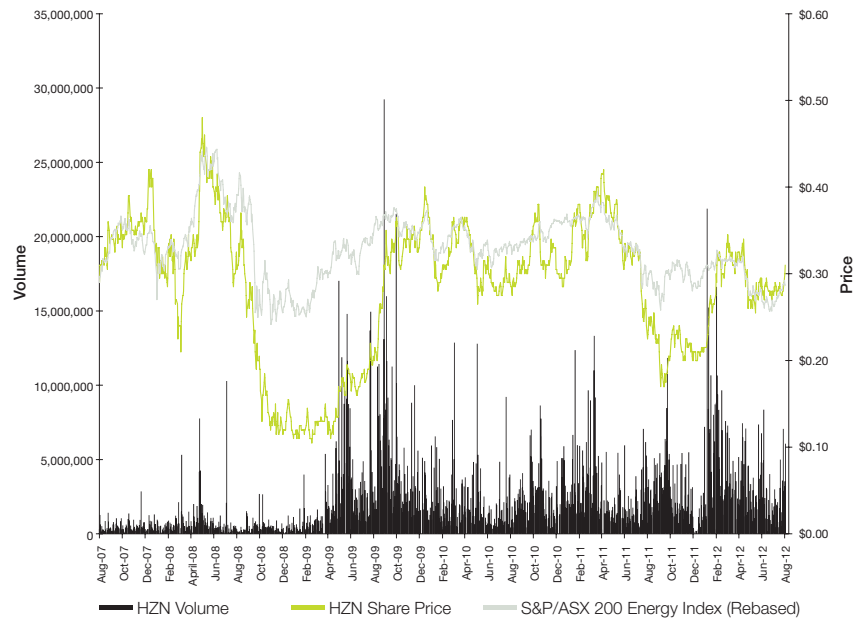




Exploration & Development Expenditure (US\$m)



Horizon Oil share price (HZN) Vs S&P/ASX200 Energy Index



Reserves upgraded for Maari and Manaia fields

2012 Chairman & Chief Executive Officer's Report



Fraser Ainsworth AM
Chairman



Brent Emmett
Chief Executive Officer

Dear Shareholders,

Very good progress has been made on delivering on the priorities we set ourselves one year ago. The board is positive about the performance and achievements of Horizon Oil over the past year on the basis of:-

- Remaining reserves in the three currently producing zones of the Maari and Manaia fields in New Zealand have been significantly upgraded by the independent engineering firm responsible for auditing the Company's reserves. In addition, the joint venture has agreed a work program to evaluate and develop the Greater Maari Area oil accumulations, with the objective of increasing and extending the life of production through existing field facilities.
- Development work on the Beibu Gulf fields in Block 22/12, offshore China, progressed well throughout the year, with first oil targeted for the end of calendar year 2012/early 2013. The exploration and development drilling phase is underway.
- Horizon Oil and its partners have approved the final investment decision (FID) on the Stanley field in Petroleum Retention Licence (PRL) 4 in Papua New Guinea and early works on the project have begun, while the Petroleum Development Licence (PDL) application is being assessed by the PNG Government.
- Successful appraisal drilling on the Elevala and Ketu discoveries in PRL 21 has doubled the pre-drill estimate of our certified contingent resources in PNG and the increased gas volume now brings the potential for commercialisation of the gas by way of mid-scale LNG production firmly into view.
- In March 2012, the Company finalised a reserves-based debt facility of up to US\$160 million, which will be a key element in financing the substantial development program ahead.

Highlights of the year were:-

Financial

- Revenue from operating activities was US\$50.4 million (2011: US\$59.4 million).
- Profit before income tax expense was US\$23.7 million (2011: US\$48.5 million or US\$26.5 million excluding US\$22.0 million profit from asset sales).
- Net cash inflow from operating activities (excluding general and administrative costs) was US\$21.1 million (2011: US\$48.9 million). The reduction was mainly due to the lower revenue referred to above, plus increased New Zealand cash tax payments.
- The US\$79.1 million (net) exploration/appraisal/development program was financed by operating cash flows (US\$13.0 million), drawdowns of the US\$160 million reserves based debt facility (US\$27.7 million net of transaction costs) and US\$38.4 million of the US\$64.6 million cash on hand at 1 July 2011.
- At year-end, the Company had cash on hand of US\$19.3 million and bank debt of US\$33.0 million. In addition, convertible bonds in the amount of US\$80.0 million were outstanding.



Operational

New Zealand

PMP 38160 Maari/Manaia

- Horizon Oil's share of production from the Maari/Manaia fields was 439,000 barrels, which was significantly below both the previous year (576,000 barrels) and our expectations, due primarily to unreliable performance of the downhole pumps, scale build-up in some well completions and inefficient water injection response. However, good progress is being made in addressing these issues, as evidenced by a significant improvement in field performance in quarter ended 30 June 2012 (up 12% on the previous quarter).
- During the year, the field operator completed a comprehensive assessment of a work program to delineate the considerable additional oil potential of the Greater Maari Area - the numerous undeveloped oil zones of the Maari and Manaia structures and the Maari South prospect. As part of this effort, a new 3D seismic survey was recorded, which will provide a basis for selecting locations for appraisal and exploratory wells and new producer and water injector wells. Planning is underway to begin an extensive drilling campaign in mid 2013.

PEP 51313

- The new 3D seismic survey recorded over the Maari, Maari South and Manaia structures was extended to the south to cover the Whio (formerly Pike) prospect in PEP 51313. It is anticipated that Whio will be drilled as part of the Maari/Manaia drilling campaign in 2013/2014 and, if successful, could potentially be developed through the Maari production facilities.

China

- The operator of the WZ 6-12 and WZ 12-8W development, China National Offshore Oil Corporation (CNOOC), made good progress during the year on facilities construction and installation. At the time of this report, indications are that the target for first production at the end of calendar year 2012/early 2013 is achievable and the forecast cost to completion remains within the US\$300 million estimate contained in the overall development plan.
- The Environmental Impact Assessment of the project was approved by the State Oceanic Administration on 22 February 2012. Receipt of formal documentation of Government approval of the project by the National Development and Reform Commission (NDRC) remains outstanding as at the date of this report, but is expected soon.
- Drilling of up to three in- and near-field exploration/appraisal wells began on 1 October 2012 with the Hai Yang Shi You 931 jack-up rig in advance of the development drilling phase. The first of these will be a vertical well on the WZ 6-12N structure, with the remainder to be drilled from the WZ6-12 wellhead platform following its commissioning. If successful and commercial, these wells will be completed and included as additional production wells for the Beibu Gulf project.
- The ramp-up to full-field peak production, of which Horizon Oil's share will be 3,500 - 4,000 bopd, is anticipated during the first half of 2013.



The Ketu-2 appraisal/development well confirmed a significant extension to the hydrocarbon accumulation

Papua New Guinea

PRL 4, Stanley Field

- Front-end engineering and design (FEED) work for the Stanley field development was completed, with an all-in capital cost estimate of approximately US\$300 million, including contingency. Reserves were independently certified, resulting in an upgrade of about 30% to the resources that were certified prior to the drilling of the successful Stanley-2 and -4 appraisal / development wells.
- The PNG Cabinet announced in December 2011 that it had approved a gas power plant at Stanley, proposed by PNG Energy Developments Limited, a 50:50 joint venture between Origin Energy Limited and PNG Sustainable Development Program Limited, to supply the Ok Tedi mine, the Frieda River mine if development proceeds and potential consumers across the border in West Papua. In addition, a key social objective of the project is to supply power through rural electrification schemes to about 50,000 people in Western Province. The certified Stanley gas resource is of a scale that has the capacity to supply this power project and Horizon Oil would like to participate. Negotiations with potential customers are in progress.
- Horizon Oil's board approved the FID on the Stanley field gas recovery project in January 2012 and its partners, Talisman Energy (40% interest) and Mitsubishi Corporation (10% interest), confirmed their participation in the project in July 2012.
- The PDL application, comprising a field development plan, social mapping and landowner interest report, environmental assessment and gas agreement, was submitted in August 2012. It is anticipated that the grant of the PDL will occur sometime in the second half of the calendar year 2012.

PRL 21, Elevala / Ketu Discoveries

- During the year the Elevala-2 appraisal/development well was drilled with very positive results. The well has established a field gas column height of greater than 50 m and further implies that the Elevala structure is full to spill point. The drilling results and subsequently acquired seismic data have led to a substantial upgrade in gas and condensate resource volumes.
- Drilling of the Ketu-2 appraisal/development well was also very successful. The well confirmed a significant extension to the Ketu hydrocarbon accumulation with a lateral extent of at least 9 km and gas column height of over 50 m, resulting in a material upgrade in resource volume over that previously certified.

- Evaluation of the well results is now complete, resulting in a doubling of the pre-drill estimate of certified contingent gas and condensate resources. As for Stanley field (and, of course, subject to satisfactory FEED studies), the substantial volume of condensate will be able to be recovered early by way of gas stripping and then re-injecting dry gas back into the reservoir until such time as the commercialisation route for the gas becomes clear. The options for monetising the gas are sales into local and/or regional markets and export as LNG. Inspection of the production forecast (based on the revised reserves and resources) on the following page, highlights the capacity of our PNG gas resources to generate substantive, long term cash flows for shareholders.

PPL 259

- Acquisition of a 25% interest in PPL 259 was an important step in the Company's strategy of becoming a key acreage owner in what we see as the "sweet spot" for liquids-rich gas in the Papuan Basin foreland. This area has the geological prospectivity of the fold belt (highlands) to the north, but the advantages of more accessible terrain, existing infrastructure and an export route via the Fly River.

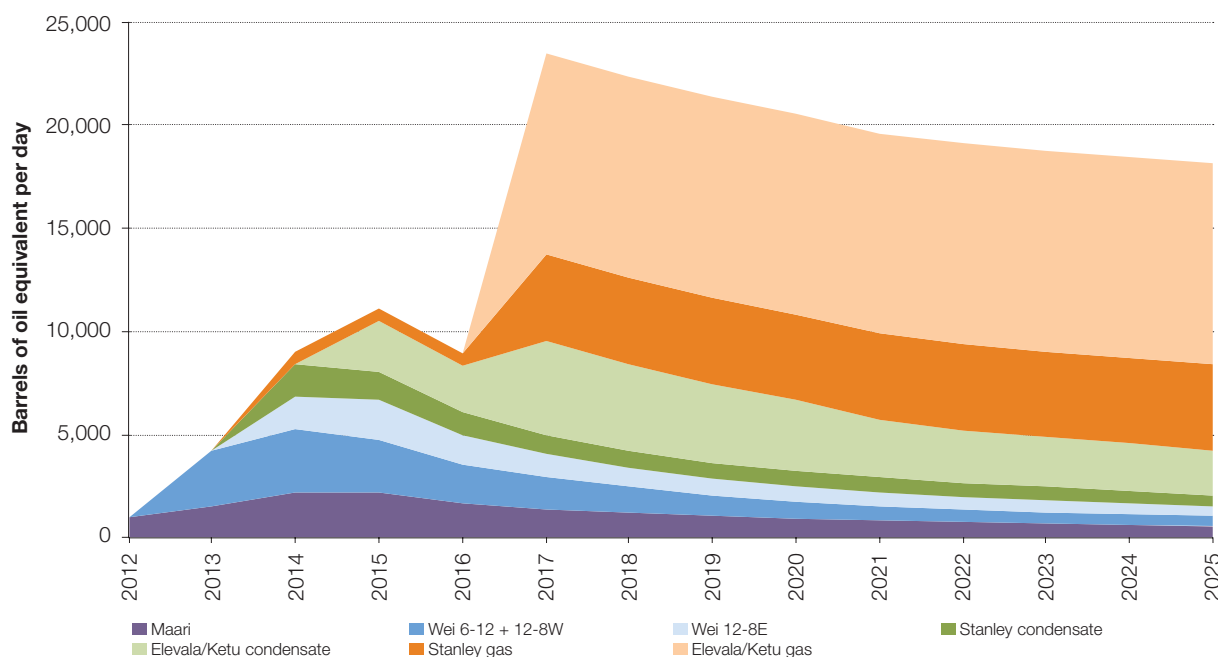
The Asset Portfolio

Information on Horizon Oil's share of reserves, resources and prospective resources is presented in tabular and graphical format following this report. This reserves and resources report conforms with the proposed ASX Disclosure Rules for Mining and Oil & Gas Companies and is based on a high level of independent review. All the reserves and contingent resources, apart from the recovery factor assured for the Beibu Gulf WZ 12-8E contingent resource (phase II), have been certified by an independent engineering firm on behalf of the banking consortium that provided the reserves based lending facility. Pleasingly, total reserves and resources are about 50% higher than in last year's Annual Report and prospective resources about 80% higher.

The reserves and resources report provides an overview of the composition and relative risk of the asset portfolio, which comprises:-

- Low risk reserves, which are on production at Maari/ Manaia and in development in Block 22/12 in China and Stanley field in PNG.
- Medium risk contingent resources in China and PNG, which are expected to convert to reserves, contingent on positive investment decisions.
- Relatively high risk/high reward prospective resources (exploration potential) contained in prospects in and around the existing production and development assets.

Forecast production - reserves and contingent resources



The Board believes that this asset portfolio has the right risk/reward spread for a company at Horizon Oil's state of development and financial capacity. There is abundant growth potential in the undeveloped reserves and resources and in the exploration portfolio, which in our view is at the lower end of the exploration risk spectrum.

Over the last 3 years we have realised a total of US\$55 million in pre-tax profits from the sale of part of the Company's PNG assets. This is an example of success arising from continual review and tailoring of Horizon Oil's asset portfolio to achieve the appropriate risk/reward profile, in harmony with the Company's financial position and funding capacity. Such adjustments are not "once-offs" - rather, they are an important ongoing means of adding shareholder value and responding in a responsible way to our company's particular circumstances.

Financing Growth and Development

The period through to end calendar 2013 is clearly going to be a period of further substantial growth and development for Horizon Oil.

The board considers funding of this development expenditure through to first quarter calendar 2013 will be by way of a combination of cash on hand (US\$19.3 million at 1 July 2012), cashflow from Maari/Manaia production and further drawdown of the reserves-based debt facility. On the current schedule, substantial additional operating cash inflows to Horizon Oil from the Company's 26.95% interest in the Block 22/12 development are anticipated early in calendar 2013, to supplement ongoing production income from Maari/Manaia.



Hedging and Insurance

At the time of concluding the US\$160 million reserves based lending facility (and consistent with the terms of that facility), the Company advised its intention to hedge a proportion of Maari oil production. This was seen as a prudential measure, given the significant capital expenditure program and the objective of ensuring adequate revenues to meet the Company's commitments.

The oil price hedging arrangements were implemented in the quarter following financial close of the facility and coordination of the hedging arrangements with financiers. The company hedged 442,000 barrels of Maari production over a 24 month period to March 2014, securing production revenue in excess of US\$45 million which is not subject to fluctuations in oil price. The 2012 production volumes hedged equate to approximately 50% of 2012 annual forecast production (2013: 15%).

As an additional prudential measure, the Company has in place loss of production insurance in respect of Maari production, which is activated in the event of unforeseen loss or damage to the Maari infrastructure. We intend to maintain this cover at least until the China project is on stream, providing a second source of production revenue.



Oil and Gas Markets

Oil

Whilst there has been significant volatility in the price range of Brent marker crude (the basis on which Maari crude oil is priced) over the last 12 months (the range has been from US\$89 to US\$126 per barrel), recent prices of US\$105 to US\$115 per barrel are consistent with an upward trend from the US\$70 to US\$80 per barrel range 2 years ago.

Ongoing strong demand by the fast growing Asia-Pacific economies (notwithstanding recent downward movements in China's exceptionally strong growth rates) with a persistent erosion of OPEC spare capacity apparently continues to offset the downward impact on prices of uncertainties about the European and USA economies.

We remain very conscious of downside oil price risk, as evidenced by our oil price hedging actions described earlier. However, we remain of the view that oil prices are more likely than not to continue this upward trend over the medium to long term.

Gas in the Asia-Pacific Region

The outlook for natural gas in the Asia-Pacific region in our view remains positive - major LNG contracts continue to be signed with buyers in the region and there have been substantial increases in natural gas asset values.

A significant change in LNG market dynamics has been the spectacular growth of shale gas supply in Canada and the USA, where shale gas has replaced the demand for significant volumes of imported LNG. The impact of this shale gas growth on Asia-Pacific LNG markets remains to be seen. However, for several reasons (particularly volumes of undeveloped gas resources available for export and proximity to markets) we remain positive about the outlook for LNG in the Asia Pacific region.

This positive regional outlook is extended in part to global energy markets as a result of continuing pressure for reductions in greenhouse gas emissions by substituting natural gas for coal, together with heightened safety concerns in some quarters (particularly in Japan) about nuclear power as a result of the Fukushima disaster.

Acknowledgements

Managing a growth and development program of the size and complexity described in this Annual Report is clearly a big challenge.

In the board's view (based on the significant progress and achievements noted herein), Brent Emmett and the compact but cohesive and committed Horizon Oil team have done a great job in executing this program.

Immediate Priorities

New Zealand

- Further optimise oil production efficiency and water injection at Maari and Manaia fields.
- Design and implement development program to produce Greater Maari Area accumulations.
- Select exploration/appraisal drilling locations in PMP 38160 and PEP 51313 for drilling in 2013/2014.

China

- Finalise installation of WZ 6-12 and WZ 12-8W oil fields and bring on stream.
- Execute in- and near-field exploration/appraisal drilling program in WZ 6-12 area and include in field development program if warranted.
- Complete feasibility study for development of WZ 12-8E oil field.

Papua New Guinea

- Obtain Petroleum Development Licence and commence development work on PRL 4 (Stanley).
- Progress arrangements for sales of Stanley gas to regional PNG industrial consumers.
- Commence FEED study on PRL 21 (Eleva/Ketu), including potential for LNG commercialisation of gas.
- Continue evaluation of exploration and appraisal opportunities and select targets for drilling in 2013. Build acreage position.

Strategy and Outlook

Our strategy is straightforward - it is to get on with the immediate priorities noted above whilst also:-

- Tailoring the asset portfolio to keep it in line with the Company's financial position and funding capacity; and
- Reviewing and - if necessary - building our people skills and resources to enable us to efficiently execute our growth and development program with confidence.

Notwithstanding the risks, the board is increasingly optimistic that successful execution of our growth plans will be achieved.

Fraser Ainsworth AM
Chairman

Brent Emmett
Chief Executive Officer

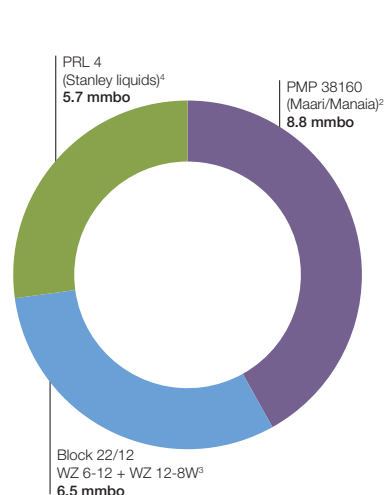
4 October 2012

Horizon Oil

Reserves Report

Reserves

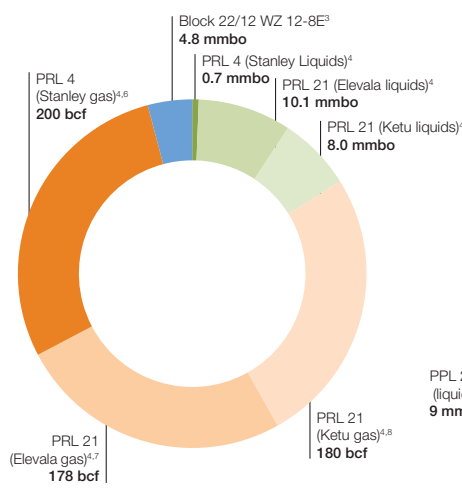
Proven and Probable



Total 21.0 mmbo

Contingent Resources

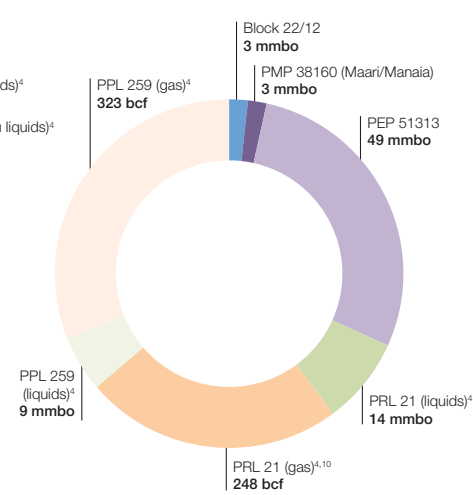
Proven and Probable



Total 23.6 mmbo, 558 bcf

Prospective Resources

Best Estimate



Total 78 mmbo, 571 bcf

Total reserves and resources – 138 mmboe

Exploration potential⁹ – 173 mmboe

NET PROVEN PLUS PROBABLE RESERVES (2P), AS AT 1 AUGUST 2012

Country/Field	Oil (mmbbl)	Gas (bcf)	Condensate (mmbbl)	Total (mmboe ¹)
New Zealand				
PMP 38160 Maari/Manaia ²	8.8			8.8
China				
Block 22/12 WZ 6-12 + WZ 12-8W ³	6.5			6.5
Papua New Guinea				
PRL 4 Stanley ⁴			5.7	5.7
Total Net Reserves	15.3	-	5.7	21.0

NET PROVEN PLUS PROBABLE CONTINGENT RESOURCES (2C), AS AT 1 AUGUST 2012

Country/Field	Oil (mmbbl)	Gas (bcf)	Condensate (mmbbl)	Total (mmboe ¹)
China				
Block 22/12 WZ 12-8E ³	4.8 ⁵			4.8
Papua New Guinea				
PRL 4 Stanley ⁴		200 ⁶	0.7	34.0
PRL 21 Eleva ⁴		178 ⁷	10.1	39.8
PRL 21 Ketu ⁴		180 ⁸	8.0	38.0
Total Net Resources	4.8	558	18.8	116.6
Total Net Reserves Plus Resources	20.1	558	24.5	137.6

1. 6 bcf gas equals 1 boe; 1 bbl condensate equals 1 boe

2. Net of production of 19.2 mmbo gross through 31 July 2012

3. Reduced to allow for CNOOC participation at 51%

4. Subject to reduction to allow for PNG State Nominee participation at 22.5%

5. Assumes recovery factor of 20% of oil-in-place

6. Includes 4.3 mmbbl LPG (1 tonne LPG equals 11 bbl)

7. Includes 5.8 mmbbl LPG

8. Includes 5.8 mmbbl LPG

9. Estimates have an associated risk of discovery and risk of development

10. Includes 8.0 mmbbl LPG

In accordance with ASX Listing Rules, the reserves information in this report is based upon information compiled, reviewed and signed off by Mr Alan Fernie (B.Sc), Manager - Exploration and Development, Horizon Oil Limited. Mr Fernie has more than thirty seven years relevant experience within the industry and consents to the information in the form and context to which it appears.

Horizon Oil

Board of Directors



Fraser Ainsworth AM
Chairman

Brent Emmett
Chief Executive Officer

John Humphrey
Director

Andrew Stock
Director

Gerrit de Nys
Director

Consolidated Results

Consolidated Results

A summary of consolidated results and a comparison with the previous year is set out below:

	Consolidated	
	2012 US\$'000	2011 US\$'000
Revenue from continuing operations	50,390	59,362
Cost of sales (includes amortisation)	(16,935)	(19,622)
Gross profit	33,455	39,740
Profit from sale of assets	-	22,000
Other income	72	464
General and administrative expenses	(8,110)	(7,232)
Exploration and development expenses	(303)	(255)
Financing costs (includes project facility, convertible bonds and FPSO finance lease)	(5,974)	(2,817)
Unrealised movement in value of convertible bond conversion rights	4,967	(3,351)
Other expenses	(418)	(69)
Profit before income tax expense	23,689	48,480
Net tax (expense)	(16,042)	(13,544)
Profit for the financial year	7,647	34,936
Profit attributable to members of Horizon Oil Limited	7,647	34,936



2012 Activities Review

New Zealand	10
China	14
Papua New Guinea	16

Horizon Oil Limited - permit listing as at 30 September 2012

	Permit or licence	Principal assets	Interest (%)
New Zealand	PMP 38160 PEP 51313	Maari and Manaia fields Matariki, Whio (formerly Pike), Te Whatu, Pukeko prospects	10.00% 30.00%
China	Block 22/12	WZ 6-12, WZ 6-12 South and WZ 12-8 West fields WZ12-8 East field	26.95% ¹ 55.00% ¹
PNG	PRL 4 PRL 21 PPL 259	Stanley field Elevala and Ketu discoveries	50.00% ² 45.00% ² 25.00% ²

1. China National Offshore Oil Corporation is entitled to participate at up to a 51.00% equity level in any commercial development within Block 22/12. During 2011 they exercised their right to participate in the development of WZ 6-12 and WZ 12-8W within Block 22/12 at 51.00%.

2. PNG Govt may appoint a state nominee to acquire up to a 22.5% participating interest in any commercial development within PRL 4, PRL 21 and PPL 259. PRL 21 was granted with effect from 18 March 2011 for a 5 year term following the settlement of legal proceedings with the Papua New Guinea Government over the acreage, which was formerly designated PRL 5.



Permit	Principal Assets	Interest (%)
PMP 38160	Offshore Taranaki Basin, Maari and Manaia Fields	10%
PEP 51313	Offshore Taranaki Basin	30%

PMP 38160, Offshore Taranaki Basin, Maari and Manaia Fields

(Horizon Oil interest: 10%)

During the year, Horizon Oil's working interest share of production from Maari/Manaia field was 439,298 barrels of oil with sales volume of 432,080 barrels. Cumulative oil production from the field through 31 July 2012 was 19.2 million barrels, generating total gross revenue from crude oil sales since first production in February 2009 of over US\$1.7 billion.

Production during the year was below expectation because of unreliable performance of the downhole pumps (ESPs) and, to a lesser extent, scale build-up in some well completions. The field operator engaged with the pump supplier to improve ESP design and performance and to maximise run-time. In addition, an acid treatment procedure was instigated to remove existing scale and to prevent further scaling with a regular maintenance program that does not require workover. This involves fitting the wells with equipment to provide access for the introduction of acid and is being implemented as and when wells require workover. Gradual improvement in field performance was seen during the year as these measures took effect.

A complete production shutdown occurred for a week in early March 2012 due to card failures within the Honeywell distributed control system. Repairs to the control system were successfully completed and production recommenced.

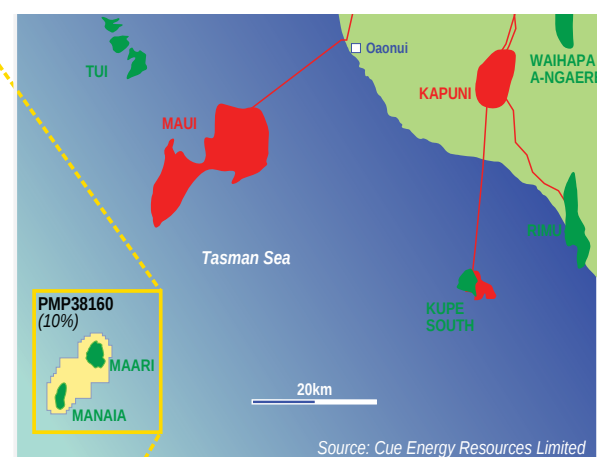
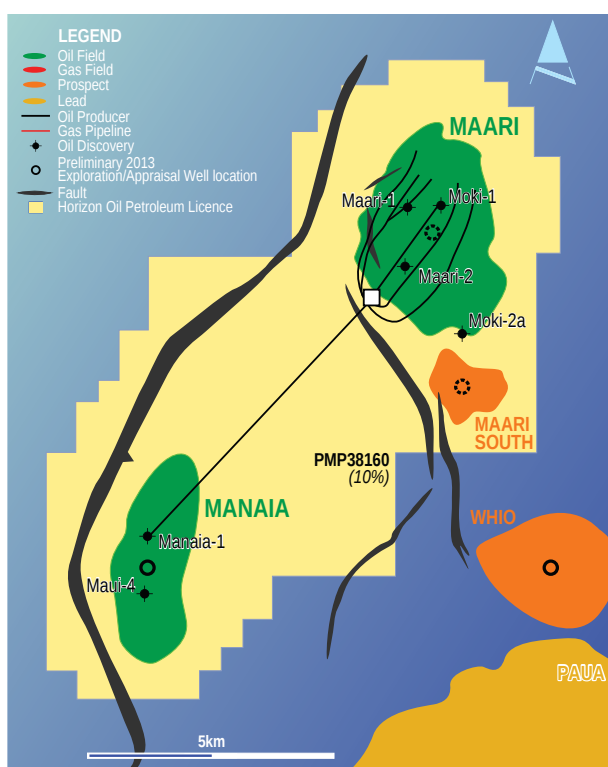
With the field now in its third year of production, opportunities to improve the production rate at relatively low cost by way of enhanced water injection efficiency are being recognised. As a result, additional perforations were added to the MR7 and MR8 injection wells during the year, which are designed to improve injection performance and should provide enhanced support to the producers over the long term. By year end a positive

response in production was seen from re-directing the water injection in the MR8 well. Further improvement is anticipated when the MR7 water injection well is able to be similarly recompleted. As a minimum, it appears that natural production decline has been arrested. Workover operations to recomplete the MR6 water injection well in the shallower M2A producing zone are also underway, to provide pressure support in that zone. Additionally, injection pump capacity will soon be increased to inject more water into the reservoir zones.

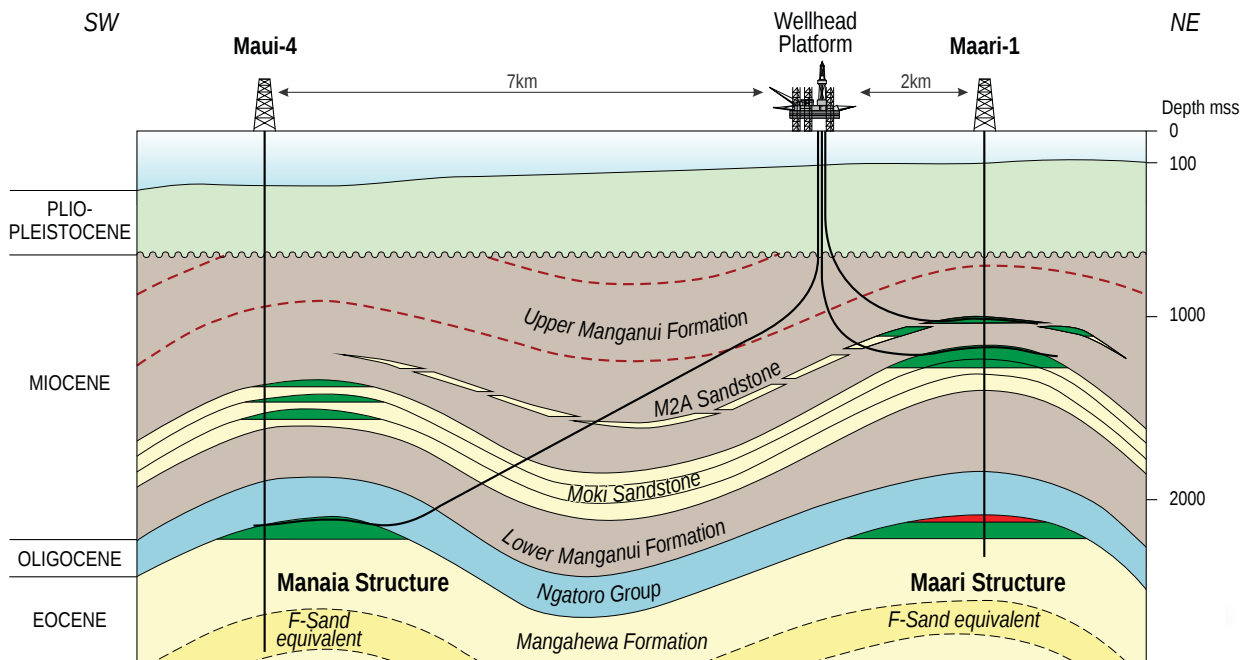
During the year, the field operator completed a comprehensive assessment of an appraisal program to delineate the considerable additional oil resource potential of the Manaia structure (Moki, Mangahewa and deeper F Sand zones), Maari (Mangahewa and F Sand) and the Maari South prospect. As part of this effort, a new 3D seismic survey was commenced on 23 March 2012 using the vessel MV Polarcus Alima. The survey was completed on 17 April 2012, having acquired 288 sq km of 3D coverage. Processing of this data commenced during the year.

The survey will provide a basis for selecting locations for a vertical Manaia Deep appraisal well and possible appraisal wells on the Maari South prospect and on the Maari structure itself. The Manaia Deep well will target the discovered but unappraised and undeveloped accumulation in the Manaia Moki sands. The well will also allow assessment of how the current production well is draining the Mangahewa accumulation and confirm whether there is commercial oil recoverable from the deeper F sand equivalent, in which oil shows were encountered in the Maui-4 well and which is a proven oil producer elsewhere in the Taranaki Basin. A second appraisal well may be drilled to confirm the reservoir quality and size of the Maari South structure which can potentially be developed by extended reach drilling from the Maari platform. It is expected that the appraisal wells will be drilled in 2013. Planning for drilling of an appraisal well on Manaia and an additional oil producer in the lower cycle of the Moki reservoir at Maari progressed during the year with the joint venture tendering for a jack-up drilling rig to carry out these projects, as well as other as yet unspecified wells, in 2013 and 2014.

Cumulative oil production from the field through 31 July 2012 was 19.2 million barrels, generating total gross revenue from crude oil sales since first production in February 2009 of over US\$1.7 billion



MAARI / MANAIA SCHEMATIC CROSS SECTION PMP 38160, Offshore New Zealand



PEP 51313, Offshore Taranaki Basin

(Horizon Oil interest: 30%)

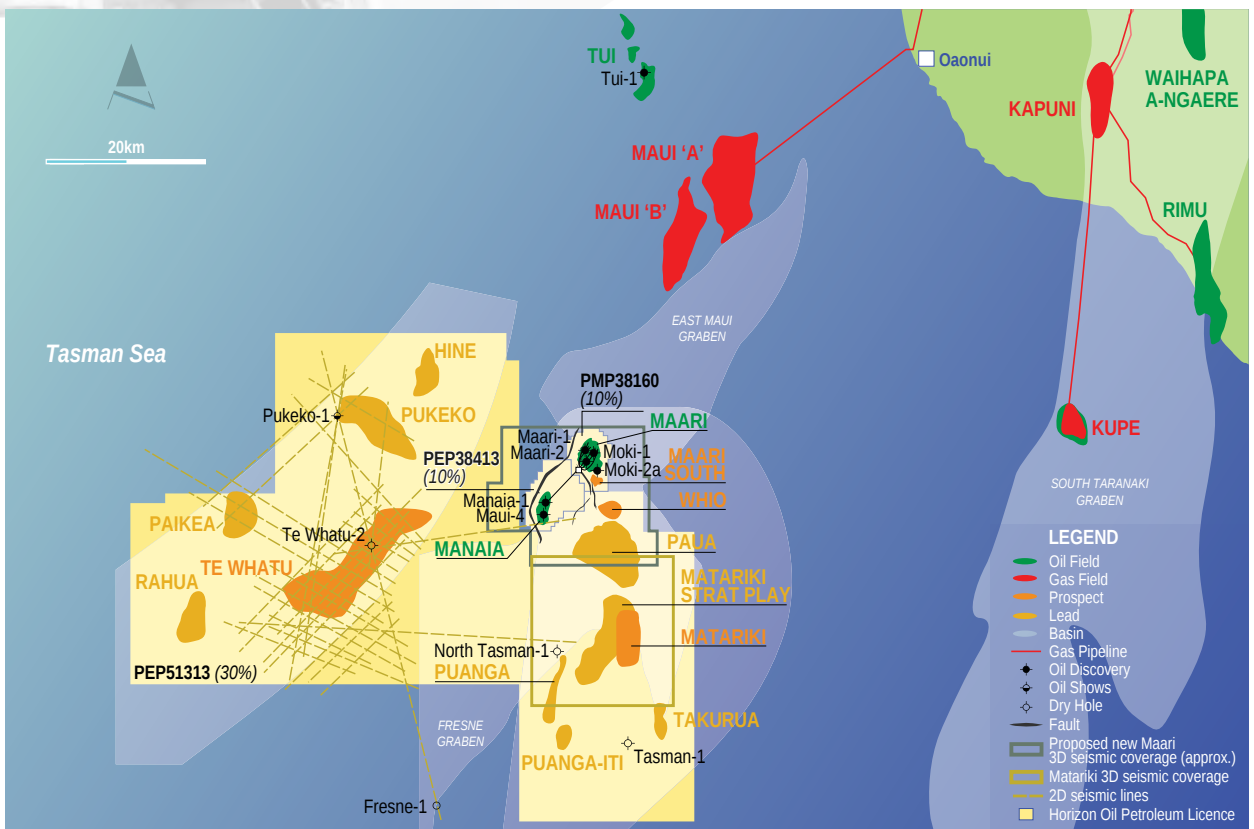
Processing of the 636 km 2D seismic survey over the Te Whatu and Pukeko prospects acquired in April 2011 was completed during the year and interpreted, highlighting the prospectivity of Pukeko and Te Whatu as sizeable, robust structures with significant reserves potential.

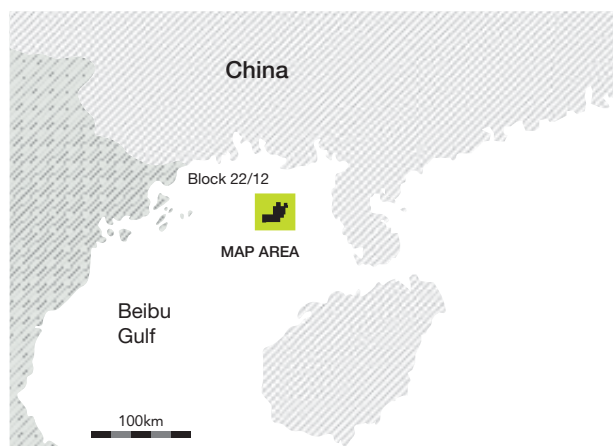
Interpretation of the existing merged 3D seismic coverage over the Maari-Whio-Matariki trend highlighted the Whio prospect (formerly Pike prospect) as the most likely candidate for the first well to be drilled.

The PEP 51313 joint venture agreed to extend to the south the new 3D seismic survey acquired over Maari and Manaia fields in March and April 2012, to dovetail with the 3D coverage over PEP 51313 recorded in 2010. This was designed to provide further definition over the leads and prospects to the south of Maari and Manaia, in particular Whio prospect. Processing of the data is underway.

Discussions with the Maari joint venture with a view to gaining access to the Maari production facilities, in the event of a discovery at Whio, are ongoing. The PEP 51313 joint venture is liaising with other permit holders regarding the importation of a rig to drill a number of wells in the offshore Taranaki basin, including Whio, in 2013. It is likely that Whio will be drilled using the rig mobilised for drilling of appraisal and development wells on Manaia and Maari South in 2013. This is seen as a progressive, risk-reducing approach to evaluating the prospectivity of the Tasman ridge to the south, including Matariki prospect.

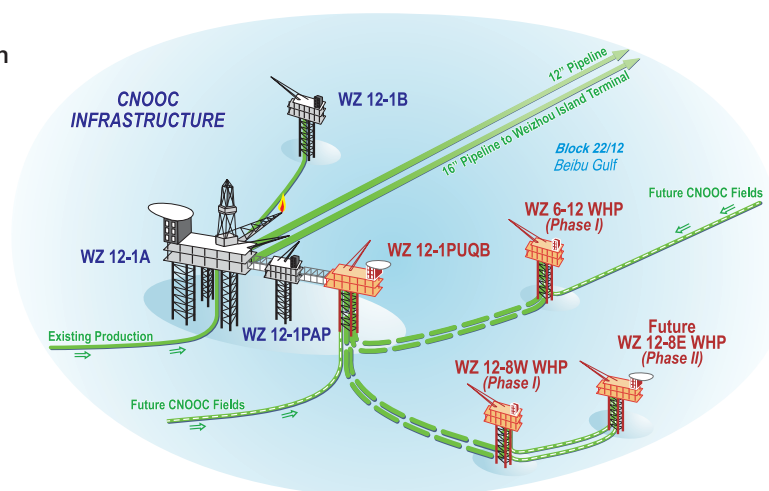
Processing of the 636 km 2D seismic survey highlights the **prospectivity** of Pukeko and Te Whatu as sizeable, robust structures with significant reserves potential





Permit	Principal Assets	Interest (%)
Block 22/12	Beibu Gulf	55%/26.95%

Block 22/12 - phased development scheme



Block 22/12, Beibu Gulf

(Horizon Oil interest: 55%/26.95%)

The operator of the WZ 6-12 and WZ 12-8W development, China National Offshore Oil Corporation (CNOOC), made good progress during the year and the facilities were 65% complete by the end of July 2012. Based on the operator's most recent forecast, cost to completion remains within the US\$300 million estimate contained in the overall development plan.

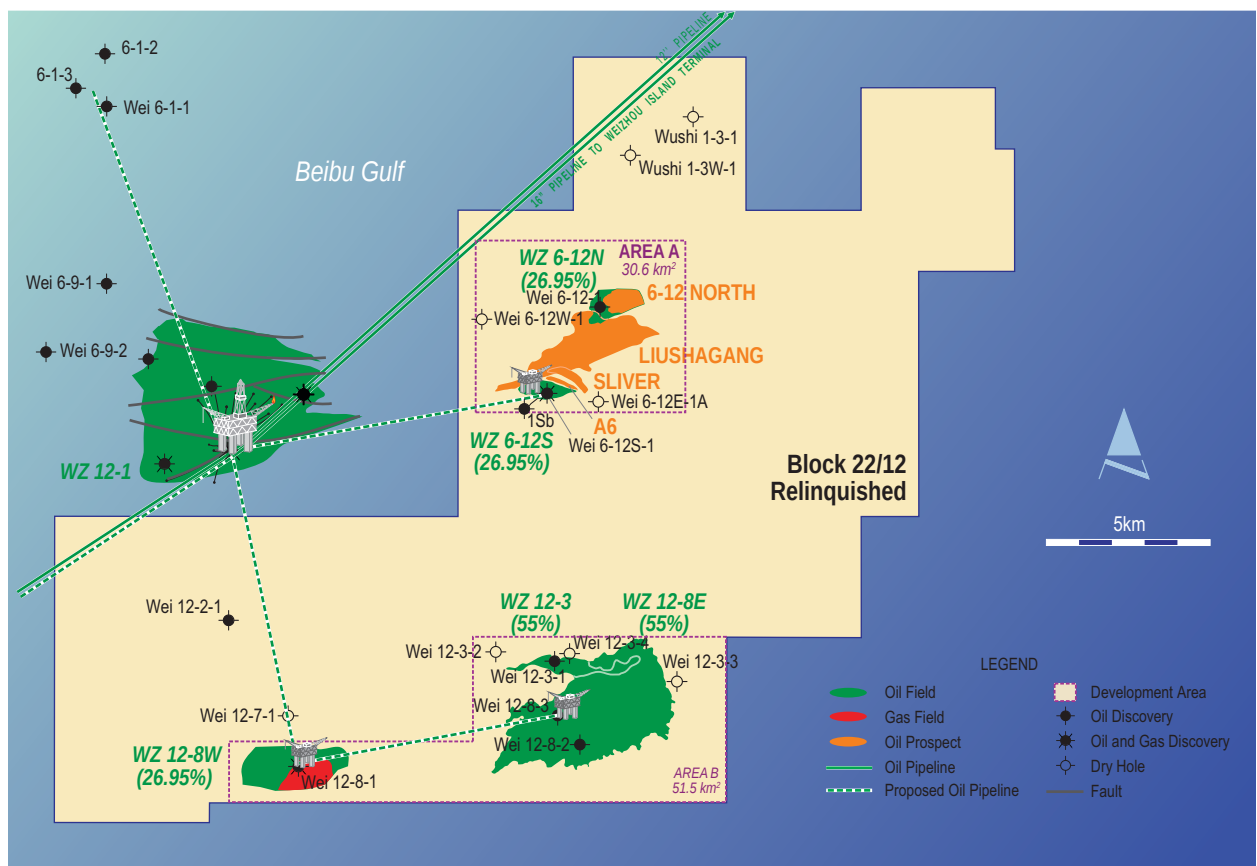
Basic engineering design for platform and pipeline facilities was completed early in the year followed by the procurement of equipment and service packages and contracting for fabrication and offshore installation of the major components of the project. The auxiliary platform PUQB and wellhead platform construction contract was awarded to China Offshore Oil Engineering Company (COOEC), a CNOOC subsidiary, in September 2011. COOEC was also contracted to install the facilities.

Development activity continued during the year with platform fabrication in the construction yard in Tanggu. The two wellhead platforms were completed and loaded out, with installation of the platform topsides expected during the second half of calendar year 2012. Drilling of 11 development wells is expected to be conducted between October 2012 and May 2013. The ramp-up to full-field peak production, of which Horizon Oil's share will be 3,500 - 4,000 bopd, is anticipated during 2013.

The Environmental Impact Assessment was approved by the State Oceanic Administration in February 2012. Horizon Oil was advised in September 2012 that approval of the project by the National Development and Reform Commission (NDRC) was granted with the formal approval document to be received shortly.

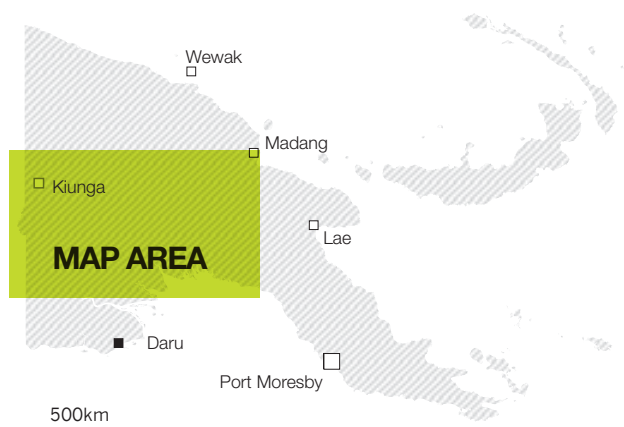
Planning continued for the drilling of up to three in- and near-field exploration/appraisal wells in advance of the development drilling phase. The first of these will be a vertical well on the WZ 6-12N structure, with the remaining well(s) to be drilled from the WZ 6-12 wellhead platform following its installation. If successful and commercial, these wells will be completed and included as additional production wells for the Beibu Gulf project. The Haiyang 931 jack-up rig has been contracted for the drilling and will be available to begin the program in early October 2012.

The ramp-up to full-field peak production, of which Horizon Oil's share will be 3,500 - 4,000 bopd, is anticipated during 2013



Papua New Guinea

Activities Review



Permit	Principal Assets	Interest (%)
PRL 4	Stanley Field	50%
PRL 21	Elevala and Ketu discoveries	45%
PPL 259		25%

PRL 4, Stanley Field (Horizon Oil interest: 50%)

Front-end engineering and design (FEED) work for the Stanley field development was completed and cost estimates determined with suitable accuracy for a final investment decision (FID) to be made. The all-in capital cost is estimated to be US\$300 million, including contingency. This is the cost to develop the entire resource, about 70 million barrels of oil equivalent. Horizon Oil is the operator of the project and believes a target for first production of first half calendar year 2014, is achievable provided there are no delays in the regulatory approval process.

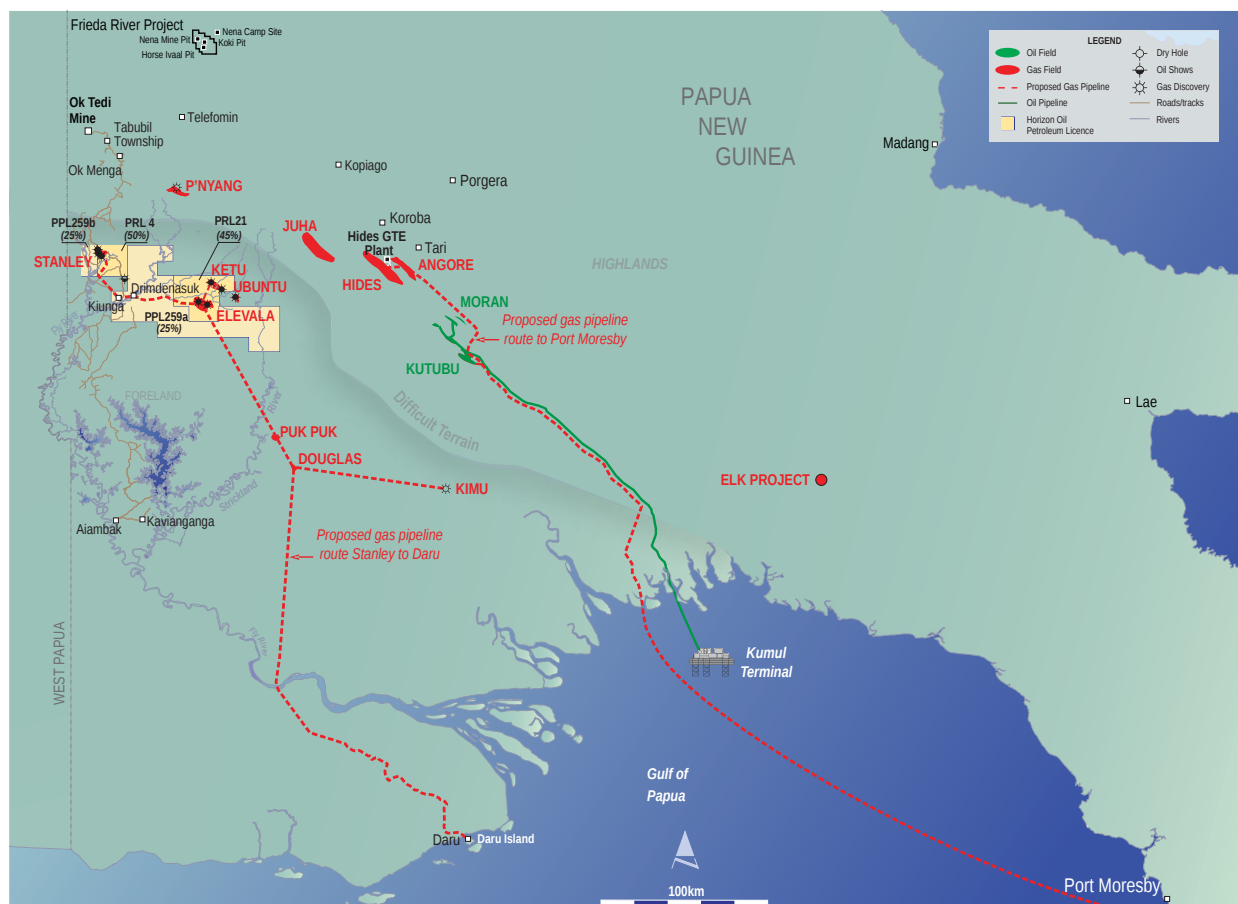
As part of the FEED process:-

- The subsurface basis of design has been modified to take into account the results of the Stanley-2 and -4 wells, which have demonstrated the need for an additional well to accommodate production from the deeper Kimu reservoir.
- A solution to treat mercury in the gas and condensate stream has been engineered.
- The pipeline route from the field to Kiunga base and then to the loadout site on the Fly River has been refined and finalised.
- The joint venture's shipping consultant, P&O Maritime, has qualified a number of shipyards for building of the tanker.
- Vendors for the major equipment packages have been shortlisted and final clarifications sought. Equipment bids are generally within a few percent of expectations.
- Discussions for marketing both condensate and gas continued throughout the year.

In November 2011, the Company advised shareholders that it had received independent certification of mean contingent resources for Stanley field of 361 bcf of gas and 11.4 million barrels of condensate. This represents an upgrade of about 30% to the resources that were certified prior to the drilling of the successful Stanley-2 and -4 appraisal/development wells. As a result of the subsequent FID approval, the condensate resources will move to the reserves category. The certified gas resource is of a scale that has the capacity to supply domestic and large industrial consumers located in the region. Negotiations with potential customers are in train and, as sales contracts are confirmed, the associated gas resources will also be classified as reserves.

In January 2012, Horizon Oil advised that its board had approved the FID on the Stanley field gas condensate recovery project, subject to the finalisation of the reserves based lending facility on satisfactory terms (which occurred in April 2012). Horizon Oil holds a 50% interest in PRL 4, with partners Talisman Niugini Pty Ltd (40%) and Diamond Gas Niugini B.V. (Mitsubishi Corporation) (10%). Horizon Oil's partners in the Stanley field development confirmed their participation in the project in July 2012. The State nominee, Petromin PNG Holdings Limited, is entitled to acquire up to a 22.5% interest in the project at the time of award of a PDL by reimbursement to Horizon Oil, Talisman and Mitsubishi of allowable past costs associated with that interest and funding ongoing project costs.

Early in 2012 the Minister for Petroleum and Energy approved the requested extension of PRL 4 through 31 August 2012. The Petroleum Development Licence (PDL) application for Stanley field was lodged in August 2012, which serves to maintain tenure.



The Stanley resource will be developed initially as a condensate recovery project, with subsequent and increasing sales of gas as customers are contracted. It is envisaged that these will primarily be domestic and industrial consumers located in the region who require gas for power generation. The development concept involves producing 140 million cubic feet of wet gas per day, from which initially 4,000 barrels of condensate per day will be recovered utilising a two train refrigeration plant located in the field. Any dry gas not sold or used for operations will be re-injected into the reservoir and “banked” until required for sale. The condensate will be transported via a 6” 40 km pipeline to a 60,000 barrel storage tank at Kiunga base and then loaded onto a tanker at a loading facility about 1 km downstream of the existing Kiunga wharf, which is the export point for copper concentrate from the Ok Tedi mine. A special purpose 33,000 barrel river tanker with ocean going capability has been designed to transport the condensate to market.

The PDL application was submitted in August 2012, and involved the submission of key constituent documents, including a field development plan, social mapping and landowner interest report, environmental assessment and gas agreement. Some of these documents were submitted to the relevant PNG Government departments for preliminary consent and feedback in advance of the formal PDL application to expedite the approval process. It is anticipated that the grant of the PDL will occur some time in the second half of calendar year 2012 after Government review and assessment and convening of a Development Forum.

Work in preparation for the construction phase is progressing well. This includes:-

- expansion of the project team
- completion of the hazard and operability review of the proposed gas plant
- engagement with the mechanical/electrical installation and construction contractor
- completion of geotechnical reports for the gas plant site, pipeline route and Kiunga base
- preparation for gas plant site earthworks
- study of the river conditions at the proposed condensate loadout site
- construction camp design
- preparation for pipeline river crossings

The contract for purchase of the produced condensate is awaiting execution, as is the charter contract with the selected supplier of the condensate tanker.

Parker *Rig* 226 was demobilised from the Ketu-2 appraisal well location in PRL 21 and is currently in a “warm stack” condition at the Kiunga supply base in preparation for a move to Stanley to drill the remaining two development wells, following grant of the PDL. A further 12 km of seismic was acquired over Stanley during the year to provide better structural definition for field development.



PRL 21, Elevala/Ketu discoveries (Horizon Oil interest: 45%)

During the year the Elevala-2 appraisal/development well was drilled with successful results. The well was designed to appraise the Elevala gas/condensate accumulation, discovered in 1989-1990 by the Elevala-1 well, which flowed on test at a rate of 11.9 million cubic feet of gas and 634 barrels of 54 deg API condensate per day from the Elevala sandstone. The objective was to drill to penetrate the Elevala sandstone and the deeper Toro sandstone down-dip from the Elevala-1 discovery at a location 2.1 km west of that well, to determine the gas water contact, the composition of the hydrocarbon column and the quality of the reservoirs.

The well was spudded with Parker *Rig 226* at 1600 hrs on 14 November 2011. A core was cut in the primary Elevala sandstone target, with 100% recovery. Good gas shows were encountered during the coring operation, confirming extension of the gas/condensate zone found in Elevala-1. The well was then drilled to a total measured depth of 3,293 m in basement on 21 December and a full suite of logs, pressure measurements and samples acquired. These confirmed a gross gas/condensate interval of 18 m in the Elevala sandstone, with no water indicated. The pay zone is slightly thicker and better developed than that encountered in the Elevala-1 discovery well. The secondary Toro sandstone objective was dry.

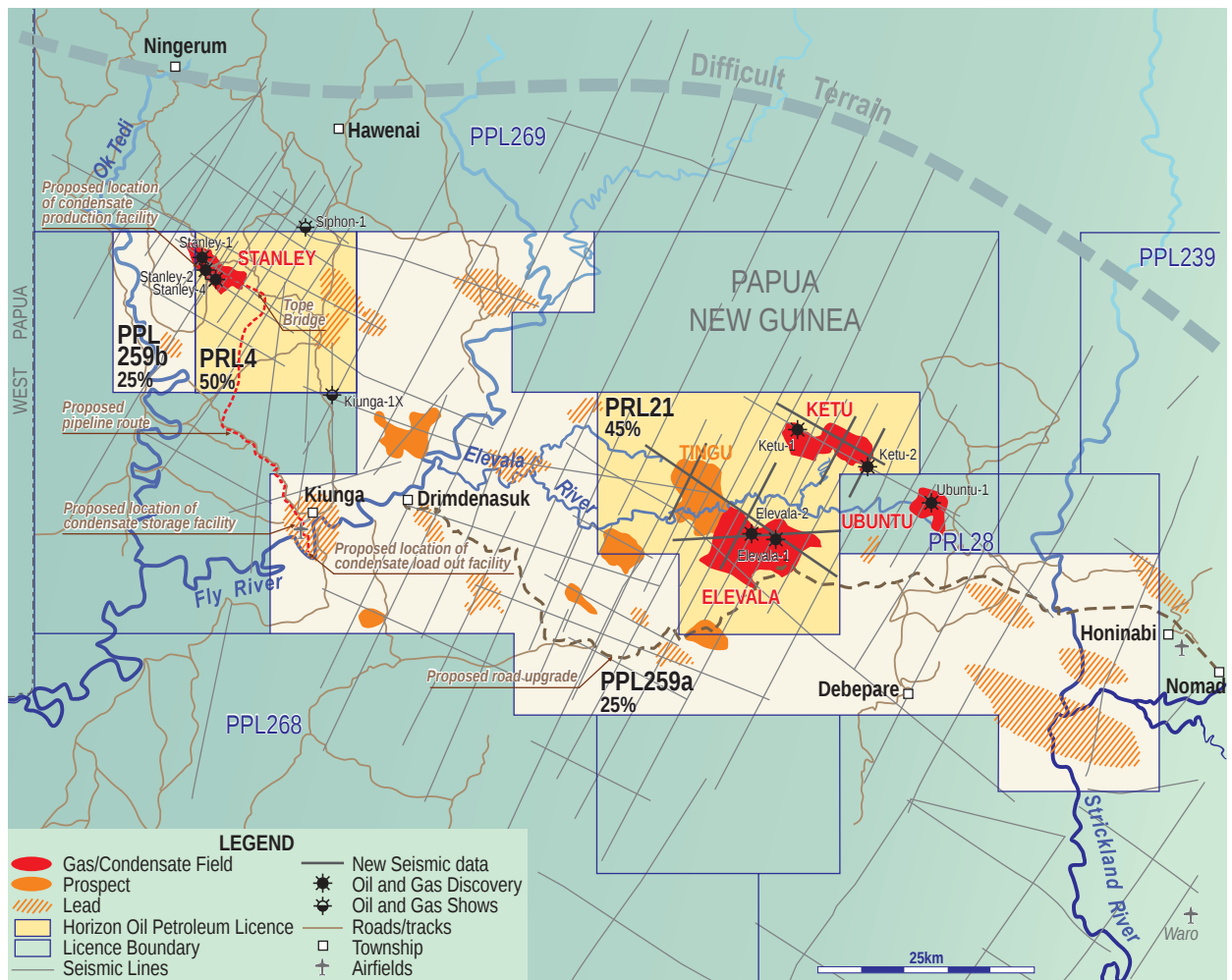
The well was specifically located to test the northern extent of the hydrocarbon accumulation, about 60 m down-dip of Elevala-1. In fact, the gas zone was encountered high to prognosis, approximately 20 m down-dip and no water leg was observed, implying that the field extends further to the north than expected. This gave the joint venture incentive to plan a sidetrack well to penetrate the Elevala sandstone about 650 m northeast of the current bottom hole location, with the objective of defining the northern limit of the accumulation.

The Elevala-2 well bore was subsequently plugged back to just below the 9-5/8" casing shoe and the sidetrack was kicked off at a measured depth of 2,446 m on 1 January 2012 and reached a measured total depth of 3,630 m in the Toro sandstone (below the Elevala sandstone) on 9 January. Logging while drilling, sampling and pressure measurements have defined a gas-water-contact to the hydrocarbon accumulation, successfully fulfilling the primary objective of the sidetrack well. This establishes a field gas column height of greater than 50 m and further implies that the Elevala structure is full to spill point. Based on the drilling results and seismic data, the well outcome is to the high side of pre-drill expectations.

Plugs were set in the sidetrack well bore and the well suspended for possible use in the future. The surface location for drilling of the Elevala-2 well was specifically selected for this purpose.

A 105 km seismic survey to provide further definition of the Elevala, Tingu and Ketu structures for reserves revision and development planning purposes was completed in early February 2012. The seismic has supported the prospectivity of Tingu as a future drilling target and also was used to fine-tune the bottom-hole location of Ketu-2.

Parker *Rig 226* was released on 29 January 2012 after the successful drilling of the Elevala-2 appraisal well and moved to the Ketu-2 location, approximately 65 km east of the port of Kiunga on the Fly River. The well was designed to appraise the Ketu gas/condensate accumulation in the Elevala sandstone (the same productive zone as in Elevala field), discovered in 1990-1991 by the Ketu-1 well. The well program was to drill to penetrate the target zone at a location 8.9 km southeast of the Ketu-1 discovery well to determine the extent of the accumulation in that direction, the level of trap fill, composition of the hydrocarbon column and reservoir deliverability.



Ketu-2 was spudded on 6 March by Horizon Oil's wholly owned subsidiary, Horizon Oil (Papua) Limited, as operator. A 27 m core of the Elevation sandstone was successfully cut and recovered, before drilling the well to total measured depth of 3,787 m in granitic basement on 17 April. The Elevation sandstone was penetrated at a depth in line with the pre-drill prognosis, with mudlogs and logging-while-drilling indicating a gas/condensate zone. Subsequent testing and sampling of the Elevation sandstone recovered liquids-rich gas with no water and the decision was taken to complete the well for future service as a producer or gas re-injection well. A 7" liner was run in the well followed by a 5-1/2" chrome completion string. A Christmas Tree was installed on the wellhead and the well perforated in the pay zone. The well was opened for clean-up flow until stabilising at a rate of over 20 million cubic feet of gas per day through a 48/64" choke and then shut-in with a retrievable plug until required for service. The gas contained condensate, estimated to be in line with the gas condensate ratio observed at Elevation-1 of about 60 barrels per million cubic feet of gas. This was a highly pleasing result in that it has confirmed a significant extension of the Ketu hydrocarbon accumulation. The result confirms that the field has a lateral extent of at least 9 km and gas column height of over 50 m, which should lead to a material upgrade in resource volume over that previously certified.

Evaluation of the well results is ongoing, with core studies being particularly critical for input to the reservoir models required to support development planning. Horizon Oil, as operator of PRL 21, does not intend to issue a certified reserves revision until this work is complete. However, it is clear that the results of the Elevation-2 and Ketu-2 appraisal wells have established a sizeable gas resource with associated condensate and natural gas liquids, considerably exceeding pre-drill estimates. The Tingu prospect is considered to be a low risk opportunity to add to this, as are numerous leads and prospects identified in PRL 259, which surrounds PRLs 4 and 21 and in which Horizon Oil has a 25% interest.

Taking the identified gas resources at Stanley, Elevation and Ketu into account, as well as the relatively low risk potential to increase this resource base, has enabled Horizon Oil to complete a pre-feasibility study of a mid-scale LNG scheme to commercialise the gas. This could be carried out in association with current plans to recover condensate from the gas for early export via the Fly River. The study indicates that the scheme could be technically and commercially viable with the existing resource base and capable of being scaled up as more gas is identified.

the results of the Elevala-2 and Ketu-2 appraisal wells have established a sizeable gas resource with associated condensate and natural gas liquids, **considerably exceeding pre-drill estimates**



PPL 259

(Horizon Oil interest: 25%)

Horizon Oil advised on 24 January 2012 that it had executed a farm-in agreement with Eaglewood Energy Inc. to earn a 25% interest in PPL 259 in Western Province, Papua New Guinea. Under the terms of the farm-out agreement, after receipt of requisite government approvals transferring a 25% participating interest share in PPL 259, Horizon Oil was required to reimburse a proportionate share of Eaglewood's PPL 259 sunk costs (approximately US\$2.5m) and will carry Eaglewood for future seismic and drilling costs to a capped amount of US\$6.375m. The drilling program will be operated by Horizon Oil.

The farm-in is part of the strategy of increasing the Company's acreage position around what is seen as the "sweet spot" for liquids-rich gas in the Papuan Basin foreland, centred on planned production hubs at Stanley and Elevala/Ketu.

The acquisition will deliver a number of benefits:-

- The inventory of prospects and leads increases significantly and this will spread geological risk and provide the potential for increasing reserves.
- The return on the likely investment in infrastructure at Stanley (PRL 4) and Elevala/Ketu (PRL 21) stands to increase by way of potential add-ons from PPL 259 (and also Ubuntu in PRL 28).

- A larger gas reserves base has the potential to provide the scale needed for monetisation by way of, for example, a mid-scale liquefied natural gas plant at Kiunga or Drimdenasuk, exporting LNG, LPG and condensate via the Fly River. The proposed road upgrade between Drimdenasuk and the Strickland River presents as a likely pipeline route for transport of gas from the Elevala, Ketu and Ubuntu discoveries and other add-ons from PPL 259 along its route.
- Exploitation of PPL 259 offers synergies with Horizon Oil's existing acreage in PNG in operations, as well as engineering design, implementation, product marketing and shipping.

PPL 259 contains a substantial inventory of prospects and leads and a 51 km seismic survey with the objective of adding definition to the inventory was acquired and processed during the year. This included 19 km over the western end of Stanley field and 32 km in the area between PRL 4 and PRL 21. This was integrated with the existing seismic data base and identifies substantial potential in the permit in a number of leads and prospects. The next phase of activity will involve acquisition of further seismic to reduce structural risk and define possible drilling locations. The seismic program is expected to commence towards the end of 2012 with a well targeted for the middle of calendar year 2013.



2012

Financial Report

For the financial year ended 30 June 2012

HORIZON OIL LIMITED

ABN 51 009 799 455

This annual financial report covers the consolidated financial statements for the Group, consisting of Horizon Oil Limited (the 'Company') and its subsidiaries. The annual financial report is presented in United States dollars.

Horizon Oil Limited is a company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

Horizon Oil Limited
Level 7
134 William Street
Woolloomooloo NSW 2011

The annual financial report was authorised for issue by the Board of Directors on 27 August 2012. The Board of Directors have the power to amend and reissue the annual financial report.

Your directors present their report on the consolidated entity (referred to hereafter as the 'Group') consisting of Horizon Oil Limited (the 'Company') and the entities it controlled at the end of, or during the financial year ended, 30 June 2012.

DIRECTORS

The following persons were directors of Horizon Oil Limited during the whole of the financial year and up to the date of this report:

E F Ainsworth	G de Nys
B D Emmett	A Stock
J S Humphrey	

R Laws was a director from the beginning of the financial year until his retirement on 17 November 2011.

PRINCIPAL ACTIVITIES

During the financial year, the principal activities of the Group continued to be directed towards petroleum exploration, development and production.

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

Significant changes in the state of affairs of the Group during the financial year were as follows:

Final Investment Decision on Stanley Field Development, Papua New Guinea

In July 2012, Horizon Oil and its joint venture partners, Talisman Niugini Pty Limited (40% interest) and Mitsubishi Corporation (10% interest) confirmed that Final Investment Decision (FID) on the Stanley field gas condensate recovery project was approved. The Group holds a 50% interest in Petroleum Retention Licence (PRL) 4 which contains Stanley field, with partners Talisman Niugini Pty Ltd (40%) and Diamond Gas Niugini B.V. (Mitsubishi Corporation) (10%). The State nominee, Petromin PNG Holdings Limited, is entitled to acquire up to a 22.5% interest in the project at the time of award of a Production Development Licence (PDL) by reimbursement of Horizon Oil, Talisman and Mitsubishi's allowable past costs associated with that interest and funding ongoing project costs. The Petroleum Development Licence (PDL) application for Stanley field was lodged in August 2012, and it is anticipated that the grant of PDL will occur prior to the end of calendar year 2012.

The development concept involves producing 140 million cubic feet of wet gas per day, from which initially 4,000 barrels of condensate per day will be recovered utilising a two train refrigeration plant located in the field. Any dry gas not sold or used for operations will be re-injected into the reservoir and "banked" until required for sale. The condensate will be transported via a 6 inch 40 km pipeline to a 60,000 barrel storage tank at Kiunga base and then loaded onto a tanker at a loading facility about 1 km downstream of the existing Kiunga wharf, which is the export point for the Ok Tedi mine's copper concentrate. A special purpose 33,000 barrel river tanker with ocean going capability has been designed to transport the condensate to market.

Front End Engineering and Design (FEED) for the project is complete, with an all in capital cost estimate of approximately US\$300 million, including contingency. This is the cost to develop the entire resource, about 70 million barrels of oil equivalent. Horizon Oil is the operator of the project and believes a target for first production of first half of calendar year 2014, is achievable provided there are no delays in the regulatory approval process.

Debt facilities

On 23 March 2012, the Group finalised and executed the facility documentation for the provision of a reserves based debt facility of up to US\$160 million with a term of six years. The lender group is comprised of four banks, including ANZ, CBA, BNP Paribas and Standard Chartered Bank. The Group achieved financial close on 10 April 2012 with total drawdowns of US\$33 million as at 30 June 2012.

Under the terms of the facility, Horizon Oil's production and development assets underpin the debt component of the financing of the development of:

- Block 22/12, offshore China;
- Stanley gas-condensate development project in PRL 4, onshore PNG; and
- Maari/Manaia expansion activities and general corporate expenses, including exploration and appraisal activities.

The Group's other outstanding debt is the US\$80 million in convertible bonds which were issued on 17 June 2011 with a 5 year term. The bonds were issued with an initial conversion price of US\$0.52, equivalent to A\$0.49 based on exchange rates at the time of pricing, representing a conversion premium of 29% to Horizon Oil's last closing price of A\$0.38 on 2 June 2011. The initial conversion price is subject to adjustment in certain circumstances. The bonds carry a coupon of 5.5% per annum, payable semi-annually in arrears. The bonds were listed on the Singapore Securities Exchange on 20 June 2011.

REVIEW OF OPERATIONS

A review of the operations of the group and its business strategies and prospects is set out in the Activities Review on pages 9 to 20 of this annual financial report.

MATTERS SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

Other than the matters noted above and disclosed in the review of operations, there has not been any matter or circumstance which has arisen since 30 June 2012 that has significantly affected, or may significantly affect:

1. the Group's operations in future financial years; or
2. the results of those operations in future financial years; or
3. the Group's state of affairs in future financial years.

LIKELY DEVELOPMENTS AND EXPECTED RESULTS OF OPERATIONS

Comments on expected results of certain operations of the Group are included in this annual financial report under the review of operations contained in the Activities Review.

Further information on likely developments in the operations of the Group and the expected results of operations have not been included in this report because the directors believe it would be likely to result in unreasonable prejudice to the Group.

ENVIRONMENTAL REGULATION

The Group is subject to significant environmental regulation in respect of exploration, development and production activities in all countries in which it operates – New Zealand, China and Papua New Guinea. Horizon Oil Limited is committed to undertaking all of its exploration, development and production activities in an environmentally responsible manner.

The Directors believe the Group has adequate systems in place for managing its environmental requirements and is not aware of any breach of those environmental requirements as they apply to the Group. No circumstances arose during the financial year that resulted in an incident to be reported under environmental legislation.

REPORTING CURRENCY

The Company's and Group's functional and reporting currency is United States dollars. All references in this annual financial report to "US\$" or "dollars" are references to United States dollars, unless otherwise stated.

INFORMATION ON DIRECTORS

The following persons held office as directors of Horizon Oil Limited at the date of this report:

Non-executive independent Director and Chairman: Experience and current directorships: Former directorships during last 3 years: Special responsibilities:	E F Ainsworth AM, B.Comm, FAICD, FCPA Director for 11 years. Former Managing Director of Sagasco Holdings Limited and Delhi Petroleum Pty Limited. Chairman of Tarac Australia Limited; Non-executive director of Envestra Limited. Director of Oil Search Limited Chairman of Board; Chairman of Remuneration, Nomination and Disclosure Committees; member of Audit and Risk Management Committees.
Executive Director and Chief Executive Officer: Experience and current directorships: Former directorships during last 3 years: Special responsibilities:	B D Emmett B.Sc (Hons) Director for 12 years. 36 years experience in petroleum exploration, E&P management and investment banking. None. Chief Executive Officer; member of Risk Management and Disclosure Committees.
Non-executive independent Director: Experience and current directorships: Former directorships during last 3 years: Special responsibilities:	J S Humphrey LL.B., SF Fin Director for 22 years. Member of the firm of Solicitors, King & Wood Mallesons, specialising in the area of Corporate Law. Director of Downer EDI Limited and Wide Bay Australia Ltd, and a member of the Australian Takeovers Panel. None Chairman of Audit Committee; member of Risk Management Committee.
Non-executive Director: Experience and current directorships: Former directorships during last 3 years: Special responsibilities:	G J de Nys B. Tech, FIEAust, FAICD, CPEng (Ret) Director for 4 years. 43 years experience in civil engineering, construction, oil field contracting and natural resource investment management. Director of SOCAM Development Limited. Non-Executive Chairman of Red Sky Energy Limited. None Member of Risk Management and Remuneration and Nomination Committees.
Non-executive independent Director: Experience and current directorships: Former directorships during last 3 years: Special responsibilities:	A Stock B. Eng (Chem) (Hons), FAIE, GAICD Appointed on 2 February 2011. Over 35 years of development, operations and commercial experience in energy industries in Australia and overseas. Former Director, Executive Projects and Executive General Manager for Major Development Projects for Origin Energy Limited. Director of Geodynamics Limited, Board Member of the Clean Energy Finance Corporation and a member of the Engineering Faculty and Energy Advisory Boards at University of Adelaide. None Member of Audit Committee, Risk Management and Remuneration and Nomination Committees.
COMPANY SECRETARY Company Secretary and Chief Financial Officer: Qualifications and experience:	M Sheridan B.Ec, LL.M., F Fin Before joining Horizon Oil Limited in 2003, Mr Sheridan held senior finance and commercial roles in Australian and international oil and gas, mining and telecommunications companies.

DIRECTORS' INTERESTS IN THE COMPANY'S SECURITIES

As at the date of this Directors' Report, the Directors held the following number of fully and partly paid ordinary shares and options over unissued ordinary shares in the Company:

Director	Ordinary shares			Unlisted options		
	Direct	Indirect	Total	Direct	Indirect	Total
E F Ainsworth	113,500	3,896,875	4,010,375	-	-	-
B Emmett	-	16,752,607	16,752,607	-	5,700,000	5,700,000
J Humphrey	-	5,112,034	5,112,034	-	-	-
R A Laws (resigned 17 Nov 2011)	-	779,375	779,375	-	-	-
G de Nys	-	361,250	361,250	-	500,000	500,000
A Stock	-	60,000	60,000	-	-	-

B Emmett also held 5,340,042 share appreciation rights as at the date of this Directors' Report. A further, 3,876,460 share appreciation rights were granted to B Emmett on 13 August 2012 subject to shareholder approval at the 2012 annual general meeting.

MEETINGS OF DIRECTORS

The numbers of meetings of the Company's board of directors (the 'board') and of each board committee held during the financial year, and the numbers of meetings attended by each director were:

	Board	Audit Committee	Risk Management Committee	Remuneration and Nomination Committee	Disclosure Committee
<i>Number of meetings held:</i>	10 ¹	2	1	1	1
<i>Number of meetings attended by:</i>					
E F Ainsworth	10	2	1	1	1
B D Emmett	8 ¹		1		1
J S Humphrey	7 ²	2	1		
R A Laws (resigned 17 Nov 2011)	4	1	1	1	1
G de Nys	10		1		
A Stock	10	1 ³	1		

1. One board meeting was held for non-executive directors only. The company secretary acted as proxy for Mr Emmett at one telephone board meeting during the year called at short notice which Mr Emmett was unable to attend. The company secretary was instructed by Mr Emmett as to his voting intentions and was fully briefed of his views prior to the meeting.
2. The company secretary acted as proxy for Mr Humphrey at two telephone board meetings during the year called at short notice which Mr Humphrey was unable to attend. The chairman also acted as proxy for Mr Humphrey at one board meeting which was held for non-executive directors only. The company secretary and chairman were instructed by Mr Humphrey as to his voting intentions and were fully briefed of his views prior to the meetings.
3. Mr Stock was appointed a member of the audit, risk management, and remuneration and nomination committees from 17 November 2011.

CORPORATE GOVERNANCE

In recognising the need for the highest standards of corporate governance and accountability, the Directors support the principles of good corporate governance. The Company's Corporate Governance Statement is set out on pages 38 to 41 of this annual financial report.

REMUNERATION REPORT

The Remuneration Report forms part of this Directors' Report. The information provided in the Remuneration Report has been audited by the external auditor as required by section 308(3)(c) of the *Corporations Act 2001*.

The remuneration report is set out under the following main headings:

- A Principles used to determine the nature and amount of remuneration
- B Details of remuneration
- C Service agreements
- D Share-based compensation

A. Principles used to determine the nature and amount of remuneration

The objective of the Group's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with achievement of strategic objectives and the creation of value for shareholders, and conforms with market best practice for delivery of reward. The board ensures that executive rewards satisfy the following key criteria for good reward governance practices:

- competitiveness and reasonableness;
- acceptability to shareholders;
- performance linkage / alignment of executive compensation;
- transparency; and
- capital management.

The board has structured an executive remuneration framework that is market competitive and complementary to the reward strategy of the Group. The key elements of the framework are:

Alignment to shareholders' interests:

- focuses on sustained growth in shareholder value; and
- attracts and retains high calibre executives capable of managing the Group's diverse international operations.

Alignment to program participants' interests:

- rewards capability and experience;
- reflects competitive reward for contribution to growth in shareholder wealth;
- provides a clear structure for earning rewards; and
- provides recognition for contribution.

The framework provides a mix of fixed pay and a blend of short and long-term incentives.

Non-executive directors' fees

Fees and payments to non-executive directors reflect the demands which are made on, and the responsibilities of, the directors. Non-executive directors' fees and payments are reviewed periodically by the Remuneration and Nomination Committee.

Non-executive directors' fees are determined within an aggregate directors' fee pool limit, which is periodically recommended for approval by shareholders. Shareholders approved the current fee pool limit of A\$600,000 at the 2009 annual general meeting.

Retirement allowances for directors

There are no retirement allowances in place for directors.

Executive pay

Executive remuneration and other terms of employment are reviewed annually by the Remuneration and Nomination Committee having regard to relevant comparative information. As well as a base salary, remuneration packages include superannuation and termination entitlements and non-monetary benefits. For periods prior to April 2010, executives were eligible for long term incentives (LTI) through participation in the Company's Employee Option Scheme and Employee Performance Incentive Plan. The grant of options to executive directors under the Employee Option Scheme and Employee Performance Incentive Plan has been subject to the approval of shareholders.

In April 2010, the board resolved to modify the remuneration arrangements for the Company's senior executives. Based on advice received from Guerdon Associates, an independent remuneration consultant, the board has put in place a short term incentive scheme and substituted the previous long term incentive arrangements for the Company's senior executives with a revised long term incentive scheme. The Company's existing Employee Option Scheme will continue to apply to employees other than senior executives.

Remuneration and other terms of employment for executives are formalised in service agreements. The quantum and composition of the executive remuneration is based on advice received in prior years from Guerdon Associates.

Short term incentives

As noted above, a short term incentive scheme was introduced during 2010 for senior executives. If the group and individuals achieve pre-determined objectives set in consultation with the board, a short-term incentive (STI) is available to senior executives during the annual review. Using pre-determined objectives ensures variable reward is only available when value has been created for shareholders.

The following table outlines the major features of the plan.

Objective	To drive performance of annual business plans and objectives, at operational and group level, to achieve increased shareholder value.
Frequency and timing	Participation is annual with performance measured over the twelve months to 30 June. Entitlements under the plan are determined and paid (in cash) in the first quarter of the new financial year.
Key Performance Indicators (KPIs)	KPIs are determined in advance each year in consultation with the board. The performance of each senior executive against these KPIs is reviewed annually in consultation with the board. A KPI matrix, directly linked to factors critical to the success of Horizon Oil's business plan for the financial year, is developed for each executive incorporating health, safety and environment, financial, operational and other KPIs.
STI opportunity	Up to 50% of the senior executive's fixed remuneration package (base salary plus superannuation).
Performance requirements	50% of the executive's maximum STI payment can be achieved by meeting KPI targets based on a weighted scorecard approach, with the remaining 50% earned by over achievement of KPI 'stretch targets'.

During 2012, the Board, following a recommendation from the remuneration committee, agreed to a one-off increase in the STI opportunity for the current year only from, up to 50%, to up to 55% of the senior executive's fixed remuneration package. The increase was agreed due to the increased level of activity, complexity and responsibility required to be exercised by senior executives in the current year.

The following table shows the STI awards that were achieved during the year ended 30 June 2012:

	STI in respect of 2012 financial year	
Senior executives	Percentage of maximum STI payment paid	Percentage of maximum STI payment forfeited
B Emmett	85%	15%
A Fernie	90%	10%
M Sheridan	90%	10%

Long term incentives

Until April 2010, long-term incentives were provided to certain employees via the Company's share option plans. The revised LTI arrangements approved at the 2010 annual general meeting apply to senior executives and involve the grant of rights which will vest subject (amongst other things) to the level of total shareholder return (TSR) achieved in the vesting period, relative to an appropriate index.

Under the LTI Plan, the board has the discretion, subject to ASX Listing Rule requirements, to grant share appreciation rights ("SARs") to executives as long term incentives. The board has determined that 25% of senior executive's total remuneration would be long term incentives in the form of SARs, with the number of SARs granted based on the value of a SAR.

A SAR is a right to receive either or both a cash payment or shares in the Company, as determined by the board, subject to the Company satisfying certain conditions, including performance conditions.

The LTI Plan provides that the amount of the cash payment or the number of shares in the Company that the participant receives on exercise of the SAR is based on the value of the SAR at the time it is exercised ("SAR Value"). The SAR Value is the excess, if any, of the volume weighted average price ("VWAP") of shares in the Company for the ten business day period up to the date before the date the SAR is exercised over the VWAP of shares in the Company for the ten business day period up to the day before the "Effective Allocation Date" for the SARs. The Effective Allocation Date for the SARs is the grant date of the SARs or any other day determined by the board, at the time of the grant. The Effective Allocation Date would generally be the date the executive's entitlement was determined.

If the board determines that the SARs are to be satisfied in cash, the amount of cash that the participant receives on the exercise of the SARs is the SAR Value multiplied by the number of SARs exercised (less any deduction for taxes that the Company is required to make from the payment). If the board determines that the SARs are to be satisfied in shares, the number of shares that the participant receives on the exercise of the SARs is the SAR Value divided by the volume weighted average price of shares in the Company for the ten business day period up to the day before the day the SARs are exercised. Where the number of shares calculated is not a whole number, it will be rounded down to the nearest whole number.

The following table outlines the major features of the plan.

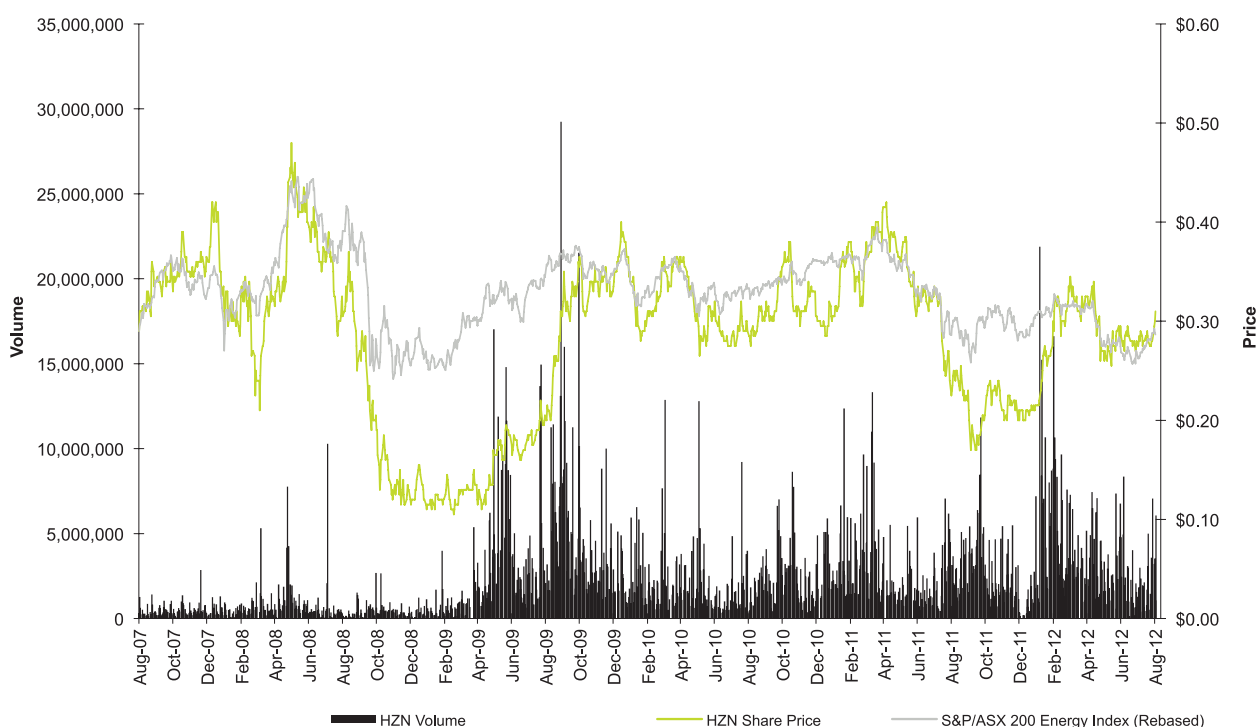
Key terms & conditions	Long Term Incentive Plan
Eligible persons:	Under the terms of the LTI Plan, the Company may grant SARs to any employee. However, it is currently intended by the Company to only grant SARs under the LTI Plan to current senior executive employees including executive directors.
Exercise price:	No price is payable by a participant in the LTI Plan on the exercise of a SAR.
Performance requirements:	Under the LTI Plan, the number of SARs that vest is generally determined by reference to whether the Company achieves certain performance conditions. The number of SARs that vest is determined by reference to the Company's total shareholder return ("TSR") over the relevant period relative to that of the S&P/ASX200 Energy Index ("Index"). The number of SARs that vest is: (a) if the Company's TSR is equal to that of the Index ("Minimum Benchmark"), 50%; (b) if the Company's TSR is 14% or more above that of the Index, 100% ("Maximum Benchmark"); and (c) if the Company's TSR is more than the Minimum Benchmark but less than the Maximum Benchmark, a percentage between 50% and 100% based on the Company's TSR performance between the Minimum Benchmark and Maximum Benchmark. The Maximum Benchmark of 14% above the Index return equates to the performance level likely to exceed the 75th percentile of market returns of companies (weighted by company size) in the Index. Furthermore, even where these performance conditions are satisfied, the SARs will not vest unless the Company achieves a TSR of at least 10% over the relevant period.
	The performance conditions are tested on the date that is three years after the Effective Grant Date of the SARs, and are then re-tested every six months after that until the date that is five years after the Effective Grant Date of the SARs (the final retesting date). The performance conditions are also tested where certain circumstances occur, such as a takeover bid for the Company. The Effective Grant Date for the SARs is the date the SARs are granted, or such other date as the board determines for the SARs. If the SARs have not, pursuant to these performance conditions, vested by the final retesting date that is five years after the date the SARs are granted, the SARs will lapse.
Cessation of employment:	If a holder of SARs under the LTI Plan ceases to be employed by a member of the Horizon Oil Group, then this generally does not affect the terms and operation of the SARs. The Board does, however, under the LTI Plan have discretion, to the extent permitted by law, to cause the SARs to lapse or accelerate the date on which the SARs become exercisable.
Maximum number of shares that can be issued:	Subject to various exclusions, the maximum number of shares that may be issued on the exercise of SARs granted under the LTI Plan is capped at 5% of the total number of issued shares of the Company.
Restrictions on exercise:	A SAR cannot be exercised unless it has vested. Where a SAR vests, a participant may not exercise the SAR until the first time after the time the SAR vests that the participant is able to deal with shares in the Company under the Company's securities trading policy. SARs are exercised by submitting a notice of exercise to the Company.

Lapse:	SARs will lapse where: ■ the SARs have not vested by the final retesting date which is five years after the date of grant (see above); ■ if the SARs have vested by the final retesting date that is five years after the date of grant, the SARs have not been exercised within three months of the date that the SARs would have first been able to be exercised if they vested at the final retesting date that is five years after the date of grant. This may be more than five years and three months from the date of grant depending on whether the holder of the SAR is able to deal with shares in the Company under the Company's securities trading policy at the date five years after the date of grant; ■ the employee ceases to be employed by a member of the Horizon Oil Group, and the board determines that some or all of the SARs lapse (see above); ■ the board determines that the employee has committed or it is evident that the employee intends to commit, any act (whether by commission or omission) which amounts or would amount to fraud or serious misconduct; or ■ the employee provides a notice to the Company that they wish the SARs to lapse.
Share ranking and quotation:	Shares provided pursuant to the exercise of a SAR will rank equally with the shares in the Company then on issue. Quotation on the ASX will be sought for all shares issued upon the exercise of SARs. SARs are not assignable or transferable.
No right to dividends, bonus or rights issues:	The SARs will not confer on the holder an entitlement to dividends or to participate in bonus issues or rights issues unless the Board determines that the SARs will be satisfied in shares and until the SARs are exercised and shares are provided to the holder.
No voting rights:	The SARs will not confer an entitlement to vote at general meetings of the Company unless the Board determines that the SARs will be satisfied in shares and until the SARs are exercised and shares are provided to the holder.
Non-quotation:	The Company will not apply to the ASX for official quotation of the SARs.
Capital re-organisation:	In the event of a reorganisation of the capital of the Company, the rights of the SARs holder will be changed to the extent necessary to comply with the ASX Listing Rules and shall not result in any additional benefits being conferred on SARs holders which are not conferred on members.
Effect of take-over or change of control of Company, death or disablement:	The LTI Plan contains provisions to deal with SARs where there is a take-over or change of control of the Company. Depending on the nature of the take-over or change of control event, the Company will either have the discretion or be required (if a change of control) to determine a special retesting date for the performance requirements discussed above. For example, the board will have discretion to determine a special retesting date where a takeover bid is made for the Company or a scheme of arrangement is entered into. In that case, the special retesting date will be the date determined by the board. Where a statement is lodged with the ASX that a person has become entitled to acquire more than 50% of the Company, the board will be required to determine a special retesting date, and the special retesting date will be the day the statement is lodged with the ASX. The SARs may vest if the performance requirements discussed above are satisfied in relation to that special retesting date.

Performance of Horizon Oil Limited

The annual performance objectives and share price hurdle are the means by which management links company performance and remuneration policy. Having regard to the current stage of the Company's evolution, linkage of remuneration policy to share price performance rather than earnings is seen as the most sensible method of incentivising employees. Any increase in the share price of the Company has a positive effect on shareholder wealth. The share price performance of the Company for the current and previous four financial years are displayed in the chart below:

Horizon Oil share price (HZN) Vs S&P/ASX200 Energy Index



The table below shows Horizon Oil Limited's profit before tax for the current and previous four financial years. As mentioned above, given the current stage of the Company's evolution, linkage of remuneration policy to earnings is a less relevant measure of incentivising employees at this stage.

Year	2008	2009	2010	2011	2012
Profit before tax (US\$'000)	(16,205)	(3,369)	56,693	48,480	23,689

Use of remuneration consultants

No remuneration consultants were employed during the year.

B. Details of remuneration

Amounts of remuneration

Details of the remuneration of the directors and other key management personnel (as defined by AASB 124 *Related Party Disclosures*) of the Company and the Group are set out in the following tables.

The key management personnel of Company and the Group includes the directors of Horizon Oil Limited as per page 23, and the following executive officers, who are also the highest paid executives of the Company and Group:

M Sheridan	Chief Financial Officer, Company Secretary, Horizon Oil Limited
A Fernie	Manager Exploration and Development, Horizon Oil Limited

Directors' Report

For the financial year ended 30 June 2012

Financial year ended 30 June 2012	Short-term benefits			Post- employment benefits	Long- term benefits	Share- based payments	
Name	Cash salary and fees US\$	Cash bonus US\$	Non- Monetary ¹ US\$	Super- annuation ² US\$	Long service leave US\$	Options/ SARs ³ US\$	Total ⁴ US\$
Directors:							
E F Ainsworth Chairman, Non-executive Director	155,501	-	-	13,938	-	-	169,439
B D Emmett Chief Executive Officer, Executive Director	766,925	378,761	92,474	51,260	13,962	360,113	1,663,495
J Humphrey Non-executive Director	-	-	-	84,400	-	-	84,400
R A Laws (resigned 17 Nov 2011) Non-executive Director	-	-	-	41,008	-	-	41,008
G de Nys Non-executive Director	56,665	-	-	27,967	-	8,646	93,278
A Stock Non-executive Director	77,751	-	-	6,969	-	-	84,720
Total Directors' remuneration	1,056,842	378,761	92,474	225,542	13,962	368,759	2,136,340
<i>Total Directors' remuneration (AUD)³</i>	<i>1,026,629</i>	<i>371,663</i>	<i>89,831</i>	<i>219,998</i>	<i>13,700</i>	<i>358,218</i>	<i>2,080,039</i>
Other key management personnel:							
M Sheridan Chief Financial Officer, Company Secretary	564,127	294,097	21,956	35,882	15,333	218,440	1,149,835
A Fernie Manager - Exploration and Development	548,686	294,097	72,231	51,260	15,070	218,440	1,199,784
Total other key management personnel remuneration	1,112,813	588,194	94,187	87,142	30,403	436,880	2,349,619
<i>Total other key management personnel remuneration (AUD)³</i>	<i>1,081,000</i>	<i>577,170</i>	<i>91,494</i>	<i>85,000</i>	<i>29,833</i>	<i>424,391</i>	<i>2,288,888</i>

1. Non-monetary benefits include the value of car parking, insurances and other expenses inclusive of FBT.

2. Superannuation includes both compulsory superannuation payments and salary sacrifice payments made on election by directors and KMPs.

3. Reflects the theoretical value (calculated as at grant date and converted to US dollars at the foreign exchange rate prevailing at the date of grant) of previously unvested options/SARs which vested during the financial year.

4. Remuneration is paid in Australian dollars and converted to US dollars at the foreign exchange rate prevailing on the date of the transaction.

Financial year ended 30 June 2011	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments	
Name	Cash salary and fees US\$	Cash bonus US\$	Non-Monetary ¹ US\$	Superannuation ² US\$	Long service leave US\$	Options/ SARs ³ US\$	Total ⁴ US\$
Directors:							
E F Ainsworth Chairman, Non-executive Director	145,763	-	-	13,176	-	-	158,939
B D Emmett Chief Executive Officer, Executive Director	695,107	334,251	68,992	49,867	21,022	341,642	1,510,881
J Humphrey Non-executive Director	72,881	-	-	6,588	-	-	79,469
R A Laws (resigned 17 Nov 2011) Non-executive Director	72,881	-	-	6,588	-	-	79,469
P Nimmo (resigned 18 Nov 2010) Non-executive Director	36,441	-	-	3,294	-	6,229	45,964
G de Nys Non-executive Director	72,881	-	-	6,588	-	20,301	99,770
A Stock Non-executive Director	30,367	-	-	2,745	-	-	33,112
Total Directors' remuneration	1,126,321	334,251	68,992	88,846	21,022	368,172	2,007,604
Total Directors' remuneration (AUD) ³	1,134,251	311,250	69,477	89,083	19,576	370,764	1,994,401

Other key management personnel:

M Sheridan Chief Financial Officer, Company Secretary	521,330	251,024	16,953	24,934	13,911	156,977	985,129
A Fernie Manager - Exploration and Development	496,505	251,024	60,824	49,867	13,714	156,341	1,028,275
Total other key management personnel remuneration	1,017,835	502,048	77,777	74,801	27,625	313,318	2,013,404
Total other key management personnel remuneration (AUD) ³	1,025,000	467,500	78,324	75,000	25,724	315,524	1,987,072

1. Non-monetary benefits include the value of car parking, insurances and other expenses inclusive of FBT.

2. Superannuation includes both compulsory superannuation payments and salary sacrifice payments made on election by directors and KMPs.

3. Reflects the theoretical value (calculated as at grant date and converted to US dollars at the foreign exchange rate prevailing at the date of grant) of previously unvested options/SARs which vested during the financial year.

4. Remuneration is paid in Australian dollars and converted to US dollars at the foreign exchange rate prevailing on the date of the transaction.

Name	Fixed remuneration		At Risk – STI		At Risk – LTI	
	2012	2011	2012	2011	2012	2011
Executive Directors:						
B D Emmett Chief Executive Officer, Executive Director	56%	55%	23%	22%	22%	23%
Other key management personnel:						
M Sheridan Chief Financial Officer, Company Secretary	55%	59%	26%	24%	19%	16%
A Fernie Manager - Exploration and Development	57%	61%	25%	23%	18%	15%

C. Service agreements

Remuneration and other terms of employment for the Chief Executive Officer and other key management personnel are formalised in service agreements. Each of these agreements includes the provision of other benefits such as health insurance, car parking and participation, where eligible, in the Horizon Oil Short Term Incentive and Long Term Incentive plans. Other major provisions of the existing agreements relating to remuneration are set out below:

B D Emmett, Chief Executive Officer

- Term of agreement – 5 years commencing 5 August 2010.
- Payment of termination benefit on early termination by the employer, other than for gross misconduct, equal to 12 months remuneration.
- Salary levels are subject to annual review.

M Sheridan, Chief Financial Officer, Company Secretary

- Term of agreement – 5 years commencing 5 August 2010.
- Payment of termination benefit on early termination by the employer, other than for gross misconduct, equal to 12 months remuneration.
- Salary levels are subject to annual review.

A Fernie, Manager - Exploration and Development

- Term of agreement – 5 years commencing 5 August 2010.
- Payment of termination benefit on early termination by the employer, other than for gross misconduct, equal to 12 months remuneration.
- Salary levels are subject to annual review.

D. Share-based compensation – options/share appreciation rights

Options and share appreciation rights (SARs) have been granted to eligible employees under the Horizon Oil Limited Employee Option Scheme, the Employee Performance Incentive Plan, and the Long Term Incentive Plan. The issue of securities under the Employee Option Scheme, the Employee Performance Incentive Plan and the Long Term Incentive Plan were approved by shareholders for the purposes of the ASX Listing Rules at the 2008, 2010 and 2011 annual general meetings.

Options/SARs are granted to executive directors in accordance with the terms of the relevant option scheme or plan and are approved on a case by case basis by shareholders at relevant general meetings.

The terms and conditions of each grant of options/SARs affecting remuneration in the previous, this or future reporting periods are as follows:

Grant date	Expiry date	Exercise price	Value per option/SAR at grant date	Date exercisable
1/9/2005	1/9/2010	A\$0.15	A\$0.04755	33.4% after 1/9/2006, 33.3% after 1/9/2007, 33.3% after 1/9/2008
11/4/2006	11/4/2011	A\$0.25	A\$0.0567	50% after 11/4/2006, 50% after 11/4/2007
31/8/2006	31/8/2011	A\$0.33	A\$0.1308	33.4% after 31/8/2007, 33.3% after 31/8/2008, 33.3% after 31/8/2009
31/8/2006	31/8/2011	A\$0.33	A\$0.1302	33.4% after 31/8/2007, 33.3% after 31/8/2008, 33.3% after 31/8/2009
10/10/2007	10/10/2012	A\$0.35	A\$0.1491	33.4% after 10/10/2008, 33.3% after 10/10/2009, 33.3% after 10/10/2010
3/10/2008	3/10/2013	A\$0.27	A\$0.1354	33.4% after 3/10/2009, 33.3% after 3/10/2010, 33.3% after 3/10/2011
25/09/2009	25/09/2014	A\$0.295	A\$0.1307	33.4% after 25/09/2010, 33.3% after 25/09/2011, 33.3% after 25/09/2012
9/10/2009	9/10/2014	A\$0.315	A\$0.1344	33.4% after 9/10/2010, 33.3% after 09/10/2011, 33.3% after 09/10/2012
1/10/2010	1/10/2015	A\$0.3106 ¹	A\$0.1382	100% after 1/10/2013
5/8/2011	5/8/2016	A\$0.3189 ¹	A\$0.1514	100% after 5/8/2014

1. No price is payable by a participant in the Long Term Incentive Plan on the exercise of a SAR.

No new options were granted as remuneration to directors or key management personnel during the year. In place of options, SARs were granted to the executive director and key management personnel under the new Long Term Incentive Plan. Details of SARs provided as remuneration to the executive director and each of the key management personnel are set out below:

Name	Number of SARs granted during the year	Value of SARs at grant date* US\$	Number of SARs vested during the year	Number of SARs lapsed during the year	Value at lapse date** US\$
Directors:					
B D Emmett	2,626,328	405,052	-	-	-
Other key management personnel:					
M Sheridan	1,925,974	297,039	-	-	-
A Fernie	1,925,974	297,039	-	-	-

* The value at grant date calculated in accordance with AASB 2 Share-based Payment of SARs granted during the year as part of remuneration.

** The value at lapse date of SARs that were granted as part of remuneration and that lapsed during the year because a vesting condition was not satisfied. The value is determined at the time of lapsing, but assuming the condition was satisfied.

The amounts disclosed for the remuneration of directors and other key management personnel include the assessed fair values of options/SARs granted during the financial year, at the date they were granted. Fair values have been assessed by an independent expert using a Monte Carlo simulation. Factors taken into account by this model include the exercise price, the term of the option/SAR, the current price and expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the option/SAR (refer below). The value attributable to options/SARs is allocated to particular periods in accordance with AASB 2 *Share-based Payments* and also with the guidelines issued by the Australian Securities and Investments Commission ('ASIC') which require the value of an option/SAR at grant date to be allocated equally over the period from the grant date to the vesting date, unless it is probable that the individual will cease service at an earlier date, in which case the value is to be spread over the period from grant date to that earlier date. For options/SARs that vest immediately at grant date, the value is disclosed as remuneration immediately.

The model inputs for each grant of options/SARs during the financial year ended 30 June 2012 included:

Grant date	5 August 2011
Expiry date	5 August 2016
Exercise price	N/A ¹
10 Day VWAP of Horizon Shares at grant date	A\$0.3189
Expected price volatility	47.50% p.a.
Risk free rate	4.96% p.a.
Expected dividend yield	0.00% p.a.

1. No price is payable by a participant in the Long Term Incentive Plan on the exercise of a SAR.

Further information on options/SARs is set out in note 33.

Shares issued on the exercise of options/share appreciation rights provided as remuneration

No share appreciation rights were exercised during the year.

Details of ordinary shares in the Company provided as a result of the exercise of remuneration options to each director of Horizon Oil Limited and other key management personnel of the Group during the financial year are set out below:

Name	Date of exercise of options	Number of ordinary shares issued on exercise of options during the year	Value at exercise date*
Directors			
B D Emmett	26/03/2012	1,950,000	-
Other key management personnel:			
No options exercised.			

* The value at the exercise date of options that were granted as part of remuneration and were exercised during the year has been determined as the intrinsic value of the options at that date.

Directors' Report

For the financial year ended 30 June 2012

The amounts paid per ordinary share by each director and other key management personnel on the exercise of options during the financial year at the date of exercise were as follows:

Exercise Date	Amount paid per share	Amount remaining to be paid
26/03/2012	A\$0.01	A\$0.34

Upon exercise, only A\$0.01 cent of the exercise price of the option is payable, with the balance being due prior to the expiration of the option period which is 5 years from the date of the issue of the options. Further information on options is set out in note 33.

Details of remuneration – options/SARs

For each grant of options/SARs in the current or prior financial years which results in an amount being disclosed in the remuneration report as a share-based payment to directors and other key management personnel for the financial year, the percentage of the grant that vested in the financial year and the percentage that was forfeited because the person did not meet the service and/or performance criteria is set out below. The options vest over a three year period provided the vesting conditions are met. The SARs vest after three years have elapsed provided the vesting conditions are met. No options/SARs will vest if the conditions are not satisfied, therefore the minimum value of the options/SARs yet to vest is US\$Nil. The maximum value of the options/SARs yet to vest has been determined as the amount of the grant date fair value of the options/SARs that is yet to be expensed.

Options/SARs					
Name	Year granted	Vested %	Forfeited %	Financial years in which options/SARs may vest	Maximum total value of grant yet to vest ¹ US\$
B Emmett	2006	100	-	-	-
	2007	100	-	-	-
	2008	100	-	-	-
	2010	33.34	-	-	-
		33.33	-	-	-
		-	-	30/06/2013	19,135
	2011	-	-	30/06/2014	151,660
	2012	-	-	30/06/2015	270,158
G de Nys	2010	33.34		-	-
		33.33		-	-
		-		30/06/2013	1,503
M Sheridan	2007	100	-	-	-
	2008	100	-	-	-
	2009	100	-	-	-
	2010	33.34	-	-	-
		33.33	-	30/06/2013	-
		-	-	30/06/2014	4,508
	2011	-	-	30/06/2015	111,218
	2012	-	-		198,116
A Fernie	2007	100	-	-	-
	2008	100	-	-	-
	2009	100	-	-	-
	2010	33.34	-	-	-
		33.33	-	30/06/2013	-
		-	-	30/06/2014	4,508
	2011	-	-	30/06/2015	111,218
	2012	-	-		198,116

1. The above values have been converted to dollars at the exchange rate prevailing on the date of the grant of the options/SARs.

LOANS TO DIRECTORS AND OTHER KEY MANAGEMENT PERSONNEL

There were no loans to directors or other key management personnel during the financial year.

OTHER TRANSACTIONS WITH DIRECTORS AND OTHER KEY MANAGEMENT PERSONNEL

See note 32 for other transactions with directors and other key management personnel.

SHARES UNDER OPTION

Unissued ordinary shares of Horizon Oil Limited under option at the date of this report are as follows:

Date options granted	Number options	Issue price of ordinary shares	Expiry date
10/10/2007	4,023,000	A\$0.35 ¹	10/10/2012
03/10/2008	2,698,000	A\$0.27 ¹	03/10/2013
25/09/2009	7,025,000	A\$0.295 ¹	25/10/2014
09/10/2009	2,700,000	A\$0.315 ¹	09/10/2014
11/12/2009	500,000 ²	A\$0.35 ¹	11/12/2014
16/09/2010	350,000	A\$0.31 ¹	16/09/2015
06/06/2011	15,000,000 ³	A\$0.37	30/06/2014
10/01/2012	1,000,000 ²	A\$0.215 ¹	10/04/2015
28/05/2012	2,000,000 ²	A\$0.27 ¹	28/08/2015
28/05/2012	2,000,000	A\$0.27 ¹	28/05/2017
	37,296,000		

1. Subject to restrictions on exercise.

2. General options issued.

3. Relates to general options issued to Petsec America Pty Limited as part consideration for the acquisition of Petsec Petroleum LLC (the Petsec subsidiary which held Petsec's interest in Block 22/12, offshore China)

No option holder has any right under the options to participate in any other share issue of the Company or any other entity.

DIVIDENDS

No dividend has been paid or declared by the Company to the shareholders since the end of the previous financial year.

INSURANCE OF OFFICERS

During the financial year, Horizon Oil Limited paid a premium to insure the directors and secretaries of the Company and related bodies corporate. The insured liabilities exclude conduct involving a wilful breach of duty or improper use of information or position to gain a personal advantage. The contract prohibits the disclosure of the premium paid.

The officers of the Company covered by the insurance policy include the directors and secretaries, and other officers who are directors or secretaries of subsidiaries who are not also directors or secretaries of Horizon Oil Limited.

The liabilities insured include costs and expenses that may be incurred in defending civil or criminal proceedings that may be brought against the officers in their capacity as officers of the Company or a related body corporate.

NON-AUDIT SERVICES

The Company may decide to employ PricewaterhouseCoopers on assignments additional to its statutory audit duties where the external auditor's expertise and experience with the Company and/or the Group are important.

Details of the amounts paid or payable to PricewaterhouseCoopers for audit and non-audit services provided during the financial year are set out below.

The board of directors has considered the position and, in accordance with the written advice received from the Audit Committee, is satisfied that the provision of non-audit services is compatible with the general standard of independence for external auditors imposed by the *Corporations Act 2001*. The directors are satisfied that the provision of non-audit services by the external auditor, as set out below, did not compromise the external auditor independence requirements of the *Corporations Act 2001* for the following reasons:

- all non-audit services have been reviewed by the Audit Committee to ensure they do not impact the impartiality and objectivity of the external auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in Australian Professional Ethical Standards 110 *Code of Ethics for Professional Accountants*, including reviewing or auditing the auditor's own work, acting in a management or a decision-making capacity for the Group, acting as advocate for the Group or jointly sharing economic risk and rewards.

Directors' Report

For the financial year ended 30 June 2012

	Consolidated	
	2012 US\$	2011 US\$
During the financial year, the following fees were paid or payable for services provided by the external auditor of the parent entity and its related practices:		
1. PwC Australia		
<i>Audit and other assurance services</i>		
Audit and review of financial reports	149,808	141,848
Other assurance services		
Assurance on convertible bond issue	-	80,483
Accounting and tax due diligence associated with the reserves based debt facility ¹	177,939	12,165
Accounting advice	-	5,370
Other services	1,039	-
Total remuneration for audit and other assurance services	328,786	239,866
<i>Taxation services</i>		
Tax compliance	45,054	38,173
Total remuneration for taxation services	45,054	38,173
2. Non-PwC audit firms		
<i>Audit and other assurance services</i>	11,928	17,943
Other services	-	-
Total remuneration for audit and other assurance services	11,928	17,943
Total auditors' remuneration	385,768	295,982

1. Note : PwC were engaged by ANZ as agent for the lender group of the reserves based debt facility following a formal tender process. Under the terms of the facility, Horizon was liable for the costs associated with these services and accordingly has included them above on this basis.

EXTERNAL AUDITOR'S INDEPENDENCE DECLARATION

A copy of the external auditors' independence declaration as required under section 307C of the *Corporations Act 2001* is set out on page 37.

ROUNDING OF AMOUNTS TO THE NEAREST THOUSAND DOLLARS

The Company is of a kind referred to in Class Order 98/100 issued by the Australian Securities and Investments Commission, relating to the "rounding off" of amounts in the Directors' Report. Amounts in the Directors' Report have been rounded off in accordance with that Class Order to the nearest thousand dollars or, in certain cases, to the nearest dollar.

EXTERNAL AUDITOR

PricewaterhouseCoopers continues in office in accordance with section 327 of the *Corporations Act 2001*.

This report is made in accordance with a resolution of the directors.

E F Ainsworth AM
Chairman

B D Emmett
Chief Executive Officer

Sydney
27th September 2012



Auditor's Independence Declaration

As lead auditor for the audit of Horizon Oil Limited for the year ended 30 June 2012, I declare that to the best of my knowledge and belief, there have been:

- a) no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- b) no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Horizon Oil Limited and the entities it controlled during the period.

A handwritten signature in black ink, appearing to read 'Brett Delaney', with a long, sweeping horizontal line extending to the right.

Brett Delaney
Partner
PricewaterhouseCoopers

27 September 2012

Horizon Oil Limited (the 'Company') and the board are committed to achieving and demonstrating the highest standards of corporate governance. The board continues to review the framework and practices to ensure they meet the interests of shareholders.

A description of the Company's main corporate governance practices is set out below. All these practices, unless otherwise stated, were in place for the full financial year and comply with the ASX Corporate Governance Council's revised *Corporate Governance Principles and Recommendations with 2010 Amendments 2nd edition*, released during June 2010, except where noted herein.

PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

The Company has formalised and defined the functions reserved for board accountability and those delegated to management in a formal Board Charter. The Board Charter was in force for all of 2012. (*Recommendation 1.1*)

The board reviews the performance of senior executives on a regular basis. The Chief Executive Officer ('CEO') conducts annual performance reviews with senior executives with performance assessed having regard to a variety of key performance indicators. The board also assesses the performance of the CEO and senior executives. The Chairman meets with the CEO and gives him feedback on that assessment. (*Recommendation 1.2*)

A performance evaluation for senior executives was carried out in 2012 in accordance with the performance review process set out in the previous paragraph. The Company expects that a performance review for all senior executives will be carried out in accordance with that process during the next reporting period.

The board has established a number of Board Committees to assist in the execution of its duties and to allow detailed consideration of complex issues. Current Committees of the board are: Audit, Remuneration and Nomination, and Risk Management Committees. Copies of the Board Charter and Charters for each of the Board Committees are posted in the Corporate Governance section of the Company's website at www.horizonoil.com.au.

PRINCIPLE 2: STRUCTURE THE BOARD TO ADD VALUE

The board operates in accordance with the broad principles set out in the Board Charter. The board has a primary responsibility to the shareholders for the welfare of the Company by guiding and monitoring the business and affairs of the Company.

The Company recognises the importance of the board in providing a sound base for good corporate governance in the operations of Horizon Oil Limited. The board must at all times act honestly, fairly and diligently in all respects in accordance with the laws applicable to the Company. Furthermore, the board will at all times act in accordance with all relevant Company policies.

Subject to the prior approval of the Chairman, directors and Board Committees have the right, in connection with the discharge of their duties and responsibilities, to seek independent professional advice at the Company's expense.

The Company's Constitution provides that directors, other than the CEO, shall not retain office for more than three calendar financial years or beyond the third annual general meeting following election without submitting for re-election by shareholders. At each annual general meeting, one third of the directors in office, or, if their number is not a multiple of three, the number closest to one-third, shall retire from office.

Directors' independence

The board adopts the criteria specified in ASX *Corporate Governance Principles and Recommendations* to determine a director's independence. The board considers that Messrs Ainsworth, Humphrey and Stock satisfy the criteria being independent of management and free from any business or other relationship or conflict of interest that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of their independent judgement. (*Recommendation 2.1*)

In determining materiality, the board has regard, among other things, to the matters detailed in paragraph 6 of the Board Charter. The board acknowledges that Mr Humphrey has been a director for twenty two years. However, given the complete change of the Group's management and re-composition of the board eleven years ago, the board considers that there is no objective or subjective reason to believe that Mr Humphrey's period of board service in any way would interfere with his ability to act in the best interests of the Company and accordingly that Mr Humphrey is an independent director. The board acknowledges that Mr de Nys is a non-independent director by virtue of his association with a substantial shareholder, the IMC Group. Despite Mr de Nys being a non-independent director, the Company was in full compliance with Recommendation 2.1 (which recommends that a majority of the board be composed of independent directors) for the full year.

In the event of a tied vote, the casting vote rests with the Chairman, Mr Ainsworth, who is a non-executive independent director. (*Recommendation 2.2*)

Board composition

In the period 1 July 2011 to 17 November 2011, the board was comprised of five non-executive directors, and one executive director. In the period 18 November 2011 up until the date of this report, the board was comprised of four non-executive directors, and one executive director. The role of Chairman and CEO are performed by different individuals. (*Recommendation 2.3*)

Details of the members of the board, their skills, experience, expertise, qualifications and term of office are set out in the Directors' Report.

Remuneration and Nomination Committee

The board has established a Remuneration and Nomination Committee. (*Recommendation 2.4*)

The Remuneration and Nomination Committee consists of the following non-executive independent directors:

E F Ainsworth (Chairman of Committee)
R A Laws (resigned 17 November 2011)
A Stock (appointed 17 November 2011)
G de Nys (appointed 17 November 2011)

The main responsibilities of the Remuneration and Nomination Committee in respect of the composition of the board are to:

- assess the skills and competencies required on the board;
- from time to time assess the extent to which the required skills are represented on the board;
- establish processes for the review of the performance of individual directors and the board as a whole;
- establish processes for the identification of suitable candidates for appointment to the board; and
- recommend the appointment and removal of directors.

Details of attendance at meetings of the Committee during the financial year are detailed in the Directors' Report.

A copy of the Remuneration and Nomination Committee Charter is available in the Corporate Governance section of the Company's website at www.horizonoil.com.au.

Performance assessment

Every two years the chairman conducts a formal discussion with each of the directors individually to discuss their performance and ideas for improvement of the operation of the board and Board Committees. This process was last performed during 2012. The board reviews the consolidated views, inputs, comments and deficiencies arising from the formal discussions and identifies ways to improve board and board committee performance and determine the necessary implementation plans for such improvement measures. *(Recommendation 2.5)*

PRINCIPLE 3: PROMOTE ETHICAL AND RESPONSIBLE DECISION-MAKING

The Company has a corporate Code of Conduct ('Code') that has been fully endorsed by the board and applies to all directors and employees. The Code is updated as necessary to ensure it reflects the highest standards of behaviour and professionalism and the practices necessary to maintain confidence in the Company's integrity. *(Recommendation 3.1)*

In summary, the Code requires that at all times all Company personnel must act with the utmost integrity, objectivity and in compliance with both the letter and spirit of the law and Company policies.

The Company's policy in relation to dealings in the Company's securities applies to directors, employees and consultants. In summary, such persons are not permitted to deal in the Company's securities during the twenty-eight day period immediately prior to the release of ASX quarterly reports, half-yearly and annual financial results to the market. Any intended transactions must be notified to the Chairman in advance. *(Recommendation 3.2)*

The Code and the Company's Securities Trading Policy are discussed with each new employee as part of their induction training.

The Directors are satisfied that the Group and Company have complied with its policies on ethical standards, including trading in securities.

The Code and the Securities Trading Policy are available in the Corporate Governance section of the Company's website at www.horizonoil.com.au.

PRINCIPLE 4: SAFEGUARD INTEGRITY IN FINANCIAL REPORTING

The Company recognises the importance of maintaining appropriate safeguards and independent oversight of its financial reporting and has a structure in place to achieve this. An important part of this structure is the board's Audit Committee. *(Recommendation 4.1)*

The Audit Committee consists of the following non-executive independent directors:

J S Humphrey (Chairman of Committee)
E F Ainsworth
R A Laws (resigned 17 November 2011)
A Stock (appointed 17 November 2011)

The qualifications of Audit Committee members and their attendance at meetings of the Committee during 2012 are detailed in the Directors' Report.

In the period 1 July 2011 to the date of this report, the Audit Committee was composed of three non-executive directors. The board considers that the size and composition of the Audit Committee is appropriate to enable its effective and efficient operation having regard to the size of the board and the relevant qualifications of the members of the Audit Committee. *(Recommendation 4.2)*

The Audit Committee has a formal charter that details its role and responsibilities, composition, structure and membership requirements. *(Recommendation 4.3)*

A copy of the Audit Committee Charter, including information on procedures for the selection and appointment of the external auditor and for the rotation of external audit engagement partners is available in the Corporate Governance section of the Company's website at www.horizonoil.com.au.

External auditor

The external auditor attended all Audit Committee meetings during the financial year, including holding discussions with the Audit Committee at each meeting without management present. The external auditor is also requested to attend the annual general meeting and be available to answer shareholder questions about the conduct of the external audit and the preparation and content of the independent auditor's report.

The Company and Audit Committee policy is to appoint an external auditor who clearly demonstrates professional qualities and independence. The performance of the external auditor is reviewed annually and applications for tender of external audit services would be requested, if deemed appropriate, taking into consideration assessment of performance, existing value and tender costs.

The Company's policy is to rotate audit engagement partners at least every five years.

An analysis of fees paid to the external auditors, including a breakdown of fees for non-audit services, is provided in note 30 to the financial statements. It is the policy of the external auditor to provide an annual declaration of its independence to the Audit Committee.

PRINCIPLES 5 AND 6: MAKE TIMELY AND BALANCED DISCLOSURE AND RESPECT THE RIGHTS OF SHAREHOLDERS

The Company has written policies and procedures on information disclosure that focus on continuous disclosure of any information concerning the Company and its subsidiaries that a reasonable person would expect to have a material effect on the price of the Company's securities. These policies and procedures also include the arrangements the Company has in place to promote communication with shareholders and encourage effective participation at annual general meetings. (*Recommendation 5.1 and 6.1*)

The Disclosure Committee consists of the following directors:

E F Ainsworth (Chairman of Committee)
B D Emmett

The Committee's role includes responsibility for ensuring compliance with the continuous disclosure requirements of both the *Corporations Act 2001* and ASX Listing Rules and overseeing and co-ordinating information disclosure to ASX, analysts, brokers, shareholders, the media and the public.

The Chairman, CEO, Company Secretary and Assistant Company Secretary have been nominated as persons responsible for communications with the ASX. This role includes responsibility for ensuring compliance with the continuous disclosure requirements in the ASX Listing Rules and overseeing and co-ordinating information disclosure to the ASX, analysts, brokers, shareholders, the media and the public.

All information disclosed to the ASX is posted on the Company's website as soon as it is released by the ASX. When presentations on aspects of the Group's operations are made, the material used in the presentation is released to the ASX. Procedures have also been established for reviewing whether any price sensitive information has been inadvertently disclosed, and if so, this information is also immediately released to the market.

The Company seeks to provide opportunities for shareholders to participate through electronic means. The website also includes a feedback mechanism and an option for shareholders to register their e-mail address for direct e-mail updates of Company matters.

The Continuous Disclosure Policy and Shareholder Communications Policy are available in the Corporate Governance section of the Company's website at www.horizonoil.com.au.

PRINCIPLE 7: RECOGNISE AND MANAGE RISK

The board, through both the Risk Management and Audit Committees, is responsible for ensuring there are adequate policies and procedures in place in relation to risk management, compliance and internal control systems.

In summary, the Company's risk management policy is designed to ensure strategic, operational, environmental, legal, reputational and financial risks are identified, assessed, effectively and efficiently monitored and managed to enable achievement of the Group's business objectives. (*Recommendation 7.1*)

Considerable importance is placed on maintaining a strong internal control environment. There is an organisational structure with clearly drawn lines of accountability and delegation of authority.

Adherence to the corporate Code of Conduct (refer to Principle 3) is required at all times and the board actively promotes a culture of quality and integrity.

The Company's Risk Management Policy and procedural operation of the risk management and compliance system is overseen by the Risk Management Committee which consists of all directors:

A Stock	(appointed to the Committee on 2 February 2011 and appointed Chairman of the Committee from 17 November 2011)
R A Laws	(Chairman of Committee until his resignation on 17 November 2011)
E F Ainsworth	
B D Emmett	
J S Humphrey	
G de Nys	

The key function of the Committee is to identify and prioritise risk arising from business strategies and activities and ensure that appropriate risk management controls are implemented and are effective. The Committee's responsibilities also include the Company's internal control environment and ensuring that the Company has an integrated framework of internal compliance and controls based on formal procedures and appropriate delegation of authority and responsibility.

The Committee ensures that appropriate risk management controls are implemented and effective by meeting with senior executives, at least annually, to review and discuss the material business risks arising from business strategies and the adequacy of the relevant risk management controls in place. This review was conducted during 2012. The Risk Management Committee Chairman (or a delegate) reports to the board following each meeting of the Risk Management Committee. (*Recommendation 7.2*)

The board requires the CEO and Chief Financial Officer ('CFO') to provide a declaration in accordance with section 295A of the *Corporations Act 2001*. The board acknowledges that it has received this declaration for 2012 along with written assurance from the CEO and CFO that the declaration is founded on a sound system of risk management internal control and that the system is operating effectively in all material respects in relation to financial reporting risks. (*Recommendation 7.3*)

A copy of the Risk Management Policy is available in the Corporate Governance section of the Company's website at www.horizonoil.com.au.

PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY

The Company has established a Remuneration and Nomination Committee. (*Recommendation 8.1*)

The Remuneration and Nomination Committee consists of the following non-executive independent directors:

E F Ainsworth (Chairman of Committee)
R A Laws (resigned 17 November 2011)
A Stock (appointed 17 November 2011)

Details of attendance at meetings of the Committee during the financial year are detailed in the Directors' Report.

The Committee's role is to advise the board on remuneration and incentive policies and practices generally, and make specific recommendations on remuneration packages and other terms of employment for key management personnel. This includes reviewing and making recommendations to the board in respect of:

- an executive remuneration and incentive policy;
- the remuneration of the chief executive officer and all senior management reporting directly to the Chief Executive Officer;
- an executive incentive plan;
- an equity based incentive plan;
- the remuneration of non-executive directors;
- superannuation arrangements;
- accidental death and disability insurance and other insurance arrangements;
- recruitment, retention, performance measurement and termination policies and procedures for non-executive directors, the Chief Executive Officer, the Company Secretary and all senior management reporting directly to the Chief Executive Officer; and
- the disclosure of remuneration in Horizon Oil Limited's public materials including ASX filings and the annual report.

The Company clearly distinguishes the structure of non-executive director remuneration from that of executive remuneration. The Company's policy in relation to remuneration for both executive and non-executive directors is set out in the Remuneration Report. (*Recommendation 8.2*)

Retirement benefits for non-executive directors consist only of statutory superannuation contributions. There is no separate retirement benefit plan for non-executive directors.

The Company's Securities Trading Policy prohibits employees entering into transactions in financial derivatives (including options) which limit the economic risk of participating in unvested entitlements under equity based remuneration schemes.

A copy of the Remuneration and Nomination Committee Charter and the Securities Trading Policy is available in the Corporate Governance section of the Company's website at www.horizonoil.com.au.



Independent auditor's report to the members of Horizon Oil Limited

Report on the financial report

We have audited the accompanying financial report of Horizon Oil Limited (the company), which comprises the statement of financial position as at 30 June 2012, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year ended on that date, a summary of significant accounting policies, other explanatory notes and the directors' declaration for the Horizon Oil Group (the consolidated entity). The consolidated entity comprises the company and the entities it controlled at the year's end or from time to time during the financial year.

Directors' responsibility for the financial report

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error. In Note 1, the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with *International Financial Reporting Standards*.

Auditor's responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. These Auditing Standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, 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 report 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 report.

Our procedures include reading the other information in the Annual Report to determine whether it contains any material inconsistencies with the financial report.

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

Independence

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*.

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Auditor's opinion

In our opinion:

- (a) the financial report of Horizon Oil Limited is in accordance with the *Corporations Act 2001*, including:
 - (i) giving a true and fair view of the consolidated entity's financial position as at 30 June 2012 and of its performance for the year ended on that date; and
 - (ii) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Regulations 2001*; and
- (b) the financial report and notes also comply with International Financial Reporting Standards as disclosed in Note 1.

Report on the Remuneration Report

We have audited the remuneration report included in pages 6 to 17 of the directors' report for the year ended 30 June 2012. The directors of the company are responsible for the preparation and presentation of the remuneration report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with Australian Auditing Standards.

Auditor's opinion

In our opinion, the remuneration report of Horizon Oil Limited for the year ended 30 June 2012, complies with section 300A of the *Corporations Act 2001*.

A handwritten signature in dark ink, appearing to read 'PricewaterhouseCoopers'.

PricewaterhouseCoopers

A handwritten signature in dark ink, appearing to read 'Brett Delaney'.

Brett Delaney
Partner

27 September 2012

Directors' Declaration

For the financial year ended 30 June 2012

In the directors' opinion:

(a) the financial statements and notes are in accordance with the *Corporations Act 2001* including:

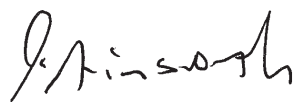
- (i) complying with Australian Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements; and
- (ii) giving a true and fair view of the consolidated entity's financial position as at 30 June 2012 and of its performance for the financial year ended on that date; and

(b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and

Note 1 confirms that the financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

The directors have been given the declarations by the Chief Executive Officer and Chief Financial Officer required by Section 295A of the *Corporations Act 2001*.

This declaration is made in accordance with a resolution of the directors.



E F Ainsworth AM
Chairman



B D Emmett
Chief Executive Officer

Sydney
27th September 2012

	Note	Consolidated	
		2012 US\$'000	2011 US\$'000
Revenue from continuing operations	6	50,390	59,362
Cost of sales	7	(16,935)	(19,622)
Gross profit		33,455	39,740
Profit from sale of assets	5	-	22,000
Other income	6	72	464
General and administrative expenses	7	(8,110)	(7,232)
Exploration and development expenses	7	(303)	(255)
Financing costs	7	(5,974)	(2,817)
Unrealised movement in value of convertible bond conversion rights	6	4,967	(3,351)
Other expenses	7	(418)	(69)
Profit before income tax expense		23,689	48,480
NZ royalty tax (expense)	8a	(7,270)	(6,680)
Income tax (expense)	8b	(8,772)	(6,864)
Profit for the financial year		7,647	34,936
Other comprehensive income			
Changes in the fair value of cash flow hedges	25	(77)	54
Total comprehensive income for the year		7,570	34,990
Profit attributable to members of Horizon Oil Limited		7,647	34,936
Total comprehensive income attributable to members of Horizon Oil Limited		7,570	34,990
Earnings per share for profit attributable to the ordinary equity holders of the company:		US Cents	US Cents
Basic earnings per ordinary share	42a	0.68	3.09
Diluted earnings per ordinary share	42b	0.68	3.08

The above Statement of Comprehensive Income should be read in conjunction with the accompanying notes.

Statement of Financial Position

As at 30 June 2012

		Consolidated	
	Note	2012 US\$'000	2011 US\$'000
Current Assets			
Cash and cash equivalents	9	19,287	64,572
Receivables	10	14,966	2,272
Inventories	11	7,827	2,293
Derivative financial instruments	18	394	-
Other	12	4,515	280
Total Current Assets		46,989	69,417
Non-Current Assets			
Deferred tax assets	13	11,552	13,803
Plant and equipment	14	4,700	1,268
Exploration phase expenditure	15	77,658	63,488
Oil and gas assets	16	209,950	145,504
Total Non-Current Assets		303,860	224,063
Total Assets		350,849	293,480
Current Liabilities			
Payables	17	42,683	18,713
Current tax payable		4,093	7,944
Borrowings	19	7,632	5,909
Total Current Liabilities		54,408	32,566
Non-Current Liabilities			
Payables	20	974	1,037
Derivative financial instruments	18	294	-
Deferred tax liability	22	16,109	14,396
Borrowings	19	93,091	64,328
Other financial liabilities	21	18,428	23,394
Provisions	23	5,821	5,208
Total Non-Current Liabilities		134,717	108,363
Total Liabilities		189,125	140,929
Net Assets		161,724	152,551
Equity			
Contributed equity	24	126,686	125,976
Reserves	25a	7,421	6,605
Retained profits	25b	27,617	19,970
Total Equity		161,724	152,551

The above Statement of Financial Position should be read in conjunction with the accompanying notes.

Consolidated		Attributable to members of Horizon Oil Limited			
		Contributed equity	Reserves	Retained profits / (accumulated losses)	Total
		US\$'000	US\$'000	US\$'000	US\$'000
Balance at 1 July 2010		125,328	4,003	(14,966)	114,365
Profit for the financial year	25(b)	-	-	34,936	34,936
Changes in the fair value of cash flow hedges	25(a)	-	54	-	54
Total comprehensive income for the year		-	54	34,936	34,990
Transactions with owners in their capacity as equity holders:					
Contributions of equity, net of transaction costs	24(b)	648	-	-	648
Employee share based payments	25(a)	-	784	-	784
Share options	25(a)	-	1,764	-	1,764
		648	2,548	-	3,196
Balance at 30 June 2011		125,976	6,605	19,970	152,551
Balance at 1 July 2011		125,976	6,605	19,970	152,551
Profit for the financial year	25(b)	-	-	7,647	7,647
Changes in the fair value of cash flow hedges	25(a)	-	(77)	-	(77)
Total comprehensive income for the year		-	(77)	7,647	7,570
Transactions with owners in their capacity as equity holders:					
Contributions of equity, net of transaction costs	24(b)	710	-	-	710
Employee share based payments	25(a)	-	893	-	893
Share options	25(a)	-	-	-	-
		710	893	-	1,603
Balance at 30 June 2012		126,686	7,421	27,617	161,724

The above Statement of Changes in Equity should be read in conjunction with the accompanying notes.

Statement of Cash Flows

For the year ended 30 June 2012

	Note	Consolidated 2012 US\$'000	2011 US\$'000
Cash flows from operating activities			
Receipts from customers		46,174	59,275
Payments to suppliers and employees		(12,626)	(10,845)
		33,548	48,430
Interest received		64	50
Interest paid		(5,296)	(2,073)
Income taxes paid		(15,289)	(4,729)
Net cash inflow from operating activities	40	13,027	41,678
Cash flows from investing activities			
Payments for exploration phase expenditure		(53,732)	(34,522)
Payments for oil and gas assets		(25,211)	(41,401)
Payments for plant and equipment		(174)	(666)
Net proceeds on sale of exploration phase expenditure		-	22,000
Net cash (outflow) from investing activities		(79,117)	(54,589)
Cash flows from financing activities			
Proceeds from share issues		20	616
Proceeds from issue of convertible bonds (net of transaction costs)		(965)	77,604
Proceeds from borrowings (net of transaction costs)		27,667	-
Repayment of borrowings		(5,867)	(27,297)
Net cash inflow from financing activities		20,855	50,923
Net (decrease)/increase in cash held		(45,235)	38,012
Cash at the beginning of the financial year		64,572	26,509
Effects of exchange rate changes on cash and cash equivalents held in foreign currencies		(50)	51
Cash at the end of the financial year		19,287	64,572
Finance leases	38(ii)		
Non-cash financing and investing activities	41		

The above Statement of Cash Flows should be read in conjunction with the accompanying notes.

Note 1. Summary of Significant Accounting Policies

A summary of the significant accounting policies adopted in the preparation of the financial statements are set out below. These policies have been consistently applied, unless otherwise stated. The financial statements are for the consolidated entity consisting of Horizon Oil Limited and its subsidiaries.

The nature of the operations and principal activities for the Group are described in the Directors' Report.

(a) Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards, other authoritative pronouncements of the Australian Accounting Standards Board, Urgent Issues Group Interpretations and the *Corporations Act 2001*.

The financial report has been prepared on a going concern basis. The Group had a working capital deficit of US\$7.4 million as at 30 June 2012 resulting from timing differences between the expenditure associated with the exploration and development activity during the year and the drawdown under debt facilities. The Group has access to a reserves based debt facility of up to US\$160 million which was drawn to \$33 million at 30 June 2012. Subsequent to year end, the Group drew down a further US\$7 million in addition to Maari revenues to extinguish outstanding current liabilities. Further drawdowns against the reserves based debt facility are conditional upon receipt of the final government approvals in respect of projects forming part of the borrowing base, including, in respect of the Block 22/12 Development, offshore China, approval by the National Development and Reform Commission (a Chinese Government authority) which Horizon Oil has been advised was granted in September 2012 with the formal approval document to be received shortly. The directors believe the company will be able to pay its debts as and when they fall due. Accordingly, no adjustments have been made to the financial statements relating to the recoverability and classification of asset carrying amounts or classification of liabilities.

The carrying values of non-current assets disclosed in these financial statements are predicated on the Group's pursuit of its strategy in respect of these assets. Following the decision to develop the Group's interests in Block 22/12 China, and PRL 4, PNG, in addition to forecast internally generated cash flow, additional capital, composed of debt and, if necessary, equity will be required. The Group executed a US\$160 million reserves based debt facility during the year to provide additional debt financing for this purpose. Should the full amount of the forecast internally generated cash flow and capital required to pursue the strategy not be raised and the Group adopt a modified strategy involving the rationalisation of any non-current assets, the Directors consider that it is unlikely that the carrying values of non-current assets would exceed the realisable value of such assets in an orderly sales process and so no adjustment has been made to their carrying values.

Compliance with IFRS

The consolidated financial statements of Horizon Oil Limited also comply with International Financial Reporting Standards ('IFRS') as issued by the International Accounting Standards Board ('IASB').

New and amended standards adopted by the group

None of the new standards and amendments to standards that are mandatory for the first time for the financial year beginning 1 July 2011 affected any of the amounts recognised in the current period or any prior period and are not likely to affect future periods. However, the adoption of the revised AASB 124 *Related Party Disclosures* resulted in the disclosure of additional related party transactions, and the adoption of AASB 1054 *Australian Additional Disclosures and AASB 2011-1 Amendments to Australian Accounting Standards arising from the Trans-Tasman Convergence Project* enabled the removal of certain disclosures in relation to commitments and remuneration of auditors, whilst requiring additional disclosures in relation to the franking of dividends.

Early adoption of standards

The Group has not elected to apply any pronouncements before their operative date in the annual reporting period beginning 1 July 2011.

Historical cost convention

These financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets and liabilities (including derivative instruments) at fair value through profit or loss, or other comprehensive income where hedge accounting is adopted.

Critical accounting estimates

The preparation of financial statements 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 judgment or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in Note 3.

(b) Principles of consolidation

Subsidiaries

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Horizon Oil Limited (the 'Company' or 'Parent Entity') as at 30 June 2012 and the results of all subsidiaries for the financial year then ended. Horizon Oil Limited and its subsidiaries together are referred to in these financial statements as the Group.

Subsidiaries are those entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies, generally accompanying a shareholding of more than one-half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group (refer to Note 1(m)). Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Investments in subsidiaries are accounted for at cost in the individual financial statements of Horizon Oil Limited. These investments may have subsequently been written down to their recoverable amount determined by reference to the net assets of the subsidiaries as at 30 June each financial year where this is less than cost.

Joint venture operations

The proportionate interests in the assets, liabilities and expenses of joint venture operations have been incorporated in the financial statements under the appropriate headings. Details of major joint venture interests and the sum of the Group's interests in joint venture operation assets and liabilities are set out in Note 29.

Where part of a joint venture operation interest is farmed out in consideration of the farminee undertaking to incur further expenditure on behalf of both the farminee and the entity in the joint venture operation area of interest, exploration expenditure incurred and carried forward prior to farmout continues to be carried forward without adjustment, unless the terms of the farmout are excessive based on the diluted interest retained. An impairment provision is then made to reduce exploration expenditure to its estimated recoverable amount. Any cash received in consideration for farming out part of a joint venture operation interest is recognised in the profit or loss.

(c) Crude oil and gas inventory and materials in inventory

Crude oil and gas inventories, produced but not sold, are valued at the lower of cost and net realisable value. Cost comprises a relevant proportion of all fixed and variable production, overhead, restoration and amortisation expenses and is determined on an average cost basis.

Stocks of materials inventory, consumable stores and spare parts are carried at the lower of cost and net realisable value, with cost primarily determined on an average cost basis.

(d) Under/overlift

Crude oil underlifts and overlifts arise on differences in quantities between the Group's production entitlement and the production either sold or held as inventory. Underlifts and overlifts of entitlement to crude oil production are recorded as a current receivable and current payable respectively and are measured at market value with the corresponding entry to cost of sales in the profit or loss.

(e) Operating segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors.

(f) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's subsidiaries are measured using the currency of the primary economic environment in which the subsidiary operates (the 'functional currency'). The consolidated financial statements are presented in United States dollars, which is Horizon Oil Limited's functional and presentation currency. Horizon Oil Limited has selected US dollars as its presentation currency for the following reasons:

- (a) a significant portion of Horizon Oil Limited's activity is denominated in US dollars; and
- (b) it is widely understood by Australian and international investors and analysts.

(ii) 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 financial year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit or loss.

(iii) Group companies

The results and financial position of all the Group subsidiaries (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- income and expenses for each statement of comprehensive income are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- all resulting exchange differences are recognised as a separate component of equity.

On consolidation, exchange differences arising from the translation of any net investment in subsidiaries, and of borrowings and other financial instruments designated as hedges of such investments, are taken to equity. When a foreign operation is sold or any borrowings forming part of the net investment are repaid, a proportionate share of such exchange differences are recognised in profit or loss, as part of the gain or loss on sale where applicable.

Goodwill and fair value adjustments arising on the acquisition of a subsidiary are treated as assets and liabilities of the subsidiaries and translated at the closing rate.

(g) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances and amounts collected on behalf of third parties.

For product sales, revenue is brought to account when the product is passed from the Group's physical control under an enforceable contract, when selling prices are known or can be reasonably estimated and the products are in a form that requires no further treatment by the Group.

Interest income is recognised on a time proportion basis using the effective interest method.

(h) Taxation

(i) Income tax

The income tax expense or revenue for the reporting period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantially enacted at the end of the reporting period in the countries where the Company's subsidiaries operate and generate taxable income. It 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 financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or deferred income tax liability is settled.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries where the parent entity is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

(ii) Government royalties

Government royalties are treated as taxation arrangements when they are imposed under Government authority and when the calculation of the amount payable is derived from a measure of profit that falls within the definition of 'taxable profit' for the purposes of AASB 112 Income Taxes. Current and deferred tax is then provided on the same basis as described in (i) above. Royalty arrangements that do not meet the criteria for treatment as a tax are recognised on an accruals basis.

(i) Leases

Leases of property, plant and equipment where the Group has substantially all the risks and rewards of ownership are classified as finance leases (Note 38). Finance leases are capitalised at the lease's inception at the lower of the fair value of the leased property and the present value of the minimum lease payments, including any bargain purchase price where its payment is considered probable. The corresponding rental obligations, net of finance charges, are included in borrowings. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. Plant and equipment acquired under finance leases is depreciated over the shorter of the asset's useful life and the lease term.

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases (Note 38). Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease.

(j) Impairment of assets

Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets ('cash-generating units').

(k) Cash and cash equivalents

For presentation purposes in the statement of cash flows, cash and cash equivalents includes cash at banks and on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the statement of financial position.

(l) Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost, less provision for doubtful debts. Trade receivables are generally due for settlement within 30 days from the date of recognition. They are included in current assets, except for those with maturities greater than one year after the end of the reporting period which are classified as non-current assets.

Collectability of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off. A provision for doubtful receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The amount of the provision is recognised in profit or loss.

(m) Business combinations

The acquisition method of accounting is used to account for all purchase combinations which constitute the acquisition of a business, including business combinations involving entities or businesses under common control, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the fair values of the assets transferred, the liabilities incurred and the equity interests of the Group. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Acquisition related costs are expensed as incurred.

For purchase combinations which do not constitute the acquisition of a business, the Group identifies and recognizes the individual identifiable assets acquired and liabilities assumed. The consideration paid is allocated to the individual identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Transaction costs associated with the acquisition are a component of the consideration transferred and are therefore capitalised.

(n) Exploration phase expenditure

Exploration phase expenditure in respect of each area of interest is accounted for using the successful efforts method of accounting. The successful efforts method requires all exploration phase expenditure to be expensed in the period it is incurred, except the costs of successful wells, the costs of acquiring interests in new exploration assets and pre-development costs where there is a high degree of probability that the development will go ahead, which are capitalised. Costs directly associated with the drilling of exploration wells are initially capitalised pending determination of whether potentially economic reserves of hydrocarbons have been discovered. Areas of interest are recognised at the cash-generating unit level, being the smallest grouping of assets generating independent cash flows which usually is represented by an individual oil or gas field.

As capitalised exploration phase expenditure is not available for use, it is not amortised.

Cash flows associated with exploration phase expenditure (comprising both amounts expensed and amounts capitalised) are classified as investing activities in statements of cash flows.

When an oil or gas field has been approved for development, the capitalised exploration phase expenditure is reclassified as oil and gas assets in the statement of financial position. Prior to reclassification, capitalised exploration phase expenditure is assessed for impairment.

Impairment of capitalised exploration phase expenditure

Exploration phase expenditure is reviewed for impairment annually in accordance with the requirements of AASB 6 Exploration for and Evaluation of Mineral Resources. The carrying value of capitalised exploration phase expenditure is assessed for impairment at the asset or cash-generating unit level (which usually is represented by an exploration permit or licence) whenever facts and circumstances (as defined in AASB 6) suggest that the carrying amount of the asset may exceed its recoverable amount. If any indication of impairment exists, an estimate of the asset's recoverable amount is calculated.

An impairment loss exists when the carrying amount of an asset or cash-generating unit exceeds its estimated recoverable amount. The asset or cash-generating unit is then written-down to its recoverable amount. Impairment losses are recognised as an expense in profit or loss.

Capitalised exploration phase expenditure that suffered impairment are tested for possible reversal of the impairment loss whenever facts or changes in circumstances indicate that the impairment may have reversed.

(o) Oil and gas assets***(i) Development Expenditure***

Development expenditure is stated at cost less any accumulated impairment losses. Development expenditure incurred by or on behalf of the Group is accumulated separately for fields in which proven and probable hydrocarbon reserves have been identified to the satisfaction of directors. Such expenditure comprises direct costs and overhead expenditure incurred which can be directly attributable to the development phase or is acquired through the acquisition of a permit.

Once a development decision has been taken on an oil or gas field, the carrying amount of the relevant exploration and evaluation expenditure in respect of the relevant area of interest is aggregated with the relevant development expenditure.

Development expenditure is reclassified as "production assets" at the end of the commissioning phase, when the oil or gas field is capable of operating in the manner intended by management (that is, when commercial levels of production are capable of being achieved).

No amortisation expense is recognised in respect of development expenditure until it is reclassified as a production asset.

In accordance with Australian Accounting Standard AASB116 'Property, Plant and Equipment', revenue from saleable oil or gas produced during the development phase of an oil or gas field, prior to the commencement of commercial levels of production, has been credited to sales revenue, but an amount based on such revenue has been charged to cost of sales and credited against development expenditure capitalised, so as to record a zero gross profit on such production.

Development expenditure is tested for impairment in accordance with the accounting policy set out in Note 1(j).

(ii) Production Assets

When further development costs are incurred in respect of a production asset after the commencement of production, such expenditure is carried forward as part of the production asset when it is probable that additional future economic benefits associated with the expenditure will flow to the Group. Otherwise such expenditure is classified as production expense in income statements when incurred.

Production assets are stated at cost less accumulated amortisation and any accumulated impairment losses.

Once commercial levels of production commence, amortisation is charged using the unit-of-production method. The unit-of-production method results in an amortisation expense proportional to the depletion of proven and probable hydrocarbon reserves for field. Production assets are amortised by area of interest in the proportion of actual production for the financial period to the proven and probable hydrocarbon reserves of the field. The proven and probable hydrocarbon reserves figure is that estimated at the end of the financial period plus production during the financial period.

The cost element of the unit-of-production calculation is the capitalised costs incurred to date for the field together with the estimated/ anticipated future development costs (stated at current financial period-end unescalated prices) of obtaining access to all the proven and probable hydrocarbon reserves included in the unit-of-production calculation.

Production assets are tested for impairment in accordance with the accounting policy set out in Note 1(j).

(iii) Restoration provision

The estimated costs of decommissioning and removing an asset and restoring the site are included in the cost of the asset as at the date the obligation first arises and to the extent that it is first recognised as a provision. This restoration asset is subsequently amortised on a unit-of-production basis.

The corresponding provision, of an amount equivalent to the restoration asset created, is reviewed at the end of each reporting period. The provision is measured at the best estimate of the present value amount required to settle the present obligation at the end of the reporting period based on current legal and other requirements and technology, discounted where material using market yields at the balance sheet date on Australian Government bonds with terms to maturity and currencies that match, as closely as possible, the estimated future cash outflows.

Where there is a change in the expected restoration, rehabilitation or decommissioning costs, an adjustment is recorded against the carrying value of the provision and any related restoration asset, and the effects are recognised in profit or loss on a prospective basis over the remaining life of the operation.

The unwinding of the effect of discounting on the restoration provision is included within finance costs in profit or loss.

(iv) Reserves

The estimated reserves include those determined on an annual basis by Mr Alan Fernie, Manager – Exploration and Development, Horizon Oil Limited. Mr Fernie has thirty seven years' relevant experience within the sector. The reserve estimates are determined by Mr Fernie based on assumptions, interpretations, and assessments. These include assumptions regarding commodity prices, foreign exchange rates, operating costs and capital expenditures, and interpretations of geological and geophysical models to make assessments of the quantity of hydrocarbons and anticipated recoveries.

(p) Investments and other financial assets

Subsidiaries are accounted for in the consolidated financial statements as set out in Note 1(b).

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Group provides money, goods or services directly to a debtor with no intention of selling the receivable. They are included in current assets, except for those with maturities greater than 12 months after the end of the reporting period which are classified as non-current assets. Loans and receivables are included in receivables in the statement of financial position.

(q) Plant and equipment

The cost of improvements to or on leasehold property is depreciated over the unexpired period of the lease or the estimated useful life of the improvement to the Group, whichever is shorter.

Depreciation on other assets is calculated using the straight-line method to allocate their cost or revalued amounts, net of their residual values, over their estimated useful lives, as follows:

■ Computer equipment	3 – 4 years
■ Furniture, fittings and equipment	3 – 10 years
■ Leasehold improvement	10 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of the reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss.

(r) Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. Due to their short-term nature they are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition. They are included in current liabilities, except for those with maturities greater than one year after the end of the reporting period which are classified as non-current liabilities.

(s) Derivatives

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at each reporting date. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The Group designates certain derivatives as either; (1) hedges of the fair value of recognised assets or liabilities or a firm commitment (fair value hedge); or (2) hedges of the cash flows of recognised assets and liabilities and highly probable forecast transactions (cash flow hedges).

The Group documents at the inception of the hedging transaction the relationship between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking various hedge transactions. The Group

also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions have been and will continue to be highly effective in offsetting changes in fair values or cash flows of hedged items.

The fair values of derivative financial instruments used for hedging purposes are disclosed in Note 18. Movements in the hedging reserve in equity are shown in Note 25.

(i) Fair value hedge

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recorded in profit or loss, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk. The gain or loss relating to the effective portion of interest rate swaps hedging fixed rate borrowings is recognised in profit or loss within other income or other expense together with the gain or loss relating to the ineffective portion and changes in the fair value of the hedge fixed rate borrowings attributable to interest rate risk.

If the hedge no longer meets the criteria for hedge accounting, the adjustment to the carrying amount of a hedge item for which the effective interest method is used is amortised to profit or loss over the period to maturity.

(ii) Cash flow hedge

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in equity in the hedging reserve. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss within other income or other expense.

Amounts accumulated in equity are recycled to profit or loss in the periods when the hedged item will affect profit or loss (for instance when the forecast sale that is hedged takes place). The gain or loss relating to the effective portion of interest rate swaps hedging variable rate borrowings is recognised in profit or loss within "finance costs". The gain or loss relating to the effective portion of forward foreign exchange contracts hedging export sales is recognised in profit or loss within 'sales'. However, when the forecast transaction that is hedged results in the recognition of a non-financial asset (for example, inventory) or a non-financial liability, the gains and losses previously deferred in equity are transferred from equity and included in the measurement of the initial cost or carrying amount of the asset or liability.

When a hedging instrument expires or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in profit or loss.

When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in equity is immediately transferred to the profit or loss.

(iii) Derivatives that do not qualify for hedge accounting

Certain derivative instruments do not qualify for hedge accounting. Changes in the fair value of any derivative instrument that does not qualify for hedge accounting are recognised immediately in profit or loss and are included in other income or other expense.

(t) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities which are not an incremental cost relating to the actual drawdown of the facility, are recognised as prepayments and amortised on a straight line basis over the term of the facility.

The fair value of the liability portion of a convertible bond is determined using a market interest rate for an equivalent non-convertible bond. This amount is recorded as a liability on an amortised cost basis until extinguished on conversion or maturity of the bonds. The remainder of the proceeds is allocated to the conversion right. This is recognised and included in shareholders' equity when the conversion right meets the equity definition at inception. Where the conversion right does not meet the definition of equity, as for convertible bonds which include a cash settlement option or conversion price resets, the conversion right is fair valued at inception and recorded as a financial liability. The financial liability for the conversion right is subsequently remeasured at balance date to fair value with gains and losses recorded in the profit or loss.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

(u) Borrowing costs

Borrowing costs which includes the costs of arranging and obtaining financing, incurred for the acquisition or construction of any qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Other borrowing costs are expensed when incurred.

The amount of borrowing costs incurred which were capitalised during the financial year were interest and associated costs of US\$3,097,000 (2011: US\$NIL) and amortised borrowing costs of US\$2,411,000 (2011: US\$NIL).

(v) Employee benefits

(i) Wages and salaries and annual leave

Liabilities for wages and salaries, including non-monetary benefits, annual leave, related on-costs and accumulating sick leave expected to be settled within 12 months of the end of the reporting period are recognised in other payables in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are recognised in other creditors.

(ii) Long service leave

The liability for long service leave is recognised as a provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the end of the reporting period on national government bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

(iii) Share-based payments

Share-based payment compensation benefits are provided to employees and consultants via the Horizon Oil Long Term Incentive Plan, the Horizon Oil Limited Employee Option Scheme, the Employee Performance Incentive Plan, and the General Option Plan. Information relating to these schemes is set out in Note 33.

The fair value of options and share appreciation rights (SARs) granted under the Horizon Oil Long Term Incentive Plan, Horizon Oil Limited Employee Option Scheme and Employee Performance Incentive Plan are recognised as an employee share based payment expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options and SARs granted, which includes any market performance conditions but excludes the impact of any service and non-market performance vesting conditions and the impact of any non-vesting conditions. Non-market performance vesting conditions are included in assumptions about the number of options and SARs that are expected to vest.

The fair value is measured at grant date. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each reporting period, the Group revises its estimates of the number of options and SARs that are expected to vest based on the non-market performance vesting conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

The fair value at grant date is independently determined using a Black-Scholes option pricing model that takes into account the exercise price, the term of the option or SAR, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option or SAR.

The Company has elected to retain any amounts originally recognised in the share-based payments reserve, regardless of whether the associated options are exercised, cancelled or lapse unexercised.

(w) Contributed equity

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new ordinary shares or options over unissued ordinary shares are shown in share capital as a deduction, net of related income tax, from the proceeds. Incremental costs directly attributable to the issue of new shares or options for the acquisition of a business are not included in the cost of the acquisition as part of the purchase consideration but are expensed.

(x) Earnings per share**(i) Basic earnings per share**

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the financial year.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares. Potential ordinary shares are not considered dilutive where the Group incurs a loss per share as calculated above.

(y) Financial guarantee contracts

Financial guarantee contracts are recognised as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher amount determined in accordance with *AASB 137 Provisions, Contingent Liabilities and Contingent Assets* and the amount initially recognised less cumulative amortisation where appropriate.

(z) Goods and Services Tax ('GST')

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the taxation authority. In this case it is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the taxation authority is included with other receivables or payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the taxation authority, are presented as operating cash flow.

(aa) Parent entity financial information

The financial information for the parent entity, Horizon Oil Limited, disclosed in note 43 has been prepared on the same basis as the consolidated financial statements, except as set out below.

(i) Investments in subsidiaries, associates and joint venture entities

Investments in subsidiaries, associates and joint venture entities are accounted for at cost in the financial statements of Horizon Oil Limited. Dividends received from associates are recognized in the parent entity's profit or loss, rather than being deducted from the carrying amount of these investments.

(ii) Financial guarantees

Where the parent entity has provided financial guarantees in relation to loans and payables of subsidiaries for no compensation, the fair values of these guarantees are accounted for as contributions and recognised as part of the cost of the investment.

(bb) Rounding of amounts

The Company is of a kind referred to in Class Order 98/100, issued by the Australian Securities and Investments Commission, relating to the "rounding off" of amounts in the financial statements. Amounts in the financial statements have been rounded off in accordance with that Class Order to the nearest thousand dollars, or in certain cases, the nearest dollar.

(cc) New accounting standards and interpretations

Certain new accounting standards and interpretations have been published that are not mandatory for 30 June 2012 reporting periods. The Group's assessment of the impact of these new standards and interpretations is set out below:

(i) *AASB 9 Financial Instruments, AASB 2009-11 Amendments to Australian Accounting Standards arising from AASB 9, and AASB 2010-7 Amendments to Australian Accounting Standards arising from AASB 9* (effective from 1 January 2013)

AASB 9 Financial Instruments addresses the classification, measurement and derecognition of financial assets and financial liabilities. The standard is not applicable until 1 January 2013 but is available for early adoption. The Group is yet to assess its full impact. However, initial indications are that it will not have a material effect on the Group's financial statements. The group has not yet decided when to adopt AASB 9. In December 2011, the IASB delayed the application date of IFRS 9 to 1 January 2015. The AASB is expected to make an equivalent amendment to AASB 9 shortly.

(ii) *AASB 10 Consolidated Financial Statements, AASB 11 Joint Arrangements, AASB 12 Disclosure of Interests in Other Entities, revised AASB 127 Separate Financial Statements and AASB 128 Investments in Associates and Joint Ventures and AASB 2011-7 Amendments to Australian Accounting Standards arising from the Consolidation and Joint Arrangements Standards* (effective 1 January 2013). In August 2011, the AASB issued a suite of five new and amended standards which address the accounting for joint arrangements, consolidated financial statements and associated disclosures.

AASB 10 replaces all of the guidance on control and consolidation in AASB 127 *Consolidated and Separate Financial Statements, and Interpretation 12 Consolidation – Special Purpose Entities*. The core principle that a consolidated entity presents a parent and its subsidiaries as if they are a single economic entity remains unchanged, as do the mechanics of consolidation. However, the standard introduces a single definition of control that applies to all entities. It focuses on the need to have both power and rights or exposure to variable returns. Power is the current ability to direct the activities that significantly influence returns. Returns must vary and can be positive, negative or both. Control exists when the investor can use its power to affect the amount of its returns. There is also new guidance on participating and protective rights and on agent/principal relationships. While the Group does not expect the new standard to have a significant impact on its composition, it has yet to perform a detailed analysis of the new guidance in the context of its various investees that may or may not be controlled under the new rules.

AASB 11 introduces a principles based approach to accounting for joint arrangements. The focus is no longer on the legal structure of joint arrangements, but rather on how rights and obligations are shared by the parties to the joint arrangement. Based on the assessment of rights and obligations, a joint arrangement will be classified as either a joint operation or a joint venture. Joint ventures are accounted for using the equity method, and the choice to proportionately consolidate will no longer be permitted. Parties to a joint operation will account their share of revenues, expenses, assets and liabilities in much the same way as under the previous standard. AASB 11 also provides guidance for parties that participate in joint arrangements but do not share joint control.

The Group's investments in joint venture operations will be classified as joint operations under the new rules. As the Group already accounts for its share of revenues, expenses, assets and liabilities in much the same way as under the previous standard, AASB 11 will not have any impact on the amounts recognised in its financial statements.

AASB 12 sets out the required disclosures for entities reporting under the two new standards, AASB 10 and AASB 11, and replaces the disclosure requirements currently found in AASB 127 and AASB 128. Application of this standard by the group will not affect any of the amounts recognised in the financial statements, but will impact the type of information disclosed in relation to the group's investments.

Amendments to AASB 128 provide clarification that an entity continues to apply the equity method and does not remeasure its retained interest as part of ownership changes where a joint venture becomes an associate, and vice versa. The amendments also introduce a "partial disposal" concept. The group does not anticipate any changes resulting from these amendments.

The group does not expect to adopt the new standards before their operative date. They would therefore be first applied in the financial statements for the annual reporting period ending 30 June 2014.

(iii) *AASB 13 Fair Value Measurement and AASB 2011-8 Amendments to Australian Accounting Standards arising from AASB 13* (effective 1 January 2013)

AASB 13 was released in September 2011. It explains how to measure fair value and aims to enhance fair value disclosures. The Group has yet to determine which, if any, of its current measurement techniques will have to change as a result of the new guidance. It is therefore not possible to state the impact, if any, of the new rules on any of the amounts recognised in the financial statements. However, application of the new standard will impact the type of information disclosed in the notes to the financial statements. The Group does not intend to adopt the new standard before its operative date, which means that it would be first applied in the annual reporting period ending 30 June 2014.

Note 2. Financial risk management

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, interest rate risk and commodity price risk); credit risk; and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. The Group uses derivative financial instruments such as oil price swaps to hedge certain risk exposures. Derivatives are exclusively used for hedging purposes, i.e. not as trading or other speculative instruments. The Group uses different methods to measure the different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate, foreign exchange and commodity price risks, and aging analysis for credit risk.

Risk management is carried out by the finance function under policies approved by the board of directors. The finance function identifies, evaluates and if necessary hedges financial risks in close co-operation with Group management. The board provides written principles for overall risk management, as well as written policies covering specific areas, such as mitigating foreign exchange, interest rate and credit risks, use of derivative financial instruments and investment of excess liquidity.

The Group has no off-balance sheet financial assets or liabilities as at the end of the reporting period.

The Group holds the following financial instruments:

	Consolidated	
	30 June 2012	30 June 2011
	US\$'000	US\$'000
Financial Assets		
Cash and cash equivalents	19,287	64,572
Receivables	14,966	2,272
Derivative financial instruments	394	-
	34,647	66,844
Financial Liabilities		
Payables (current)	42,683	18,713
Current tax payable	4,093	7,944
Payables (non-current)	974	1,037
Derivative financial instruments (non-current)	294	-
Borrowings (net of borrowing costs)	100,723	70,237
Other financial liabilities	18,428	23,394
	167,195	121,325

(a) Market risk

(i) Foreign exchange risk

Foreign exchange risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

Foreign exchange risk arises when future commercial transactions and recognised financial assets and financial liabilities are denominated in a currency that is not the Group's functional currency.

The Group operates internationally and is exposed to foreign exchange risk arising from currency exposures to predominately Australian and New Zealand dollars, and Papua New Guinea Kina.

The Group manages foreign exchange risk by monitoring forecast cash flows in currencies other than US dollars and ensuring that adequate Australian dollar, New Zealand dollar and Papua New Guinea Kina cash balances are maintained.

The objective of the Group's foreign exchange risk management policy is to ensure its financial viability despite potential periods of unfavourable exchange rates. Regular sensitivity analysis is conducted to evaluate the potential impact of unfavourable exchange rates on the Group's future financial position. The results of this evaluation are used to determine the most appropriate risk mitigation tool to be used. The Group will hedge when it is deemed the most appropriate risk mitigation tool to be used.

No foreign currency hedging transactions were entered into during the current or prior financial year.

Exposure to foreign exchange risk

The Group's exposure to foreign exchange risk at the end of each reporting period was as follows:

Group	30 June 2012			30 June 2011		
	AUD	NZD	PGK	AUD	NZD	PGK
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
Cash and cash equivalents	1,250	1,392	969	367	342	210
Receivables	2,338	15	34	787	455	71
Current Payables	2,292	448	48	2,144	3,995	19
Current Tax Payable	-	4,093	-	-	7,944	-
Non-current Payables	110	-	-	180	-	-

For the financial year ended and as at 30 June 2012, if the currencies set out in the table below, strengthened or weakened against the US dollar by the percentage shown, with all other variables held constant, net result for the financial year would (increase)/decrease and net assets would increase/(decrease) by:

Group	Net Result		Net Assets		Net Result		Net Assets	
	2012	2011	2012	2011	2012	2011	2012	2011
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
Change in currency¹	+10%	+10%	+10%	+10%	-10%	-10%	-10%	-10%
Australian dollar impact	(1,039)	450	85	(117)	1,039	(450)	(85)	(117)
New Zealand dollar impact	(1,015)	(2,353)	(226)	(1,114)	1,015	2,353	226	(1,114)
Papua New Guinea kina impact	(30)	(26)	69	26	30	26	(69)	26

1. This has been based on the change in the exchange rate against the US dollar in the financial years ended 30 June 2012 and 30 June 2011. The sensitivity analysis has been based on the sensitivity rates when reporting foreign exchange risk internally to key management personnel and represents management's assessment of the possible change in foreign exchange rates based on historic volatility. In management's opinion, the sensitivity analysis is not fully representative of the inherent foreign exchange risk as the end of the reporting period exposure does not necessarily reflect the exposure during the course of the financial year.

(ii) Commodity price risk

Commodity price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of change in market commodity prices for crude oil.

The objective of the Group's commodity price risk management policy is to ensure its financial viability despite potential periods of unfavourable prices. Regular sensitivity analysis is conducted to evaluate the potential impact of unfavourable prices on the Group's future financial position. The results of this evaluation are used to determine the most appropriate risk mitigation tool to be used. The Group will hedge when it is deemed the most appropriate risk mitigation tool to be used or where required by its financing arrangements. During the current year, oil price

hedging was undertaken following the execution of the US\$160 million reserves based debt facility as a risk mitigation measure to ensure the Group's financial position remains sound and that the Group is able to meet its financial obligations in the event of low oil prices.

As at 30 June 2012, the Group had a net US\$100,000 derivative asset arising from 426,000bbls of Brent oil price swaps which represents approximately 1.9% of its proven and probable reserves. At 30 June 2011 the Group did not have any crude oil price hedging in place. No crude oil price hedging contracts were entered into during the prior financial year.

For the financial year ended and as at 30 June 2012, if the crude oil price rose or fell by the percentage shown, with all other variables held constant, the result for the financial year would (increase)/decrease and net assets would increase/(decrease) by:

Group	Net Result		Net Assets		Net Result		Net Assets	
	2012	2011	2012	2011	2012	2011	2012	2011
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
Change in crude oil price	+10%	+10%	+10%	+10%	-10%	-10%	-10%	-10%
Impact	2,495	5,705	2,495	5,705	(2,495)	(5,705)	(2,495)	(5,705)

(iii) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Group has no interest-bearing assets considered to materially expose the Group's core income and/or operating cash flows to changes in market interest rates.

At 30 June 2012, the Group's interest rate risk arises from long term borrowings, issued at variable rates, exposing the Group to cash flow interest rate risk. Group policy is to manage material interest rate exposure. Regular sensitivity analysis is conducted to evaluate the potential impact of unfavourable interest rate movements on the Group's future financial position. The results of this evaluation are used to determine the most appropriate risk mitigation tool to be used. During the current period, the Group did not enter into any interest rate swap contracts.

At 30 June 2011, the Group had no interest-bearing liabilities considered to materially expose the Group's core income and/or operating cash flows to changes in market interest rates as all long term borrowings, issued at variable rates, were fully repaid at 30 June 2011. All interest rate swaps were settled as at 30 June 2011.

The Group manages its cash flow interest rate risk by using floating to fixed interest rate swaps. Such interest rate swaps have the economic effect of converting borrowings from floating to fixed rates. Under the interest rate swaps, the Group agrees with other parties to exchange, at specific intervals, the difference between fixed contract rates and floating-rate interest amounts calculated by reference to the agreed notional principal amounts.

The Group's exposure to interest rate risk for financial instruments is set out below:

	Floating interest rate	Fixed interest rate			Non- interest bearing	Total contractual cash flows	Carrying amount
	US\$'000	1 year or less US\$'000	Over 1 to 2 years US\$'000	Over 2 to 5 years US\$'000	US\$'000	US\$'000	US\$'000
2012:							
Financial assets							
Cash and deposits	6,748	-	-	-	12,539	19,287	19,287
Receivables	-	-	-	-	14,966	14,966	14,966
Derivative financial instruments (net)	-	-	-	-	100	100	100
	6,748	-	-	-	27,605	34,353	34,353
Weighted average interest rate p.a.	0.21%						
Financial liabilities							
Trade and other creditors	-	-	-	-	43,657	43,657	43,657
Current tax payable	-	-	-	-	4,093	4,093	4,093
Borrowings	33,000	12,308	4,400	95,840	-	145,548	100,723
	33,000	12,308	4,400	95,840	47,750	193,298	148,473
Weighted average interest rate p.a.	4.68%	10.55%	14.81%	14.81%			
Net financial assets/(liabilities)	(26,252)	(12,308)	(4,400)	(95,840)	(20,145)	(158,945)	(114,120)
2011:							
Financial assets							
Cash and deposits	62,055	-	-	-	2,517	64,572	64,572
Receivables	-	-	-	-	2,272	2,272	2,272
	62,055	-	-	-	4,789	66,844	66,844
Weighted average interest rate p.a.	0.01%						
Financial liabilities							
Trade and other creditors	-	-	-	-	19,829	19,829	19,829
Derivative financial instruments (net)	-	-	-	-	-	-	-
Current tax payable	-	-	-	-	7,944	7,944	7,944
Borrowings	-	11,155	12,308	100,240	-	123,703	70,237
	-	11,155	12,308	100,240	27,773	151,476	98,010
Weighted average interest rate p.a.		10.80%	10.55%	14.81%			
Net financial assets/(liabilities)	62,055	(11,155)	(12,308)	(100,240)	(22,984)	(84,632)	(31,166)

Notes to the financial statements

For the financial year ended 30 June 2012

As at 30 June 2012, the Group had the following variable rate borrowings outstanding.

	Weighted average interest rate % p.a.	30 June 2012 Balance US\$'000	Weighted average interest rate % p.a.	30 June 2011 Balance US\$'000
Bank loans	4.68%	33,000	-	-
Net exposure to cash flow interest rate risk		33,000		-

At 30 June 2012, if the interest rates had been 1.0% p.a. higher or lower and all other variables held constant, the net result for the financial year would (increase)/decrease and net assets as at 30 June 2012 would increase/(decrease) by:

Group	Net Result		Net Assets		Net Result		Net Assets	
	2012 US\$'000	2011 US\$'000	2012 US\$'000	2011 US\$'000	2012 US\$'000	2011 US\$'000	2012 US\$'000	2011 US\$'000
Change in interest rate p.a.	+1%	+1%	+1%	+1%	-1%	-1%	-1%	-1%
Impact of Assets	244	361	244	361	(51)	-	(51)	-
Impact of Liabilities	117	-	117	-	(117)	-	(117)	-
Impact of Net Assets	127	361	127	361	66	-	66	-

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(b) Credit risk

Credit risk is managed on a Group basis. Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. Credit risk arises from cash and cash equivalents, derivative financial instruments, as well as credit exposures to customers, including outstanding receivables.

It is acknowledged that the Group's sales of crude oil are currently concentrated with a single counterparty; however the Group has policies in place to ensure that sales of products and services are made to customers with an appropriate credit history.

Derivative counterparties and cash transactions are limited to high credit quality financial institutions. Where commercially practical the Group seeks to limit the amount of credit exposure to any one financial institution.

The maximum exposure to credit risk at the end of each reporting period is the carrying amount of the financial assets as summarised in this note.

The credit quality of financial assets that are neither past due nor impaired can be assessed by reference to external credit ratings (if available) or to historical information about counterparty default rates.

	Consolidated	
	2012 US\$'000	2011 US\$'000
Cash and cash equivalents		
<i>Counterparties with external credit rating (Standard & Poors)</i>		
AA-	10,312	62,342
	10,312	62,342
<i>Counterparties without external credit rating</i>		
Share of joint venture operations cash balances	8,721	749
Overseas financial institutions	253	1,479
Cash on hand	1	2
	8,975	2,230
Total cash and cash equivalents	19,287	64,572
Receivables		
<i>Counterparties with external credit rating (Standard & Poors)</i>		
AAA	308	546
BBB-	69	-
	377	546
<i>Counterparties without external credit rating</i>		
Share of joint venture operation receivables balances	8,023	529
Joint venture partners	5,447	753
Related parties (partly paid ordinary shares)	1,074	433
Other	45	11
	14,589	1,726
Total receivables	14,966	2,272

As at 30 June 2012, there were US\$Nil (30 June 2011: US\$Nil) financial assets that are either past due or impaired.

(c) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting obligations associated with financial liabilities.

The Group has policies in place to manage liquidity risk by maintaining adequate reserves and by continuously monitoring forecast and actual cash flows and matching profiles of financial assets and liabilities.

Financing arrangements

The Group had access to the following undrawn borrowing facilities as at the end of each reporting period:

	Consolidated	
	30 June 2012 US\$'000	30 June 2011 US\$'000
Floating rate:		
Expiring within one year	-	-
Expiring beyond one year	87,000 ¹	-

1. The undrawn borrowing facility is the reserves based debt facility which provides up to US\$160 million. As at balance date, the facility limit was US\$120 million, expandable to US\$160 million following the inclusion of an additional borrowing base asset. At balance date, US\$33 million had been drawn down against the facility.

Maturities of financial liabilities

An analysis of the Group's financial liability maturities for the current and previous financial year is set out below:

	Non-interest bearing US\$'000	Variable rate US\$'000	Fixed rate US\$'000	Derivatives (net) US\$'000
2012:				
Less than 6 months	47,640	-	5,596	(436)
6 – 12 months	-	-	6,712	42
Between 1 and 2 years	-	-	4,400	294
Between 2 and 5 years	110	-	95,840	-
Over 5 years	-	33,000	-	-
Total contractual cash flows	47,750	33,000	112,548	(100)

	Non-interest bearing US\$'000	Variable rate US\$'000	Fixed rate US\$'000	Derivatives (net) US\$'000
2011:				
Less than 6 months	27,593	-	5,596	-
6 – 12 months	-	-	5,559	-
Between 1 and 2 years	-	-	12,308	-
Between 2 and 5 years	180	-	100,240	-
Over 5 years	-	-	-	-
Total contractual cash flows	27,773	-	123,703	-

d) Fair value estimation

The fair value of financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purposes.

AASB 7 *Financial Instruments*: Disclosures requires disclosure of fair value measurements by level of the following fair value measurement hierarchy:

- quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1)
- inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices) (level 2); and
- inputs for the asset or liability that are not based on observable market data (unobservable inputs) (level 3)

The following table presents the Group's assets and liabilities measured and recognised at fair value at 30 June 2012 and 30 June 2011:

At 30 June 2012	Level 1 US\$'000	Level 2 US\$'000	Level 3 US\$'000	Total US\$'000
Assets				
Derivatives used for hedging	-	100	-	100
Total Assets	-	100	-	100
Liabilities				
<i>Financial liabilities at fair value through profit or loss</i>				
Conversion rights on convertible bonds	-	-	18,428	18,428
Total liabilities	-	-	18,428	18,428

At 30 June 2011	Level 1 US\$'000	Level 2 US\$'000	Level 3 US\$'000	Total US\$'000
Assets				
Derivatives used for hedging	-	-	-	-
Total Assets	-	-	-	-
Liabilities				
<i>Financial liabilities at fair value through profit or loss</i>				
Conversion rights on convertible bonds	-	-	23,394	23,394
Total liabilities	-	-	23,394	23,394

The fair value of financial instruments traded in active markets (such as publicly traded derivatives) was based on quoted market prices at the end of each reporting period. The quoted market price used for financial assets held by the Group was the current bid price. These instruments are included in level 1.

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimate. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Specific valuation techniques used to value financial instruments include:

- The fair value of oil price swaps is calculated as the present value of the estimated future cashflows based on forward prices at balance sheet date.
- The fair value of interest rate swaps is calculated as the present value of the estimated future cashflows based on observable yield curves.
- Other techniques, such as discounted cash flow analysis and Monte Carlo simulations, are used to determine fair value for the remaining financial instruments.

The fair value of conversion rights on convertible bonds is determined based on a simulation-based pricing methodology using a Monte Carlo simulation. A simulation-based pricing methodology was applied in order to model the dynamics of the underlying variables and to account for the individual specifications of the convertible bonds such as the inherent path dependency. Monte Carlo simulation uses random numbers as

inputs to iteratively evaluate a deterministic model. The method involves simulating the various sources of uncertainty that affect the value of the relevant instrument and then calculating a representative value by substituting a range of values—in this case a lognormal probability distribution—for any factor that has inherent uncertainty. The results are calculated repeatedly, each time using a different set of random values from the probability functions. Depending upon the number of uncertainties and the ranges specified for them, a Monte Carlo simulation may typically involve thousands or tens of thousands (for Horizon Oil convertible bonds - 100,000) of recalculations before it is complete. The result is a probability distribution of possible outcomes providing a more comprehensive view of both what could happen and its likelihood. Market interest rates were applied in the model with a credit spread of 9.0%, together with a calculated share price volatility of 50.3% when quoted in US dollar terms. All other parameters were based on the specific terms of the convertible bonds issued.

The carrying value of receivables and payables are assumed to approximate their fair values due to their short-term nature.

The fair value of other financial liabilities (being financial guarantees), after factoring in the likelihood that the Parent Entity would be required to perform under the guarantees the fair value of the liability, was not considered material.

The fair value of borrowings for disclosure purposes is not materially different to their carrying value given the likely anticipated repayment profile.

The fair value of other classes of financial instruments not yet covered above were determined to approximate their carrying value.

(e) Capital risk

The consolidated entity manages its capital to ensure that entities in the consolidated group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balances.

Note 3. Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

(a) Critical accounting estimates and assumptions

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The most significant estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities relate to:

- (i) the recoverability of exploration, development and production phase expenditure carried forward,
- (ii) reserve estimates
- (iii) provisions for restoration
- (iv) share-based payments, and
- (v) the recoverability of deferred tax assets.

The assumptions required to be made in order to assess the recoverability of exploration, development and production expenditure carried forward include the future price of crude oil, an estimated discount rate and estimates of crude oil reserves.

Reserve estimates require interpretation of complex and judgemental geological and geophysical models in order to make an assessment of the size, shape, depth and quality of reservoir, and their anticipated recoveries. The economic, geological and technical factors used to estimate reserves may change from period to period. Changes in reported reserves can impact asset carrying values, provision for restoration and the recognition of deferred tax assets, due to changes in expected future cash flows. Reserves are integral to amount of amortisation charged to profit or loss. Reserve estimates are prepared in accordance with guidelines prepared by the Society of Petroleum Engineers.

Assumptions made in respect of restoration, obligations include estimates of future costs, timing of required restoration, rehabilitation and decommissioning and an estimated discount rate.

Share-based payment transactions with directors and employees are measured by reference to the fair value of the options at the date they were granted. The fair value is ascertained using the Black-Scholes option pricing model taking into account the terms and conditions upon which the options were granted. The accounting estimates and assumptions relating to share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact expense and equity.

The recoverability of deferred tax assets is based on the assumption that it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the reporting period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both the current and future reporting period.

(b) Critical judgements in applying the Group's accounting policies

No critical judgements considered to have a significant risk of causing a material adjustment to the carrying amounts of the assets and liabilities within the next financial year were made during the preparation of this report.

Note 4. Segment information

(a) Description of segments

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker has been identified as the board of directors.

The operating segments identified are broadly based on the Group's working interest in each individual oil and gas permit, arranged by developmental phase. Discrete pre-tax financial information (including pre-tax operating profit and capital expenditure on exploration and evaluation assets and oil and gas assets) for each oil and gas permit is prepared and provided to the chief operating decision maker on a regular basis. In certain circumstances, individual oil and gas permits are aggregated into a single operating segment where the economic characteristics and long term planning and operational considerations of the individual oil and gas permits are such they are considered interdependent. The Group has identified five operating segments:

- New Zealand development – the Group is currently producing crude oil from the Maari/Manaia fields, located offshore New Zealand;
- New Zealand exploration – the Group is currently involved in the exploration and evaluation of hydrocarbons in two offshore permit areas, PEP 51313; and PMP 38160 Maari/Manaia;
- China exploration and development – the Group is currently involved in the Block 22/12 – WZ6-12 and WZ12-8W oil field development and in the exploration and evaluation of hydrocarbons within Block 22/12; and
- PNG exploration and development - the Group is currently involved in the Stanley condensate/gas development (project FID during 2012), and the exploration and evaluation of hydrocarbons in two onshore permit areas, PRL 4 and PRL 21.

Notes to the financial statements

For the financial year ended 30 June 2012

'All other segments' include amounts of a corporate nature not specifically attributable to an operating segment.

(b) Segment information provided to the chief operating decision maker

	New Zealand Development US\$'000	New Zealand Exploration US\$'000	China Exploration and Development US\$'000	Papua New Guinea Exploration and Development US\$'000	All other segments US\$'000	Total US\$'000
2012						
Segment revenue:						
Revenue from external customers	50,390	-	-	-	-	50,390
Profit/(loss) before tax	26,378	(18)	(335)	(1,481)	(5,618)	18,926
Depreciation and amortisation	7,591	-	-	405	64	8,060
Total segment assets at 30 June 2012	88,230	6,257	111,320	129,932	15,110	350,849

Additions to non-current assets other than financial assets and deferred tax during the year ended:

Exploration and evaluation phase expenditure:	-	1,330	1,238	49,250	-	51,818
Development and production phase expenditure:	816	-	31,839	(807)	-	31,848
Plant and equipment:	-	-	-	3,636	265	3,901
Total segment liabilities at 30 June 2012	69,815	1,764	11,255	20,484	85,807	189,125

	New Zealand Development US\$'000	New Zealand Exploration US\$'000	China Exploration and Development US\$'000	Papua New Guinea Exploration US\$'000	All other segments US\$'000	Total US\$'000
2011						
Segment revenue:						
Revenue from external customers	59,362	-	-	-	-	59,362
Profit/(loss) before tax	32,743	223	(109)	(1,635)	(1,855)	29,367
Depreciation and amortisation	10,324	-	-	108	194	10,626
Total segment assets at 30 June 2011	97,968	4,922	73,338	61,817	55,435	293,480

Additions to non-current assets other than financial assets and deferred tax during the year ended:

Exploration and evaluation phase expenditure:	-	720	940	28,821	-	30,481
Development and production phase expenditure:	1,228	861	-	-	-	2,089
Plant and equipment:	-	-	-	313	352	665
Total segment liabilities at 30 June 2011	44,282	1,494	2,213	7,584	85,356	140,929

(c) Other segment information**(i) Segment revenue**

Revenue from external customers is derived from the sale of crude oil.

Segment revenue reconciles to total consolidated revenue as follows:

	Consolidated	
	2012	2011
	US\$'000	US\$'000
Total segment revenue	50,390	59,362
Rental income	8	79
Interest income	64	50
Profit from sale of assets	-	22,000
Foreign exchange gain (net)	-	335
Total revenue	50,462	81,826

(ii) Segment profit before tax

The chief operating decision maker assesses the performance of operating segments based on a measure of profit before tax.

Segment profit before tax reconciles to consolidated profit before tax as follows:

	Consolidated	
	2012	2011
	US\$'000	US\$'000
Total segment profit before tax	18,926	29,367
Rental income	8	79
Interest income	64	50
Profit from sale of assets	-	22,000
Unrealised movement in value of convertible bond conversion rights	4,967	(3,351)
Foreign exchange (loss)/gain (net)	(276)	335
Profit before tax	23,689	48,480

(iii) Segment assets

The amounts provided to the chief operating decision maker with respect to total assets are measured in a manner consistent with that of the financial statements.

Reportable segment assets are equal to consolidated total assets.

(iv) Segment liabilities

The amounts provided to the chief operating decision maker with respect to total liabilities are measured in a manner consistent with that of the financial statements.

Reportable segment liabilities are equal to consolidated total liabilities.

	Consolidated	
	2012	2011
	US\$'000	US\$'000

Note 5. Sale of assets**Consideration on sale of assets**

Cash received	-	22,000
Fair value of deferred consideration	-	-
	-	22,000
Net liabilities disposed	-	-
Cost of sale	-	-
Profit from sale of assets	-	22,000

a) On 14 September 2009, the Group entered into a sale agreement with a subsidiary of Talisman Energy Inc. to dispose of a 22.05% working interest in PRL 4 and all of the shares in a wholly-owned subsidiary, Horizon Oil (Kanau) Limited. Total consideration for the transaction amounted to US\$60 million, of which the company received US\$38 million (US\$29 million net of intercompany loan repayments and discounting of deferred consideration) in proceeds during the year ended 30 June 2010 including US\$30 million cash and US\$8 million work carry. The remaining US\$22 million was deferred pending receipt of PNG ministerial consent to the working interest transfers required by the transaction. Due to the uncertainty at the time regarding PNG ministerial consent, the deferred consideration was recorded as a contingent asset in the 2010 financial statements. During 2011 the required PNG ministerial approvals were received and accordingly, the US\$22 million received was booked as revenue in 2011.

	Consolidated	
	2012	2011
	US\$'000	US\$'000

Note 6. Revenue**From continuing operations**

Crude oil sales	50,209	59,362
Net realised gain on oil hedging derivatives	181	-
	50,390	59,362

Other income

Interest received from unrelated corporations	64	50
Rental income received from unrelated corporations	8	79
Net foreign exchange gains	-	335
	72	464

Gains / (losses) – Conversion rights on convertible bonds¹

Unrealised movement in fair value of convertible bond conversion rights	4,967	(3,351)
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1. The amount shown is the movement during the year of the fair value of the conversion rights relating to the 5.5% convertible bonds issued on 17 June 2011. The conversion rights can be settled in cash or ordinary shares of the parent entity, at the option of the issuer, and the number of shares to be issued at conversion is subject to the conversion price which may reset under certain circumstances. Accordingly, the conversion rights are a derivative financial liability and are marked to market through the profit and loss. Fair value of conversion rights at issuance on 17 June 2011 was US\$20,043,000. Refer to Note 21 for further details of the convertible bonds issued.

	Consolidated	
	2012	2011
	US\$'000	US\$'000
Note 7. Expenses		
Cost of sales		
Direct production costs	9,497	8,023
Inventory adjustments ¹	(239)	1,155
Amortisation expense	7,591	10,324
Royalties	86	120
	16,935	19,622

1. Includes production overlift/underlift and inventory adjustments

General and administrative expenses		
Employee benefit expense (net)	6,186	5,136
Corporate office expenses (including insurance)	1,236	1,590
Depreciation expense	469	302
Rental expense relating to operating leases	219	204
	8,110	7,232
Exploration and development expenses		
Exploration expenditure written off/expensed	303	255
	303	255
Financing costs		
Interest and finance charges	5,321	2,115
Discount unwinding on provision for restoration	613	398
Amortisation of prepaid financing costs	40	304
	5,974	2,817
Other expenses		
Net foreign exchange losses	276	-
Other expenses	142	69
	418	69

	Consolidated	
	2012	2011
	US\$'000	US\$'000

Note 8. Income tax expense

(a) New Zealand royalty

Royalty paid	1,834	2,302
Royalty payable	2,770	825
Origination and reversal of royalty temporary differences	2,666	3,553
Total New Zealand royalty expense	7,270	6,680

(b) Income tax expense

Current tax	6,076	7,743
Deferred tax	1,295	(1,772)
Under provided in prior financial years	1,401	893
Total income tax expense	8,772	6,864

	Consolidated	
	2012 US\$'000	2011 US\$'000
Income tax expense is attributable to:		
Profit from continuing operations	8,772	6,864
Profit from discontinued operations	-	-
Aggregate income tax expense	8,772	6,864
Deferred income tax (revenue)/expenses included in income tax expense comprises:		
Decrease/(increase) in deferred tax asset	1,832	(2,895)
(Increase)/decrease in deferred tax liabilities	(537)	1,123
	1,295	(1,772)
(c) Numerical reconciliation of income tax expense to prima facie tax payable		
Profit from continuing operations before income tax	23,689	48,480
Less: Royalty paid/payable	(4,604)	(3,127)
	19,085	45,353
68		
Tax at the Australian tax rate of 30% (2011: 30%)	5,726	13,606
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Expenditure not allowed for income tax purposes	94	1,099
Other deductible items	(396)	-
Non-assessable income	(1,490)	(6,600)
Other assessable income	20	5,544
	3,954	13,649
Effect of overseas tax rates	231	626
Deferred tax asset not brought to account	2,979	231
Previously unrecognised tax losses now recognised	207	(8,535)
Under provision in prior financial years	1,401	893
Income tax expense/(benefit)	8,772	6,864
(d) Tax losses		
Unused tax losses (and applicable tax rate) for which no deferred tax asset has been recognised:		
Horizon Oil Limited – 30% (2011: 30%)	-	-
Horizon Oil (USA) Inc. and other US entities – 34% (2011: 34%)	10,615	10,615
Horizon Oil International Limited and NZ entities – 28% (2011: 30%)	-	-
Horizon Oil (Papua) Limited and other PNG entities – 45% / 30% (2011: 45% / 30%)	105,850	57,995
Horizon Oil (Beibu) Limited and Horizon Oil (Nanhai) LLC (formerly Petsec Petroleum LLC) – 25% (2011: 25%)	67,338	27,358
	183,803	95,968
Potential tax benefit at applicable tax rates	52,199	27,847

The Company has no Australian subsidiaries and therefore it is not subject to the Australian tax consolidation regime.

	Consolidated	
	2012	2011
	US\$'000	US\$'000

Note 9. Current assets – Cash and cash equivalents

Cash at bank and on hand	14,074	64,570
Restricted cash (refer note (a) below)	5,212	-
Petty cash	1	2
	19,287	64,572

Note: (a) Under the terms of a finance facility (refer to Note 19), certain cash balances are available to the Group after certain conditions of the relevant facility agreement are satisfied. The restricted cash balance was held on deposit at average floating interest rates of approximately 0.02% pa (2011: NIL%).

	Consolidated	
	2012	2011
	US\$'000	US\$'000

Note 10. Current assets – Receivables

Other receivables (refer to note (a) below)	14,966	2,272
	14,966	2,272

Note: (a) Of this balance US\$1,085,851 (2011: US\$432,245) related to amounts receivable from related parties. Refer to Note 32 for further details.

No receivable amounts were past due.

	Consolidated	
	2012	2011
	US\$'000	US\$'000

Note 11. Inventories

Crude oil, at cost	481	242
Drilling inventory, at cost	7,346	2,051
	7,827	2,293

	Consolidated	
	2012	2011
	US\$'000	US\$'000

Note 12. Current assets – Other

Prepayments	4,515	280
	4,515	280

	Assets	Liabilities	Net asset	
	2012	2011	2012	2011
	US\$'000	US\$'000	US\$'000	US\$'000

Note 13. Non-current assets – Deferred tax assets

Recognised deferred tax assets and liabilities are attributable to the following:

Prepaid borrowing costs	-	-	(1,050)	(166)	(1,050)	(166)
Provisions	757	798	-	-	757	798
Tax losses	11,845	13,171	-	-	11,845	13,171
Tax assets/(liabilities)	12,602	13,969	(1,050)	(166)	11,552	13,803
Set off	(1,050)	(166)	1,050	166	-	-
Net tax assets	11,552	13,803	-	-	11,552	13,803

Note 14. Non-current assets – Plant and equipment

	Other plant and equipment US\$'000	Consolidated Leasehold improvements US\$'000	Total US\$'000
As at 1 July 2010			
Cost	961	363	1,324
Accumulated depreciation	(348)	(71)	(419)
Net book amount	613	292	905
Financial year ended 30 June 2011			
Opening net book amount	613	292	905
Additions	390	275	665
Disposals	-	-	-
Depreciation expense	(248)	(54)	(302)
Closing net book amount	755	513	1,268
As at 30 June 2011			
Cost	1,351	638	1,989
Accumulated depreciation	(596)	(125)	(721)
Net book amount	755	513	1,268
Financial year ended 30 June 2012			
Opening net book amount	755	513	1,268
Additions	1,006	2,895	3,901
Disposals	-	-	-
Depreciation expense	(219)	(250)	(469)
Closing net book amount	1,542	3,158	4,700
As at 30 June 2012			
Cost	2,207	3,533	5,740
Accumulated depreciation	(665)	(375)	(1,040)
Net book amount	1,542	3,158	4,700

	Consolidated	
	2012	2011
	US\$'000	US\$'000

Note 15. Non-current assets – Exploration phase expenditure**Exploration phase expenditure**

Deferred geological, geophysical, drilling and other exploration and evaluation expenditure, including directly attributable general administrative costs

77,658 63,488

The reconciliation of exploration phase expenditure carried forward above is as follows:

Balance at beginning of financial year	63,488	44,710
Expenditure incurred during financial year	51,818	30,481
Transferred to development phase	(40,189)	(23,776)
Acquisitions during the year	2,541	12,073
Expenditure written off during financial year	-	-
Balance at end of financial year	77,658	63,488

	Consolidated	
	2012	2011
	US\$'000	US\$'000

Note 16. Non-current assets – Oil & gas assets**Development and production phase expenditure**

Producing oil and gas property acquisition, deferred geological, seismic and drilling, production and distribution facilities and other development expenditure	215,577	143,540
Leased production phase asset	27,296	27,296
Less accumulated amortisation	(32,923)	(25,332)
	209,950	145,504

The reconciliation of development and production phase expenditure carried forward above is follows:

	Consolidated		
	Development phase expenditure	Production phase expenditure	Total
	US\$'000	US\$'000	US\$'000
Balance at 1 July 2010	-	88,138	88,138
Expenditure incurred during financial year	861	1,228	2,089
Recognition of leased asset	-	-	-
Transferred from exploration phase	19,356	4,420	23,776
Amortisation incurred	-	(10,324)	(10,324)
Expenditure written off during financial year	-	-	-
Acquisitions during financial year	41,825	-	41,825
Balance at 30 June 2011	62,042	83,462	145,504
Expenditure incurred during financial year	31,032	816	31,848
Recognition of leased asset	-	-	-
Transferred from exploration phase	40,189	-	40,189
Amortisation incurred	-	(7,591)	(7,591)
Expenditure written off during financial year	-	-	-
Acquisitions during financial year	-	-	-
Balance at 30 June 2012	133,263	76,687	209,950

	Consolidated	
	2012	2011
	US\$'000	US\$'000

Note 17. Current liabilities – Payables

Trade creditors	5,259	3,543
Share of joint venture creditors and accruals	34,543	6,705
Other creditors	2,881	8,465
	42,683	18,713

	Consolidated	
	2012	2011
	US\$'000	US\$'000

Note 18. Derivative financial instruments**Current:**

Derivative asset - Oil price swaps – cash flow hedges	394	-
Derivative liability - Oil price swaps – cash flow hedges	-	-
	394	-

Non-current:

Derivative asset - Oil price swaps – cash flow hedges	-	-
Derivative liability - Oil price swaps – cash flow hedges	(294)	-
	(294)	-
Net derivative asset	100	-

The Group is party to derivative financial instruments in the normal course of business in order to hedge exposure to oil price fluctuations in accordance with the Group's financial risk management policies (refer to Note 2(a)(iii)). There were no derivative financial instruments as at 30 June 2011.

Oil price swap contracts (cash flow hedges)

During the current year, oil price hedging was undertaken following the execution of the US\$160 million reserves based debt facility as a risk mitigation measure to ensure the Group's financial position remains sound and that the Group is able to meet its financial obligations in the event of low oil prices. As at 30 June 2012, the Group's oil hedge position was summarised as follows:

Crude oil price swap contracts	2013	2014	Total
Volume (bbls)	307,000	119,000	426,000
Weighted average Brent oil price (net of credit margin) (US\$/bbl)	98.85	94.45	97.62

The gain or loss from remeasuring the hedging instruments at fair value is deferred in equity in the hedging reserve, to the extent that the hedge is effective, and re-classified into profit or loss when the hedged oil price transaction is recognised. The ineffective portion is recognised in profit or loss immediately. During the financial year, US\$181,000 (2011: US\$Nil) was transferred to profit or loss.

	Note	Consolidated	
		2012 US\$'000	2011 US\$'000

Note 19. Borrowings

Current:

Bank loans	-	-
Lease liability	7,632	5,909
	7,632	5,909

Non-current:

Bank loans	31,888	-
Convertible Bonds	61,203	56,737
Lease liability	-	7,591
	93,091	64,328
Total Borrowings	100,723	70,237

Bank loans – Reserves based debt facility

On 23 March 2012, the Group finalised and executed the facility documentation for the provision of a reserves based debt facility of up to US\$160 million with a term of six years. The Joint Mandated Lead Arranging banks are Australia and New Zealand Banking Group Limited, Commonwealth Bank of Australia, BNP Paribas and Standard Chartered Bank. The Group achieved financial close on 10 April 2012 with total drawdowns of US\$33 million as at 30 June 2012.

Floating interest in respect of the facility was at LIBOR plus a weighted average margin of 3.95%. The facility is an amortising facility which matures in March 2018.

The facility was secured by a floating charge over the shares and assets of the borrowers (Horizon Oil International Limited, Horizon Oil (Papua) Limited, Horizon Oil (Beibu) Limited and Horizon Oil (Nanhai) LLC which are wholly owned subsidiaries of Horizon Oil Limited) and other Horizon subsidiaries, in favour of ANZ Fiduciary Services Pty Limited as security trustee. Horizon Oil Limited and other Horizon subsidiaries have guaranteed the performance of Horizon Oil International Limited, Horizon Oil (Papua) Limited, Horizon Oil (Beibu) Limited, Horizon Oil (Nanhai) LLC (which have also given guarantees) in relation to the loan facility from Australia and New Zealand Banking Group Limited, Commonwealth Bank of Australia, BNP Paribas and Standard Chartered Bank. In addition, the shares of the following Horizon subsidiaries have been mortgaged to ANZ Fiduciary Services Pty Limited : Horizon Oil International Limited, Horizon Oil (Papua) Limited, Horizon Oil (Beibu) Limited, Horizon Oil (Nanhai) LLC, Horizon Oil International Holdings Limited, Ketu Petroleum Limited, Horizon Oil (G2) Limited and Horizon Oil (China Holdings) Limited. The net book value of the entities in which shares have been mortgaged is US\$68.2 million. The Group was subject to covenants which are common for a facility of this nature.

There were no outstanding bank loans as at 30 June 2011.

Lease liability

The lease liability is secured by a floating charge over the leased asset.

Convertible Bonds

The parent entity issued 400 5.5% convertible bonds for US\$80 million on 17 June 2011. The bonds were issued with an initial conversion price of US\$0.52, equivalent to A\$0.49 based on exchange rates at the time of pricing, and represents a conversion premium of 29% to Horizon Oil's last closing price of A\$0.38 on 2 June 2011. The initial conversion price is subject to adjustment in certain circumstances. No bonds were eligible for conversion at 30 June 2012 as the conversion price had not been met. On conversion by the holder, and subject to any conversion price resets, the issuer may elect to settle the bonds in cash or ordinary shares in the parent entity. Based on the initial conversion price, the maximum number of shares that could be issued on conversion is 153,846,154 ordinary shares in the parent entity. The bonds carry a coupon of 5.5% per annum, payable semi-annually in arrears, and carry a 7% yield to maturity on 17 June 2016 when they will be redeemed at 108.80% of their principal amount. The bonds were listed on the Singapore Securities Exchange on 20 June 2011.

	2012 US\$'000	2011 US\$'000
Face value of bonds issued	80,000	80,000
Less: Other financial liabilities – value of conversion rights (Note 21)	(20,043)	(20,043)
Less: Transaction costs	(3,362)	(3,362)
	56,595	56,595
Finance costs in prior periods ¹	299	-
Finance costs ¹	8,877	299
Less: Coupon paid during the year	(4,400)	-
Less: Coupon accrued	(168)	(157)
Non-current liability	61,203	56,737

1. Finance costs are calculated by applying the effective interest rate of 14.8% to the liability component. A component of these has been capitalised in accordance with note 1(u).

	Consolidated 2012 US\$'000	2011 US\$'000
Note 20. Non-current liabilities – Payables		
Other creditors	974	1,037
	974	1,037

	2012 US\$'000	2011 US\$'000
Note 21. Non-current – Other financial liabilities		
Conversion rights on convertible bonds	18,428	23,394
	18,428	23,394

The amount shown for other financial liabilities is the fair value of the conversion rights relating to the 5.5% convertible bonds. The conversion rights can be settled in cash or ordinary shares of the parent entity, at the option of the issuer, and the number of shares to be issued at conversion is subject to the conversion price which may reset under certain circumstances. Accordingly, the conversion rights are a derivative financial liability and are marked to market. Fair value of conversion rights at issuance on 17 June 2011 was US\$20,043,000. Refer to Note 19 for further details of the convertible bonds issued.

	Assets		Liabilities		Net liability	
	2012 US\$'000	2011 US\$'000	2012 US\$'000	2011 US\$'000	2012 US\$'000	2011 US\$'000

Note 22. Non-current liabilities – Deferred tax liability

Recognised deferred tax assets and liabilities are attributable to the following:

Exploration expenditure	-	-	1,857	4,727	1,857	4,727
Development and production expenditure	-	-	8,956	6,456	8,956	6,456
Royalty benefit (net)	-	-	5,882	3,216	5,882	3,216
Provisions	(586)	(3)	-	-	(586)	(3)
Tax (assets)/liabilities	(586)	(3)	16,695	14,399	16,109	14,396
Set off	586	3	(586)	(3)	-	-
Net tax liabilities	-	-	16,109	14,396	16,109	14,396

	Consolidated	
	2012	2011
	US\$'000	US\$'000

Note 23. Non-current liabilities – Provisions

Restoration	5,821	5,208
Balance at beginning of financial year	5,208	4,810
Additional provision during financial year	-	-
Unwinding of discount	613	398
Balance at end of financial year	5,821	5,208

	Consolidated		Consolidated	
	2012	2011	2012	2011
	Number of shares			
	'000	'000	US\$'000	US\$'000

Note 24. Contributed equity**(a) Issued share capital****Ordinary shares**

Fully paid	1,130,812	1,130,812	125,578	125,578
Partly paid	3,450	1,500	1,108	398
	1,134,262	1,132,312	126,686	125,976

(b) Movements in ordinary share capital**(i) Ordinary shares (fully paid)**

Date	Details	Number of shares	Issue price	US\$'000
30/06/2010	Balance as at 30 June 2010	1,126,621,515		124,999
1/09/2010	Exercise of employee options*	1,190,000	A\$0.15	154
1/09/2010	Transfer from partly paid shares	1,000,000	A\$0.15	116
8/09/2010	Exercise of employee options*	1,500,000	A\$0.15	211
11/04/2011	Transfer from partly paid shares	500,000	A\$0.25	98
30/06/2011	Balance as at 30 June 2011	1,130,811,515		125,578
	No movements			
30/06/2012	Balance as at 30 June 2012	1,130,811,515		125,578

* Relates to issue of fully paid ordinary shares on exercise of options issued to consultants and employees. Information relating to Option Schemes is set out in Note 33.

(ii) Ordinary shares (partly paid to A\$0.01):

Date	Details	Number	Issue price	US\$'000
30/06/2010	Balance as at 30 June 2010	2,000,000		329
1/09/2010	Transfer to fully paid shares	(1,000,000)	A\$0.15	(116)
12/11/2010	Exercise of employee options*	500,000	A\$0.27	136
12/11/2010	Exercise of employee options*	500,000	A\$0.30	147
11/04/2011	Transfer to fully paid shares	(500,000)	A\$0.25	(98)
30/06/2011	Balance as at 30 June 2011	1,500,000		398
26/03/2012	Exercise of employee options*	1,950,000	A\$0.35	710
30/06/2012	Balance as at 30 June 2012	3,450,000		1,108

* Relates to issue of partly paid ordinary shares on exercise of employee options. Information relating to Employee Option Schemes is set out in Note 33.

(c) Ordinary shares**Fully paid**

Fully paid ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Company in proportion to the number of shares held. Voting rights are governed by the Company's Constitution. In summary, on a show of hands every holder of ordinary shares present at a meeting in person or by proxy is entitled to one vote and upon a poll each fully paid ordinary share is entitled to one vote.

Partly paid

Partly paid ordinary shares are issued on exercise of employee options. The outstanding obligation in relation to the partly paid ordinary shares is payable either when called or by the date not exceeding 5 years from the grant date of the option which gave rise to the partly paid ordinary share. Partly paid ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Company in proportion to the number of shares held. Voting rights are governed by the Company's Constitution. In summary, on a show of hands every holder of partly paid ordinary shares present at a meeting in person or by proxy is entitled to one vote and upon a poll, is entitled to one vote to the proportion of the total issue price then paid up.

(d) Unlisted options over unissued ordinary shares

Information related to general options, the Employee Option Scheme and the Employee Performance Incentive Plan, including details of options issued, exercised and lapsed during the financial year and options outstanding at the end of the financial year is set out in Note 33.

	Consolidated	
	2012 US\$'000	2011 US\$'000
Note 25. Reserves and retained profits		
(a) Reserves		
Share-based payment reserve	7,498	6,605
Movements:		
Balance at beginning of financial year	6,605	4,057
Employee share based payment expense	893	784
Share option expense	-	1,764
Balance at end of financial year	7,498	6,605
Hedge reserve	(77)	-
Movements:		
Balance at beginning of financial year	-	(54)
Movement in net market value of hedge contracts	(77)	54
Balance at end of financial year	(77)	-
Total reserves	7,421	6,605
(b) Retained profits		
Retained profits/(accumulated losses) at beginning of financial year	19,970	(14,966)
Net profit for financial year	7,647	34,936
Retained profits at end of financial year	27,617	19,970

(c) Nature and purpose of reserves**Share-based payment reserve:**

The fair value of options and share appreciation rights granted to employees results in an increase in equity upon recognition of the corresponding employee benefits expense, as described in the accounting policy set out in Note 1(v)(iii). The fair value of general options granted also results in an increase in equity.

The Company has elected to retain any amounts originally recognised in the share-based payments reserve, regardless of whether the associated options or share appreciation rights are exercised, cancelled or lapse unexercised.

Hedge reserve:

Changes in the market value of the effective portion of derivatives is reflected directly in equity until such time as the hedge is ineffective or expires, as described in the accounting policy set out in Note 1(s).

	Consolidated	
	2012	2011
	US\$'000	US\$'000

Note 26. Franking credits

Franking credits available for subsequent financial years ¹	91	84
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1. The franking credits available for subsequent financial years are only available to New Zealand resident shareholders under the Trans-Tasman imputation legislation.

Note 27. Asset acquisition**(a) Summary of acquisition**

On 2 June 2011, Horizon Oil (Beibu) Limited, a wholly owned subsidiary of Horizon Oil Limited, entered into a sale and purchase agreement with Petsec America Pty Limited to acquire 100% of the issued capital of Petsec Petroleum LLC (subsequently renamed Horizon Oil (Nanhai) LLC). Horizon Oil (Nanhai) LLC held a 25% interest in Block 22/12, Beibu Gulf, offshore China which includes a 12.25% interest in the WZ6-12/12-8W oil fields development. The acquisition increased Horizon Oil's net reserves in Block 22/12 from 6.2 mmbbl to 11.3 mmbbl. The effective date of acquisition was 1 January 2011, such that the entity was consolidated from that date.

Whilst the acquisition involved the purchase of the legal entity Horizon Oil (Nanhai) LLC, formerly Petsec Petroleum LLC, the substance of the transaction was the acquisition of an asset, being a 25% interest in Block 22/12. As such, in accordance with the accounting policy described in Note 1(m), the Group identified and recognised the individual identifiable assets acquired and liabilities assumed at the effective acquisition date. The consideration paid was allocated to the individual identifiable assets and liabilities on the basis of their relative fair values. Transaction costs associated with the acquisition are a component of the consideration transferred.

Details of the purchase consideration and the net assets acquired are as follows:

	2011 US\$'000
Purchase consideration:	
Cash paid	40,500
Share options issued	1,764
Acquisition costs	106
Total purchase consideration	42,370

The assets and liabilities recognised as a result of the acquisition are as follows:

	2011 Fair Value US\$'000
Cash	63 ¹
Receivables	46 ¹
Exploration phase expenditure	1,769
Oil and gas assets – development	41,825
Payables	(1,333) ¹
Net identifiable assets acquired	42,370

1. The acquired entity is a participant in the Block 22/12 joint venture operation. The entity has an interest in the assets and liabilities of this joint venture operation. The entity's share of assets and liabilities of the joint venture operation at the effective acquisition date is included in the assets and liabilities recognised on acquisition in accordance with the accounting policy described in Note 1(b).

The acquired entity is a party to the Block 22/12 joint venture operation. Contingent liabilities in respect of joint venture operations are detailed in Note 36.

There were no acquisitions in the year ended 30 June 2012.

(b) Purchase consideration – cash outflow

	2011 US\$'000
Outflow of cash to acquire subsidiary, net of cash acquired	
Cash consideration	40,500
Acquisition costs	106
	40,606
Less: cash balances acquired	63
Outflow of cash – investing activities	40,543

Note 28. Subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy set out in Note 1(b):

Name of subsidiary	Country of incorporation	Percentage of equity holding and voting interest (all shares issued are ordinary shares)		Business activities carried on in
		2012 %	2011 %	
Horizon Oil International Limited	New Zealand	100	100	New Zealand
Horizon Oil (New Zealand) Limited	New Zealand	100	100	New Zealand
Horizon Oil International Holdings Limited	BVI	100	100	BVI
Horizon Oil (Beibu) Limited	BVI	100	100	China
Horizon Oil (China Holdings) Limited	BVI	100	100	BVI
Horizon Oil (G2) Limited	BVI	100	100	BVI
Horizon Oil (Papua) Limited	Bermuda	100	100	PNG
Horizon Oil (USA) Inc.	USA	100	100	USA
Ketu Petroleum Limited	BVI	100	100	BVI
Horizon Oil (Nanhai) LLC	USA	100	100	China

Note 29. Interest in joint venture operations

Companies in the Group were participants in a number of joint venture operations. The Group has an interest in the assets and liabilities of these joint venture operations. The Group's share of assets and liabilities of the joint venture operations is included in the consolidated statement of financial position in accordance with the accounting policy described in Note 1(b) under the following classifications:

	Consolidated	
	2012 US\$'000	2011 US\$'000
Current Assets		
Cash and cash equivalents	8,721	749
Receivables	8,023	529
Inventories	5,602	2,954
Total Current Assets	22,346	4,232
Non-Current Assets		
Plant and equipment	3,726	538
Exploration phase expenditure	71,934	62,576
Development and production phase expenditure	229,967	132,198
Total Non-Current Assets	305,627	195,312
Total Assets	327,973	199,544
Current Liabilities		
Payables	34,543	6,705
Total Current Liabilities	34,543	6,705
Non-Current Liabilities		
Payables	864	857
Total Non-Current Liabilities	864	857
Total Liabilities	35,407	7,562
Share of net assets employed in joint venture operations	292,566	191,982

Contingent liabilities in respect of joint venture operations are detailed in Note 36.

Exploration and development expenditure commitments in respect of joint venture operations are detailed in Note 39.

The Group had an interest in the following joint venture operations:

Permit or licence	Principal activities	Interest (%) 30 June 2012	Interest (%) 30 June 2011
New Zealand			
PMP 38160 (Maari/Manaia)	Oil and gas production, exploration and development	10.00%	10.00%
PEP 51313	Oil and gas exploration	30.00%	30.00%
China			
Block 22/12	Oil and gas exploration and development	26.95% / 55% ¹	26.95% / 55% ¹
PNG			
PRL 4	Oil and gas exploration and development	50.00% ²	50.00% ²
PRL 21	Oil and gas exploration	45.00% ²	45.00% ²
PPL 259	Oil and gas exploration	25.00% ²	-

1. China National Offshore Oil Corporation is entitled to participate at up to a 51.00% equity level in any commercial development within Block 22/12. During 2011 they exercised their right to participate in the development of WZ 6-12 and WZ 12-8W within Block 22/12 at 51.00%.

2. PNG Govt may appoint a state nominee to acquire up to a 22.5% participating interest in any commercial development within PRL 4 and PRL 21. PRL 21 was granted with effect from 18 March 2011 for a 5 year term following the settlement of legal proceedings with the Papua New Guinea Government over the acreage, which was formerly designated PRL 5.

	Consolidated	
	2012	2011
	US\$	US\$

Note 30. Remuneration of external auditors

1. PwC Australia

Audit and other assurance services

Audit and review of financial reports	149,808	141,848
Other assurance services		
Assurance on convertible bond issue	-	80,483
Accounting and tax due diligence associated with the reserves based debt facility ¹	177,939	12,165
Accounting advice	-	5,370
Other services	1,039	-

Total remuneration for audit and other assurance services	328,786	239,866
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Taxation services

Tax compliance	45,054	38,173
Total remuneration for taxation services	45,054	38,173

2. Non-PwC audit firms

Audit and other assurance services	11,928	17,943
Other services	-	-

Total remuneration for audit and other assurance services	11,928	17,943
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Total auditors' remuneration	385,768	295,982
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It is the Group's policy to employ PricewaterhouseCoopers on assignments additional to its statutory external audit duties where PricewaterhouseCoopers' expertise and experience with the Group are important. It is the Group's policy to seek competitive tenders for all major consulting projects.

1. Note : PwC were engaged by ANZ as agent for the lender group of the reserves based debt facility following a formal tender process. Under the terms of the facility, Horizon was liable for the costs associated with these services and accordingly has included them above on this basis.

Note 31. Remuneration of key management personnel

See the Remuneration Report within the Directors' Report for details of directors' and other key management and their detailed remuneration.

Key management personnel compensation

	Consolidated	
	2012 US\$	2011 US\$
Short-term employee benefits	3,323,271	3,127,224
Post-employment benefits	312,684	163,647
Long term benefits	44,365	48,647
Share-based payments (non-cash)	805,639	681,490
Total key management personnel remuneration	4,485,959	4,021,008

Detailed remuneration disclosures are provided in sections A-D of the audited Remuneration Report on page 25.

Key management personnel shareholdings in the Company

The numbers of shares in the Company held during the financial year by each director of Horizon Oil Limited and other key management personnel of the Group, including their personally-related entities, are set out below:

2012 Name	Balance at start of financial year	Received during financial year on the exercise of options	Other changes during financial year	Balance at end of financial year
Directors:				
Ordinary shares				
E F Ainsworth	4,010,375	-	-	4,010,375
B D Emmett	13,802,607	1,950,000	1,000,000	16,752,607
J Humphrey	5,112,034	-	-	5,112,034
R A Laws (resigned 17 Nov 2011)	779,375	-	-	779,375
G de Nys	361,250	-	-	361,250
A Stock (appointed 2 Feb 2011)	-	-	60,000	60,000
Other key management personnel of the Group:				
Ordinary shares and partly paid ordinary shares				
A Fernie	1,350,431	-	-	1,350,431
M Sheridan	6,768,201	-	-	6,768,201

2011 Name	Balance at start of financial year	Received during financial year on the exercise of options	Other changes during financial year	Balance at end of financial year
Directors:				
Ordinary shares				
E F Ainsworth	4,010,375	-	-	4,010,375
B D Emmett	12,302,607	1,500,000	-	13,802,607
J Humphrey	5,112,034	-	-	5,112,034
R A Laws	779,375	-	-	779,375
P Nimmo ¹ (resigned 18 Nov 2010)	4,032,321	1,125,000	2,717,266	7,874,587
G de Nys	361,250	-	-	361,250
A Stock	-	-	-	-
Other key management personnel of the Group:				
Ordinary shares and partly paid ordinary shares				
A Fernie	2,200,431	-	(850,000)	1,350,431
M Sheridan	5,768,201	1,000,000	-	6,768,201

1. P Nimmo acquired 2,717,266 shares on 28 July 2010 following an ownership restructure of Oasis Energy Investments Pty Ltd (a Horizon Oil Limited shareholder).

Key management personnel option holdings in the Company

The numbers of options (both listed and unlisted) in the Company held during the financial year by each director of Horizon Oil Limited and other key management personnel of the Group, including their personally-related entities, are set out below:

Listed options:

All unexercised listed options expired on 28 February 2008 and therefore no listed options were on issue during the current or prior financial year.

Unlisted options:

2012 Name	Balance at start of financial year	Granted as remuneration during financial year	Exercised during financial year	Other changes during financial year	Balance at end of financial year	Vested and exercisable at end of financial year	Unvested
Directors:							
Unlisted options							
E F Ainsworth	-	-	-	-	-	-	-
B D Emmett	15,150,000	-	(1,950,000)	(7,500,000)	5,700,000	3,800,000	1,900,000
J Humphrey	-	-	-	-	-	-	-
R A Laws	-	-	-	-	-	-	-
G de Nys	500,000	-	-	-	500,000	333,333	166,667
A Stock	-	-	-	-	-	-	-
Other key management personnel of the Group:							
Unlisted options							
A Fernie	7,450,000	-	-	(3,400,000)	4,050,000	3,550,000	500,000
M Sheridan	6,400,000	-	-	(3,700,000)	2,700,000	2,200,000	500,000

2011 Name	Balance at start of financial year	Granted as remuneration during financial year	Exercised during financial year	Other changes during financial year	Balance at end of financial year	Vested and exercisable at end of financial year	Unvested
Directors:							
Unlisted options							
E F Ainsworth	-	-	-	-	-	-	-
B D Emmett	16,650,000	-	(1,500,000)	-	15,150,000	11,350,000	3,800,000
J Humphrey	-	-	-	-	-	-	-
R A Laws	-	-	-	-	-	-	-
P Nimmo	7,295,000	-	(1,125,000)	-	6,170,000	6,170,000	-
G de Nys	500,000	-	-	-	500,000	166,667	333,333
A Stock	-	-	-	-	-	-	-
Other key management personnel of the Group:							
Unlisted options							
A Fernie	7,450,000	-	-	-	7,450,000	5,950,000	1,500,000
M Sheridan	7,400,000	-	(1,000,000)	-	6,400,000	4,900,000	1,500,000

All vested options are exercisable at the end of the financial year.

Details of options provided as remuneration and ordinary shares issued on the exercise of such options, together with terms and conditions of the options, can be found in section D of the Remuneration Report on pages 32 to 35.

Key management personnel share appreciation right holdings in the Company

The numbers of share appreciation rights (SARs) held during the financial year by each executive director of Horizon Oil Limited and other key management personnel of the Group, including their personally-related entities, are set out below:

Share appreciation rights:

2012 Name	Balance at start of financial year	Granted as remuneration during financial year	Exercised during financial year	Other changes during financial year	Balance at end of financial year	Vested and exercisable at end of financial year	Unvested
Executive Directors:							
Share appreciation rights							
B D Emmett	2,713,714	2,626,328	-	-	5,340,042	-	5,340,042
Other key management personnel of the Group:							
Share appreciation rights							
A Fernie	1,990,057	1,925,974	-	-	3,916,031	-	3,916,031
M Sheridan	1,990,057	1,925,974	-	-	3,916,031	-	3,916,031

2011 Name	Balance at start of financial year	Granted as remuneration during financial year	Exercised during financial year	Other changes during financial year	Balance at end of financial year	Vested and exercisable at end of financial year	Unvested
Executive Directors:							
Share appreciation rights							
B D Emmett	-	2,713,714	-	-	2,713,714	-	2,713,714
Other key management personnel of the Group:							
Share appreciation rights							
A Fernie	-	1,990,057	-	-	1,990,057	-	1,990,057
M Sheridan	-	1,990,057	-	-	1,990,057	-	1,990,057

Details of SARs provided as remuneration and ordinary shares issued on the exercise of such SARs, together with terms and conditions of the SARs, can be found in section D of the Remuneration Report on pages 32 to 35.

Loans to key management personnel

There were no loans to directors or other key management personnel during the financial year.

Other transactions with key management personnel

See Note 32 for other transactions with directors and other key management personnel.

Note 32. Related parties

Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties, unless otherwise stated.

Directors and other key management personnel

Mr J Humphrey, a director of Horizon Oil Limited is also a member of the law firm King & Wood Mallesons. During the financial year, King & Wood Mallesons provided legal services to the Group in connection with the reserves based debt facility. J Humphrey was not the engagement partner connected with these legal services. Total fees paid during the financial year amounted to US\$667,481 (2011: US\$543,687).

Disclosures relating to key management personnel are set out in Note 31.

Subsidiaries

Interests in subsidiaries are set out in Note 28.

Details in respect of guarantees provided to subsidiaries are set out in Note 43.

Transactions with related parties

Transactions between Horizon Oil Limited and related parties in the wholly-owned Group during the financial years ended 30 June 2012 and 2011 consisted of:

- Contributions to share capital by Horizon Oil Limited;
- Loans advanced by Horizon Oil Limited;
- Loans repaid to Horizon Oil Limited;
- Dividends paid by subsidiaries to Horizon Oil Limited;
- Payments to Horizon Oil Limited under financial guarantee contract arrangements;
- Interest payments to Horizon Oil Limited on loans advanced to subsidiaries;
- Reimbursement of expenses to Horizon Oil Limited; and
- Uncalled share capital.

Notes to the financial statements

For the financial year ended 30 June 2012

The reimbursement of expenses to Horizon Oil Limited by subsidiaries is based on costs recharged on a relevant time allocation of consultants and employees and associated office charges.

The following transactions occurred with related parties:

	2012 US\$	2011 US\$
<i>Superannuation contributions</i>		
Superannuation contributions to superannuation funds on behalf of employees	260,626	138,929
<i>Other transactions</i>		
Dividends paid to Horizon Oil Limited from wholly owned subsidiary	15,500,000	19,340,000
Payments to Horizon Oil Limited under financial guarantee contract arrangements from wholly owned subsidiary	219,862	205,616
Contributions to share capital in subsidiaries by Horizon Oil Limited	-	1
Final call on partly paid ordinary shares in Horizon Oil Limited paid by employees	-	277,066
Provision for (write back) of investment in subsidiaries by Horizon Oil Limited	-	(1,335,925)

Loans to/from related parties

	2012 US\$	2011 US\$
<i>Loans to other related parties (uncalled share capital)</i>		
Balance at beginning of the financial year	432,245	330,692
Loans advanced	653,606	378,619
Loan repayments received	-	(277,066)
Interest charged/paid	-	-
Balance at end of financial year	1,085,851	432,245

	2012 US\$	2011 US\$
<i>Loans from Horizon Oil Limited (ultimate Australian parent entity)</i>		
Balance at beginning of the financial year	152,538,329	84,095,536
Loans advanced	67,352,376	70,934,075
Loan repayments received	(14,421,192)	-
Interest charged	3,337,034	2,911,519
Interest paid	(980,189)	(5,402,801)
Balance at end of financial year	207,826,358	152,538,329

Terms and conditions

Transactions relating to dividends, calls on partly paid shares and subscriptions for new ordinary shares were on the same terms and conditions that applied to other shareholders.

All other transactions were made on normal commercial terms and conditions and at market rates, except that there are no fixed terms for the repayment of loans between the parties, and no interest has been charged or credited to loans with other related parties. Certain loans to/from subsidiaries are subject to interest, however the interest is typically suspended until commercial production commences or a change in the ownership interest of the entity occurs. The average interest rate on loans attracting interest during the year was 5.5% (2011: 5.5%). Outstanding balances are unsecured and repayable in cash.

Note 33. Share-based payments

Set out below is a summary of unlisted options and share appreciation rights on issue:

Grant date	Expiry date	Exercise price	Balance start of financial year Number	Granted during financial year Number	Exercised during financial year Number	Forfeited during financial year Number	Balance end of financial year Number	Vested and exercisable at end of financial year Number
Consolidated Entity 2012								
Share Appreciation Rights issued								
27/10/2010	27/10/2015	A\$0.31 ⁴	6,693,828	-	-	-	6,693,828	-
05/08/2011	05/08/2016	A\$0.32 ⁴	-	6,478,276	-	-	6,478,276	-
Total			6,693,828	6,478,276	-	-	13,172,104	-
Weighted average exercise price			A\$0.31	A\$0.32	-	-	A\$0.31	-
Options issued								
31/08/2006	31/08/2011	A\$0.33	14,100,000	-	-	(14,100,000)	-	-
31/08/2006	31/08/2011	A\$0.33 ¹	6,010,000	-	-	(6,010,000)	-	-
10/10/2007	10/10/2012	A\$0.35 ¹	5,973,000	-	(1,950,000)	-	4,023,000	4,023,000
03/10/2008	03/10/2013	A\$0.27 ¹	2,348,000	-	-	-	2,348,000	2,348,000
03/10/2008	03/10/2013	A\$0.27 ³	350,000	-	-	-	350,000	350,000
25/09/2009	25/10/2014	A\$0.30 ¹	6,175,000	-	-	-	6,175,000	4,116,667
25/09/2009	25/10/2014	A\$0.30 ³	850,000	-	-	-	850,000	566,667
09/10/2009	09/10/2014	A\$0.32 ³	2,700,000	-	-	-	2,700,000	1,800,000
11/12/2009	11/12/2014	A\$0.35 ²	500,000	-	-	-	500,000	333,333
16/09/2010	16/09/2015	A\$0.31 ³	350,000	-	-	-	350,000	116,667
06/06/2011	30/06/2014	A\$0.37 ⁵	15,000,000	-	-	-	15,000,000	15,000,000
10/01/2012	10/04/2015	A\$0.22 ²	-	1,000,000	-	-	1,000,000	-
28/05/2012	28/08/2015	A\$0.27 ²	-	2,000,000	-	-	2,000,000	-
28/05/2012	28/05/2017	A\$0.27 ³	-	2,000,000	-	-	2,000,000	-
Total			54,356,000	5,000,000	(1,950,000)	(20,110,000)	37,296,000	28,654,334
Weighted average exercise price			A\$0.34	A\$0.26	A\$0.35	A\$0.33	A\$0.33	A\$0.34

1. Relates to options issued under the Employee Performance Incentive Plan.

2. Relates to general options issued to third party consultants.

3. Relates to options issued under the Employee Option Scheme.

4. No price is payable by a participant in the Long Term Incentive Plan on the exercise of a SAR.

5. Relates to general options issued to Petsec America Pty Limited as part consideration for the acquisition of Petsec Petroleum LLC (the Petsec subsidiary which held Petsec's interest in Block 22/12, offshore China)

Grant date	Expiry date	Exercise price	Balance start of financial year Number	Granted during financial year Number	Exercised during financial year Number	Forfeited during financial year Number	Balance end of financial year Number	Vested and exercisable at end of financial year Number
Consolidated Entity 2011								
Share Appreciation Rights issued								
27/10/2010	27/10/2015	A\$0.31 ⁴	-	6,693,828	-	-	6,693,828	-
Options issued								
01/09/2005	01/09/2010	A\$0.15 ¹	2,690,000	-	(2,690,000)	-	-	-
31/08/2006	31/08/2011	A\$0.33	14,100,000	-	-	-	14,100,000	14,100,000
31/08/2006	31/08/2011	A\$0.33 ¹	6,010,000	-	-	-	6,010,000	6,010,000
10/10/2007	10/10/2012	A\$0.35 ¹	5,973,000	-	-	-	5,973,000	5,973,000
03/10/2008	03/10/2013	A\$0.27 ¹	2,848,000	-	(500,000)	-	2,348,000	1,232,000
03/10/2008	03/10/2013	A\$0.27 ³	350,000	-	-	-	350,000	233,333
25/09/2009	25/10/2014	A\$0.30 ¹	6,675,000	-	(500,000)	-	6,175,000	1,725,000
25/09/2009	25/10/2014	A\$0.30 ³	850,000	-	-	-	850,000	283,333
09/10/2009	09/10/2014	A\$0.32 ³	2,700,000	-	-	-	2,700,000	900,000
11/12/2009	11/12/2014	A\$0.35 ²	500,000	-	-	-	500,000	166,667
16/09/2010	16/09/2015	A\$0.31 ³	-	350,000	-	-	350,000	-
06/06/2011	30/06/2014	A\$0.37 ⁵	-	15,000,000	-	-	15,000,000	15,000,000
Total			42,696,000	15,350,000	(3,690,000)	-	54,356,000	45,623,333
Weighted average exercise price			A\$0.31	A\$0.37	A\$0.19	-	A\$0.34	A\$0.34

1. Relates to options issued under the Employee Performance Incentive Plan.

2. Relates to general options issued to third party consultants.

3. Relates to options issued under the Employee Option Scheme.

4. No price is payable by a participant in the Long Term Incentive Plan on the exercise of a SAR.

5. Relates to general options issued to Petsec America Pty Limited as part consideration for the acquisition of Petsec Petroleum LLC (the Petsec subsidiary which held Petsec's interest in Block 22/12, offshore China)

The weighted average share price at the date of exercise of options exercised during the year ended 30 June 2012 was A\$0.35 (2011 – A\$0.19).

The weighted average remaining contractual life of share options outstanding at the end of the period was 2.10 years (2011 – 1.32 years).

Long Term Incentive Plan

Until April 2010, long-term incentives were provided to certain employees via the Company's share option plans. The revised LTI arrangements approved at the 2010 annual general meeting apply to senior executives and involve the grant of share appreciation rights which may vest subject (amongst other things) to the level of total shareholder return (TSR) achieved in the vesting period, relative to an appropriate index.

Under the LTI Plan, the board has the discretion, subject to ASX Listing Rule requirements, to grant share appreciation rights ("SARs") to executives as long term incentives. The board has determined that 25% of senior executive's total remuneration would be long term incentives in the form of SARs, with the number of SARs granted based on the value of a SAR.

A SAR is a right to receive either or both a cash payment or shares in the Company, as determined by the board, subject to the Company satisfying certain conditions, including performance conditions.

The LTI Plan provides that the amount of the cash payment or the number of shares in the Company that the participant receives on exercise of the SAR is based on the value of the SAR at the time it is exercised ("SAR Value"). The SAR Value is the excess, if any, of the volume weighted average price ("VWAP") of shares in the Company for the ten business day period up to the date before the date the SAR is exercised over the VWAP of shares in the Company for the ten business day period up to the day before the "Effective Allocation Date" for the SARs. The Effective Allocation Date for the SARs is the grant date of the SARs or any other day determined by the board, at the time of the grant. The Effective Allocation Date would generally be the date the executive's entitlement was determined.

If the board determines that the SARs are to be satisfied in cash, the amount of cash that the participant receives on the exercise of the SARs is the SAR Value multiplied by the number of SARs exercised (less any deduction for taxes that the Company is required to make from the payment). If the board determines that the SARs are to be satisfied in shares, the number of shares that the participant receives on the exercise of the SARs is the SAR Value divided by the volume weighted average price of shares in the Company for the ten business day period up to the day before the day the SARs are exercised. Where the number of shares calculated is not a whole number, it will be rounded down to the nearest whole number.

No price is payable by a participant in the Long Term Incentive Plan on the exercise of a SAR.

Employee Option Scheme

The issue of securities under the Employee Option Scheme was approved by shareholders for the purposes of ASX Listing Rules at the 2008 annual general meeting. The scheme is open to permanent full time or part time employees of the Company. Executive directors and the Company's senior executives were eligible to participate until April 2010, when the board resolved to modify the remuneration arrangements for the Company's senior executives.

The maximum number of ordinary shares in respect of which options may be issued pursuant to the Employee Option Scheme, together with the number of partly paid ordinary shares on issue pursuant to any other employee share scheme of the Company, must not exceed 5% of the number of ordinary shares in the Company on issue from time to time.

Each option entitles the employee to subscribe for one share in the Company and each option expires 5 years from the date of issue. Options granted are progressively exercisable in three equal tranches from dates which are 12, 24 and 36 months after grant date. Upon exercise of the option, only one cent of the exercise price will be payable, with the balance being paid at the expiration of the period which is 5 years from the date of the issue of the options.

The exercise price will be the greater of:

- The price determined by directors but will not be less than the weighted average sale price per share of all sale prices at which fully paid ordinary shares are sold on ASX during the period of 5 business days ending on the business day prior to the date of the directors' meeting at which the directors resolved to grant the option; and
- 20 cents per option.

The option exercise prices are subject to adjustment in certain circumstances in line with ASX Listing Rule 6.22.2.

Employee Performance Incentive Plan

In April 2010, the board resolved to modify the remuneration arrangements such that no new options are intended to be issued under the Company's Employee Performance Incentive Plan.

Prior to April 2010, employees, including executive directors, were eligible to participate in the Employee Performance Incentive Plan. The issue of securities under the Employee Performance Incentive Plan was approved by shareholders for the purposes of ASX Listing Rules at the 2009 annual general meeting.

The number of options granted under the Employee Performance Incentive Plan was subject to the performance of relevant employees. Eligible employees were required to achieve at least 50% of agreed annual performance objectives before options would be granted. The number of options granted was equal to the percentage of performance objective achievement multiplied by the maximum number of options able to be granted. The maximum number of options able to be granted to an employee in any financial year was 60% of the total number of options granted to the relevant employee under the Company's employee share scheme.

Options granted under the Employee Performance Incentive Plan are subject to the following restrictions on exercise:

- Options are not exercisable unless and until the five day volume average weighted price of the Company's ordinary shares equals or exceeds a share price "hurdle" in excess of the exercise price determined by the board at the date of grant of the options. Until such time, all options otherwise exercisable are not able to be exercised; and
- Subject to the Company's share price exceeding the hurdle, options granted are progressively exercisable in three equal tranches from dates which are 12, 24 and 36 months after grant date.

Options/share appreciation rights issued

During the financial year, the company issued 2,000,000 options under the Employee Option Scheme. The exercise price of these options is A\$0.27 per option with a share price hurdle of A\$0.35 to be achieved before the options are exercisable. The assessed fair value at grant date of these options was A\$0.1031 per option.

The company issued 1,000,000 options to a third party consultant on 10 January 2012. The exercise price of these options is A\$0.215 per option with a share price hurdle of A\$0.265 to be achieved before the options are exercisable.

The company issued 2,000,000 options to third party consultants on 28 May 2012. The exercise price of these options is A\$0.27 per option with a share price hurdle of A\$0.35 to be achieved before the options are exercisable.

6,478,276 share appreciation rights were issued under the Long Term Incentive Plan. The exercise price of these SARs is A\$0.3189 with performance hurdles to be achieved prior to exercise. The independently assessed fair value at grant date of these share appreciation rights was A\$0.1514 per SAR.

The fair value at grant date is independently determined using a Black-Scholes option pricing model that takes into account the exercise price, the term of the option/SAR, the impact of dilution, the share price at grant date and expected volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option/SAR.

The model inputs for the grant of employee options during the financial year ended 30 June 2012 included:

Grant date	28 May 2012
Expiry date	28 May 2017
Exercise price	A\$0.27
Share price at grant date	A\$0.26
Expected price volatility	44.8% p.a.
Risk free rate	2.65% p.a.
Expected dividend yield	0.00% p.a.

The model inputs for the grant of general options during the financial year ended 30 June 2012 included:

Grant date	10 January 2012
Expiry date	10 April 2015
Exercise price	A\$0.215
Share price at grant date	A\$0.21
Expected price volatility	43.5% p.a.
Risk free rate	3.219% p.a.
Expected dividend yield	0.00% p.a.

Grant date	28 May 2012
Expiry date	28 August 2015
Exercise price	A\$0.27
Share price at grant date	A\$0.26
Expected price volatility	46.9% p.a.
Risk free rate	2.475% p.a.
Expected dividend yield	0.00% p.a.

The model inputs for the grant of share appreciation rights during the financial year ended 30 June 2012 included:

Grant date	5 August 2011
Expiry date	5 August 2016
Exercise price	A\$0.3189
Share price at grant date	A\$0.27
Expected price volatility	47.5% p.a.
Risk free rate	4.96% p.a.
Expected dividend yield	0.00% p.a.

Expenses arising from share-based payment transactions

Total expenses arising from share-based payment transactions recognised during the financial year as part of employee benefits expense in profit or loss were as follows:

	Consolidated	
	2012	2011
	US\$'000	US\$'000
Share Appreciation Rights issued under:		
Long Term Incentive Plan	657	242
Options issued under:		
Employee Option Scheme	110	190
Employee Performance Incentive Plan	126	352
Total employee share based payment expense	893	784

Options/SARs in respect of which expiry dates were modified during the financial year

No options/SARs were modified during the financial year.

Options/SARs exercised during the financial year

During the financial year 1,950,000 options were exercised by employees, such that the company issued a corresponding number of ordinary shares, partly paid to A\$0.01 in accordance with the Employee Performance Incentive Plan.

No SARs were exercised during the financial year.

Options/SARs lapsing or cancelled during the financial year

During the financial year, 20,110,000 unlisted employee options exercisable at A\$0.33 on 31 August 2011 lapsed. No SARs lapsed or were cancelled during the financial year.

Options/SARs exercised and options/SARs issued subsequent to 30 June 2012

On 13 August 2012, 9,561,936 share appreciation rights were granted under the Long Term Incentive Plan. Of the 9,561,936 SARs granted, 3,876,460 are proposed to be issued to an executive director and are therefore granted subject to shareholder approval at the 2012 annual general meeting.

On 17 September 2012, 500,000 options were granted under the Employee Option Scheme.

No options or SARs have been exercised subsequent to financial year end.

	Consolidated	
	2012	2011
	US\$'000	US\$'000

Note 34. Employee entitlements**Employee entitlement liabilities are included within:**

Current – other creditors (Note 17)	544	492
Non-current - other creditors (Note 20)	110	180

	Number	
	2012	2011
Employee numbers		
Average number of employees during financial year	13	10

Note 35. Contingent assets

There were no contingent assets as at 30 June 2012 or 30 June 2011.

Note 36. Contingent liabilities

The Group had contingent liabilities as at 30 June 2012 and 30 June 2011 that may become payable in respect of:

In accordance with normal oil and gas industry practice, the Group has entered into joint venture operations and farm-out agreements with other parties for the purpose of exploring and developing its permit or licence interests. If a participant to a joint venture operation defaults and fails to contribute its share of joint venture obligations, then the remaining joint venture participants are jointly and severally liable to meet the obligations of the defaulting participant. In this event, the interest in the permit or licence held by the defaulting participant may be redistributed to the remaining participants. In the event of a default, a contingent liability exists in respect of expenditure commitments due to be met by the Group in respect of defaulting joint venture participants.

No material losses are anticipated in respect of any of the above contingent liabilities.

Note 37. Events after balance sheet date

Other than the matters disclosed in this report, there has not been any matter or circumstance which has arisen since 30 June 2012 that has significantly affected, or may significantly affect:

- The Group's operations in future financial years; or
- The results of those operations in future financial years; or
- The Group's state of affairs in future financial years.

The financial statements were authorised for issue by the Board of Directors on 27 August 2012. The Board of Directors has the power to amend and reissue the financial statements.

Note 38. Commitments for expenditure**(i) Non-cancellable operating leases**

The Group leases various office premises in Sydney and PNG under non-cancellable operating leases expiring within 1 to 5 years. The leases have varying terms, escalation clauses and renewal rights. On renewal, the terms of the leases are renegotiated.

	Consolidated	
	2012	2011
	US\$'000	US\$'000
Commitments for minimum lease payments in relation to non-cancellable operating leases, not recognised in the financial statements, are payable as follows:		
Within one financial year	618	625
Later than one financial year but not later than 5 financial years	987	329
	1,605	954

(ii) Finance leases

The Group leases plant and equipment with a carrying value of US\$19,096,939 under a finance lease expiring within 1 year. Under the terms of the lease, the Group has the option to acquire the asset at a price anticipated to be significantly below the market value of the asset on expiry of the lease term.

	Consolidated	
	2012	2011
	US\$'000	US\$'000
Commitments in relation to finance leases are payable as follows:		
Within one financial year	7,950	6,755
Later than one financial year but not later than 5 financial years	-	7,908
Minimum lease payments	7,950	14,663
Less: Future finance charges	(318)	(1,163)
Recognised as a lease liability (refer Note 19)	7,632	13,500

(iii) Remuneration commitments

Commitments for the payment of remuneration under long-term employment contracts, not recognised in the financial statements, are payable as follows:

	Consolidated	
	2012 US\$'000	2011 US\$'000
Within one financial year	2,078	2,106
Later than one financial year but not later than 5 financial years	4,362	6,531
	6,440	8,637

Note 39. Exploration and development commitments

The Group has entered into joint venture operations for the purpose of exploring, developing and producing from certain petroleum permits or licences. To maintain existing interests or rights to earn interests in those ventures the Group will be expected to make contributions to ongoing exploration and development programs. Since such programs are subject to continual review by operating committees, upon which the Group is represented, the extent of future contributions in accordance with these arrangements is subject to continual renegotiation.

Subject to the above mentioned limitations, the directors have prepared the following disclosure of exploration and development expenditure commitments not recognised in the financial statements. These are payable as follows, based on current status and knowledge of estimated quantum and timing of such commitments by segment.

	New Zealand Development	New Zealand Exploration	China Exploration & Development	Papua New Guinea Exploration & Development	Total
2012	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
Within one financial year	1,944	1,521	67,681	114,662	185,808
Later than one financial year but not later than 5 financial years	-	-	-	28,955	28,955
Total	1,944	1,521	67,681	143,617	214,763

	New Zealand Development	New Zealand Exploration	China Exploration & Development	Papua New Guinea Exploration	Total
2011	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
Within one financial year	1,168	1,274	49,461	33,521	85,424
Later than one financial year but not later than 5 financial years	-	-	36,341	-	36,341
Total	1,168	1,274	85,802	33,521	121,765

The above commitments may be deferred or modified with the agreement of the host government, by variations to the terms of individual permits or licences, or extensions to the terms thereof. Another factor likely to delay timing of these commitments is the potential lack of availability of suitable drilling rigs in the area of interest.

The commitments may also be reduced by the Group entering into farm-out agreements or working interest trades, both of which are typical of the normal operating activities of the Group.

In addition to the above commitments, the Group has invested funds in other exploration permits or licences, but is not exposed to a contingent liability in respect of these, as it may choose to exit such permits or licences at any time at no cost penalty other than the loss of the permits or licences.

If a participant to a joint venture operation defaults and fails to contribute its share of joint venture obligations, the remaining joint venture participants are joint and severally liable to meet the obligations of the defaulting participant. In this event, the interest in the permit or licence held by the defaulting participant may be redistributed to the remaining participants. In the event of a default, a contingent liability exists in respect of expenditure commitments due to be met by the Group in respect of defaulting joint venture participants.

	Consolidated	
	2012	2011
	US\$'000	US\$'000
Note 40. Reconciliation of profit after income tax to net cash flows from operating activities		
Profit for financial year	7,647	34,936
Exploration and development expenditure written off/expensed	303	-
Depreciation expense	469	302
Movement in employee entitlement liabilities	29	100
Non-cash employee share benefit expense	893	784
Non-cash share option expense	-	1,764
Amortisation expense	7,591	10,324
Amortisation of prepaid financing costs	737	446
Provision for restoration	613	398
Profit on sale of assets	-	(22,000)
Unrealised movement in value of convertible bond conversion rights	(4,967)	3,351
Non-cash convertible bond interest expense	3,938	-
Net unrealised foreign currency losses/(gains)	50	(51)
<i>Change in operating assets and liabilities:</i>		
(Increase) in trade debtors	(4,040)	(87)
Decrease in other debtors and prepayments	15	944
(Increase)/decrease in inventory	(239)	318
Decrease in deferred tax assets/liabilities	3,962	1,776
(Decrease)/increase in tax payable	(3,850)	6,859
(Decrease)/increase in trade creditors	(25)	1,640
(Decrease) in other creditors	(99)	(126)
Net cash inflow from operating activities	13,027	41,678

	Consolidated	
	2012	2011
	US\$'000	US\$'000
Note 41. Non-cash financing and investing activities		
Carry utilised to fund the Group's share of capital expenditure on PNG licences ¹	-	633
	-	633

¹ Consideration drawn down under the sale to Talisman Energy Inc. of a 50% interest in PRL 4, PNG.

	Consolidated	
	2012	2011
	US cents	US cents
Note 42. Earnings per share		
(a) Basic earnings per share		
From continuing operations attributable to the ordinary equity holders of the company	0.68	3.09
From discontinued operation	-	-
Total basic earnings per share attributable to the ordinary equity holders of the company	0.68	3.09
(b) Diluted earnings per share		
From continuing operations attributable to the ordinary equity holders of the company	0.68	3.08
From discontinued operation	-	-
Total diluted earnings per share attributable to the ordinary equity holders of the company	0.68	3.08

	2012 Number	2011 Number
Weighted average number of shares used as the denominator		
Weighted average number of ordinary shares used as the denominator in calculating basic earnings per share	1,132,812,335	1,131,448,583
Weighted average number of ordinary shares and potential ordinary shares used as the denominator in calculating diluted earnings per share	1,132,895,274	1,134,074,862

	2012 US\$'000	2011 US\$'000
Reconciliation of earnings used in calculating earnings per share		
Profit/(loss) attributable to the ordinary equity holders of the company used in calculating earnings per share		
Basic earnings per ordinary share:		
from continuing operations	7,647	34,936
from discontinued operations	-	-
	7,647	34,936
Diluted earnings per ordinary share:		
from continuing operations	7,647	34,936
from discontinued operations	-	-
	7,647	34,936

Information concerning the classification of securities

(a) Partly paid ordinary shares

Partly paid ordinary shares carry the rights of fully paid ordinary shares and to that extent they have been recognised as ordinary share equivalents in the determination of basic earnings per share.

Details regarding the partly paid ordinary shares are set out in Note 24.

(b) Options and share appreciation rights granted as compensation

Options and share appreciation rights granted to employees under the Long Term Incentive Plan, Employee Option Scheme or Employee Performance Incentive Plan; and general options issued, are included in the calculation of diluted earnings per share to the extent to which they are dilutive. They have not been included in the determination of basic earnings per share.

Details regarding the options and share appreciation rights are set out in Note 33.

(c) Convertible bonds

Convertible bonds issued during the year are included in the calculation of diluted earnings per share to the extent to which they are dilutive from their date of issue. They have not been included in the determination of basic earnings per share.

Details regarding the convertible bonds are set out in Note 19 and 21.

Note 43. Parent entity financial information**(i) Summary financial information**

The individual financial statements for the parent entity show the following aggregate amounts:

	Parent Entity	
	2012 US\$'000	2011 US\$'000
Balance sheet		
Current assets	7,606	49,596
Total assets	226,979	210,966
Current liabilities	5,814	4,790
Total liabilities	85,807	85,353
<i>Shareholders' equity</i>		
Issued capital	126,686	125,976
Share based payments reserve	7,498	6,605
Retained Earnings/(accumulated losses)	6,988	(6,968)
	141,172	125,613
Profit for the year	13,955	17,511
Total comprehensive income	13,955	17,511

(ii) Guarantees entered into by the parent entity

The parent entity has provided guarantees in respect of bank loans and leases of its subsidiaries amounting to US\$40,632,000 (2011: US\$13,500,000).

No liability has been recognised in accordance with the accounting policy set out in Note 1(y). After factoring in the likelihood that the parent entity would be required to perform under the guarantees the fair value of the liability was not considered material.

(iii) Contingent liabilities of the parent entity

The parent entity did not have any contingent liabilities as at 30 June 2012 or 30 June 2011. For information about guarantees given by the parent entity, please see above.

(iv) Contractual commitment for the acquisition of property, plant or equipment

As at 30 June 2012, the parent entity had no contractual commitments for the acquisition of property, plant or equipment (30 June 2011 – US\$Nil).

DISTRIBUTION OF EQUITY SECURITIES

The distribution of equity security holders ranked according to size at 24 September 2012 was as follows:

Size of holding	Class of equity security			
	Ordinary shares	Share appreciation rights	Convertible bonds	
	Shares	Unlisted options		
1 to 1,000	394	-	-	1
1,001 to 5,000	1,039	-	-	-
5,001 to 10,000	1,081	-	-	-
10,001 to 100,000	3,105	-	-	-
100,001 and over	807	16	3	-
Total	6,426	16	3	1

A total of 523 holders held less than a marketable parcel of 1,613 ordinary shares.

TWENTY LARGEST SHAREHOLDERS

The names of the twenty largest shareholders of the Company's fully paid ordinary shares are listed below:

	Name	No. of ordinary shares	% of issued ordinary shares
1	J P Morgan Nominees Australia Limited	142,339,178	12.59
2	Citicorp Nominees Pty Limited	136,497,871	12.07
3	Austral-Asia Energy Pty Ltd	129,792,176	11.48
4	National Nominees Limited	116,535,580	10.31
5	HSBC Custody Nominees (Australia) Limited	65,872,215	5.83
6	BNP Paribas Noms Pty Ltd	16,460,353	1.46
7	V L H Pty Ltd	14,802,607	1.31
8	Bond Street Custodians Limited	13,601,479	1.20
9	Berne No 132 Nominees Pty Ltd	11,686,575	1.03
10	Macquarie Bank Limited	11,681,729	1.03
11	RBC Dexia Investor Services Australia Nominees Pty Limited	11,296,233	1.00
12	Mr Douglas Thomas Nicholas & Mr Graeme Douglas Nicholas	9,505,073	0.84
13	Hydra Energy Services Pty Ltd	7,874,587	0.70
14	UBS Nominees Pty Ltd	7,752,556	0.69
15	Finot Pty Ltd	7,750,000	0.69
16	Grizzley Holdings Pty Limited	7,447,948	0.66
17	Mr Angus Douglas & Mrs Susan Jane Douglas	7,000,000	0.62
18	Douglas Financial Consultants Pty Ltd	6,600,000	0.58
19	Mr David Harvey Peek	6,298,312	0.56
20	Mr Geoffrey Victor Day & Mrs Anne Margaret Day	6,000,000	0.53
	Total	736,794,472	65.16

ISSUED SECURITIES

Issued securities as at 24 September 2012:

Security	Number on issue	Number of holders
Ordinary fully paid shares ¹	1,130,811,515	6,426
Ordinary partly paid shares ¹	3,450,000	2
Unlisted employee options	18,796,000	10
Unlisted general options	19,000,000 ²	6
Unlisted share appreciation rights	22,734,040 ³	3
5.5% Convertible bonds of US\$200,000 each ⁴	400	1

1. The Company's ordinary fully and partly paid shares are listed on the Australian Securities Exchange.

2. 15,000,000 general options are held by Petsec America Pty Limited

3. 3,876,460 unlisted share appreciation rights have been issued subject to shareholders' approval at the 2012 Annual General Meeting.

4. The Company's 5.5% convertible bonds are listed on the Singapore Securities Exchange, with BT Globenet Nominees Limited the registered holder of the global certificate for 100% of the bonds.

SUBSTANTIAL HOLDERS

Substantial holders in the Company are set out below:

Ordinary shares	No. of ordinary shares	% of issued ordinary shares
Austral-Asia Energy Pty Limited as trustee for Triplex Global Ventures Limited	165,944,665	14.68
Commonwealth Bank of Australia	93,280,110	8.25
Northcape Capital Pty Limited	57,463,584	5.08
Eley Griffiths Group Pty Limited	56,575,090	5.00
Total	373,263,449	33.01

VOTING RIGHTS

a) Ordinary shares – fully paid

Voting of members is governed by the Company's Constitution. In summary, every member present in person or by proxy attorney or representative shall have one vote on a show of hands and one vote for each share on a poll.

b) Ordinary shares – partly paid

Voting of members is governed by the Company's Constitution. In summary, every member present in person or by proxy attorney or representative shall have one vote on a show of hands and upon a poll, is entitled to one vote to the proportion of the total issue price then paid up.

c) Options (employee/general) - unlisted

No voting rights.

d) Share appreciation rights - unlisted

No voting rights.

e) 5.5% Convertible bonds

One vote for each bond, but limited to matters affecting the rights of such bonds.

AIFRS	Australian equivalents to International Financial Reporting Standards
ASIC	Australian Securities and Investments Commission
ASX	Australian Securities Exchange
bbl(s)	Blue barrel(s), oil barrel volume is 0.159 cubic metres
bcf	Billion cubic feet of natural gas
boe	Barrel of oil equivalent. The factor used to convert gas to oil equivalent is based upon an approximate energy value of 6,000 cubic feet per barrel and not price equivalence at the time
boepd	Barrel of oil equivalent per day
bopd	Barrel of oil per day inclusive of NGLs
CNOOC	China National Offshore Oil Corporation
DEC	Department of Environment and Conservation (PNG)
DPE	Department of Petroleum and Energy (PNG)
EBITDAX	Earnings before interest, tax, depreciation, depletion and amortisation, and exploration expenses
ESP	Electrical submersible pump
FID	Final investment decision
FPSO	Floating production, storage and offloading vessel
GST	Goods and services tax
JOA	Joint operating agreement
km	Kilometres
LIBOR	London inter-bank offered rate
LNG	Liquefied natural gas
mmbbl/mmbo	Million barrels of oil
mmboe	Million barrels of oil equivalent
NDRC	National Development and Reform Commission
NGL(s)	Natural gas liquid(s)
ODP	Overall Development Plan
PL	Pipeline Licence
PDL	Petroleum development licence
PEP	Petroleum exploration permit
PMP	Petroleum mining permit
PRL	Petroleum retention licence
Reserves	Reserves as included in this report refers to both proven and probable reserves (2P). Proven and probable reserves are reserves that analysis of geological and engineering data suggests are more likely than not to be recoverable – there is at least a 50% probability that reserves recovered will exceed proven and probable reserves.
Contingent Resources	The company's technically recoverable proven and probable resources (2C) for its discovered oil and gas fields are classified as contingent resources. These resources would be expected to be booked in reserves (proven and probable reserves) once commercialisation arrangements have been finalised.
PSA	Production Sharing Agreement
PNG	Papua New Guinea
SDA	Supplemental Development Agreement
USD / US\$	United States dollars
WHP	Wellhead platform
WOU	Workover unit
2D Seismic	Seismic recorded in 2 dimensions
3D Seismic	Seismic recorded in 3 dimensions

Board of Directors	Fraser Ainsworth AM (Chairman) Brent Emmett (Chief Executive Officer) John Humphrey Gerrit de Nys Andrew Stock
Company Secretary	Michael Sheridan
Assistant Company Secretary	Richard Beament
Australian Registered Office (Principal place of business)	Level 7, 134 William Street, Woolloomooloo NSW 2011 Telephone: +(612) 9332 5000 Facsimile: +(612) 9332 5050 E-mail: exploration@horizonoil.com.au Web site: www.horizonoil.com.au
Domicile and country of incorporation	Australia
Share Registrar	Boardroom Pty Limited Level 7, 207 Kent Street SYDNEY NSW 2000 Telephone: +(612) 9290 9600
Convertible Bond Registrar	Deutsche Bank Luxembourg S.A. 2, Boulevard Konrad Adenauer L-1115, Luxembourg
Solicitors	King & Wood Mallesons Level 30 Waterfront Place 1 Eagle Street BRISBANE QLD 4000
Auditor	PricewaterhouseCoopers Riverside Centre 123 Eagle Street BRISBANE QLD 4000
Trustee for convertible bond holders	DB Trustees (Hong Kong) Limited Level 52, International Commerce Centre 1 Austin Road West Kowloon HONG KONG
Stock Exchanges	Horizon Oil Limited shares are listed on the ASX (ASX code: HZN) Horizon Oil Limited convertible bonds are listed on the Singapore Securities Exchange (SGX)
Notice of annual general meeting	The Annual General Meeting of Horizon Oil Limited will be held at Mezzanine Level, Robinson / William Room, Bayview Boulevard Sydney, 90 William Street, Sydney Time: 10.00am Date: 22 November 2012

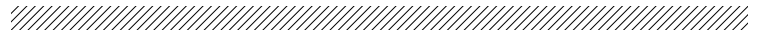


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Notice of **2012** Annual General Meeting



The Annual General Meeting (“AGM”) of the members of Horizon Oil Limited ABN 51 009 799 455 (the “Company”) will be held at 10.00 am (Sydney time) on Thursday 22 November 2012 at Mezzanine Level, Robinson/William Room, Bayview Boulevard Hotel, 90 William Street, Sydney New South Wales, 2011 to transact the business set out below.

Members should refer to the accompanying Explanatory Memorandum for further information concerning the business to be carried out at the AGM.

Business

1 Consideration of reports

To receive and consider the Annual Financial Statements, the Directors’ Report and the Independent Audit Report of the Company for the year ended 30 June 2012.

Note: There is no requirement for members to pass a resolution on these reports.

2 Remuneration Report

To consider and, if thought appropriate, to pass the following as an ordinary resolution:

“That the Remuneration Report for the year ended 30 June 2012 (set out in the Directors’ Report) be adopted.”

Note: This resolution is advisory only and does not bind the Company or the directors. Further information in relation to this advisory resolution is set out in the Explanatory Memorandum attached to this Notice of Meeting.

Voting exclusion statement – Item 2

No votes may be cast on this item by or on behalf of members of the key management personnel of the Company (“KMP”) or their closely related parties, whether as shareholder or proxy.

However, a vote may be cast on Item 2:

- by a member of the KMP, or their closely related party, if the vote is cast as a proxy for a person who is entitled to vote on this item, and the proxy is appointed by way of a proxy form that directs how the proxy is to vote on the item; or
- by the Chairman of the meeting, if the vote is cast as a proxy appointed in writing that does not specify the way the proxy is to vote on the resolution, and expressly authorises the Chairman of the meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

If you appoint the Chairman of the meeting as your proxy, and you do not direct your proxy how to vote on Item 2, you will be expressly authorising the Chairman of the meeting to exercise your proxy even if Item 2 is connected directly or indirectly with the remuneration of a member of the KMP. The Chairman intends to vote all undirected proxies in favour of Item 2.

3 Election of director – Mr John Humphrey

To consider and, if thought appropriate, to pass the following as an ordinary resolution:

“That John Humphrey, a non-executive director retiring in accordance with the Company’s Constitution, being eligible, is re-elected as a non-executive director of the Company.”

Further information in relation to this resolution and Mr Humphrey is set out in the Explanatory Memorandum attached to this Notice of Meeting.

4 Approval of 2012 grant of long term incentives to Mr Brent Emmett, chief executive officer and executive director

To consider, and if thought appropriate, to pass the following as an ordinary resolution:

“That the grant of up to 3,876,460 securities (including share appreciation rights and shares) under the Long Term Incentive Plan (“LTIP”) to Mr Brent Emmett (chief executive officer and executive director), as set out in the attached Explanatory Memorandum to this Notice, be approved for all purposes.”

Voting exclusion statement – Item 4

The following persons may not vote on the resolution in relation to Item 4, and the Company will disregard any votes cast by:

- a director of the Company (except a director who is ineligible to participate in any employee incentive scheme in relation to the Company) and, if the Australian Stock Exchange (“ASX”) has expressed an opinion under Listing Rule 10.14.3 that approval is required for participating in an employee incentive scheme by anyone else, that person; and
- an associate of those persons.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

A vote must not be cast on Item 4 by a member of the KMP, or their closely related parties, acting as proxy, if their appointment does not specify the way the proxy is to vote on Item 4. However, this voting restriction does not apply if the member of the KMP is the Chairman of the meeting acting as proxy and their appointment expressly authorises the Chairman of the meeting to exercise the proxy even if that item is connected directly or indirectly with the remuneration of a member of the KMP.

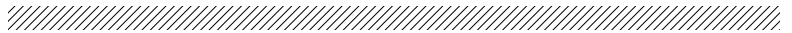
If you appoint the Chairman of the meeting as your proxy, and you do not direct your proxy how to vote on Item 4, you will be expressly authorising the Chairman of the meeting to exercise your proxy even if Item 4 is connected directly or indirectly with the remuneration of a member of the KMP. The Chairman intends to vote undirected proxies in favour of Item 4.

According to a resolution of the directors.

Dated: 4th October 2012



Michael Sheridan
Company Secretary



Determination of entitlement to attend and vote

For the purposes of the meeting and in accordance with regulation 7.11.37 of the *Corporations Regulation 2001* (Cwth) and ASX Settlement Operating Rule 5.6.1, shares will be taken to be held by the persons who are registered as members as at 7.00 pm (Sydney time) on Tuesday, 20 November 2012.

Proxies

If you are a member entitled to attend and vote, you are entitled to appoint a proxy to attend and vote on your behalf. If you are a member entitled to attend and cast two or more votes, you are entitled to appoint no more than two proxies. Where two proxies are appointed, you may specify the number or proportion of votes that each may exercise, failing which, each may exercise half of the votes. A proxy need not be a member of the Company.

If you want to appoint one proxy, please use the proxy form provided. If you want to appoint two proxies, please follow the instructions on the reverse of the proxy form.

The Company's Constitution provides that, on a show of hands, every person present and qualified to vote shall have one vote. If you appoint one proxy, that proxy may vote on a show of hands, but if you appoint two proxies, only the proxy first-mentioned in the instrument appointing the proxy may vote on a show of hands.

If you appoint a proxy who is also a member or is also a proxy for another member, your directions may not be effective on a show of hands. Your directions will be effective if a poll is required and your proxy votes.

To be effective, the proxy form must be received by Boardroom Pty Limited, by online submission or at the address or facsimile number below, or by the Company at its registered office, Level 7, 134 William Street, Woolloomooloo NSW 2011, not later than 10.00 am (Sydney time) on Tuesday, 20 November 2012, being 48 hours before the commencement of the meeting.

If the Chairman of the meeting is your proxy, and you fail to provide a voting direction in respect of Item 2 or Item 4 on the proxy form (which you may do by ticking 'For', 'Against' or 'Abstain' opposite Item 2 or Item 4, as applicable, on the proxy form), you are expressly authorising the Chairman of the meeting to vote in favour of Item 2 or Item 4, as applicable, even if that resolution is connected directly or indirectly with the remuneration of members of the KMP of the Company. The Chairman of the meeting intends to vote undirected proxies in favour of Item 2 and Item 4.

By mail:

Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001
AUSTRALIA

For delivery:

Boardroom Pty Limited
Level 7, 207 Kent Street
Sydney NSW 2000
AUSTRALIA

By fax:

Boardroom Pty Limited
+61 2 9290 9655

Admission to meeting

Members who will be attending the meeting and who will not be appointing a proxy are asked to bring the proxy form to the meeting to help with admission.

Members who do not plan to attend the meeting are encouraged to complete and return a proxy form for each of their holdings of shares in the Company.

A replacement proxy form may be obtained from the Company's external share register:

Boardroom Pty Ltd
Level 7, 207 Kent Street
Sydney NSW 2000
AUSTRALIA

Telephone: +61 2 9290 9600
Fax: +61 2 9279 0664
Email: callcentre@boardroomlimited.com.au

Questions and comments by members at the meeting

In accordance with the *Corporations Act 2001* (Cwth) and the Company's usual practice, a reasonable opportunity will be given to members as a whole to ask questions about or make comments on the management of the Company at the meeting. Similarly, a reasonable opportunity will also be given to members as a whole to ask the auditor, or their representative, questions relevant to the conduct of the audit and the preparation and content of the auditor's report.



To vote online:

STEP 1: VISIT www.boardroomlimited.com.au/vote/horizonoilagm2012

STEP 2: Enter your holding/Investment type

STEP 3: Enter your SRN/HIN and VAC (which can be located on your proxy form)

Explanatory Memorandum

This Explanatory Memorandum is an explanation of, and contains information about, the resolutions to be considered at the AGM, which are set out in the accompanying Notice of Meeting, to assist shareholders to determine how they wish to vote on the resolutions. This Explanatory Memorandum forms part of the accompanying Notice of Meeting and should be read together with the Notice of Meeting.

Items of business

1 Consideration of reports

There is no requirement for members to pass a resolution on this item. In accordance with the Corporations Act 2001 (Cwth) ("**Corporations Act**") and the Company's usual practice, the Chairman will allow a reasonable opportunity for shareholders to ask questions or make comments about the reports and the management of the Company. A reasonable opportunity will also be given to members as a whole to ask the auditor, or their representative, questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company and the independence of the auditor in relation to the conduct of the audit.

Written questions to the Company's auditor about:

- the content of the auditor's report; or
- the conduct of the audit of the reports,

must be submitted no later than Thursday 15 November 2012 to

The Company Secretary
Level 7
134 William Street
Woolloomooloo, NSW 2011
Australia
Facsimile: +61 2 9332 5050

Copies of the questions, if any, to the Company's auditor will be available at or before the AGM.

2 Remuneration Report

The Remuneration Report is contained in the Directors' Report of the Company's 2012 Annual Report. A copy of the 2012 Annual Report is available on the Company's website www.horizonoil.com.au. Shareholders who have elected, prior to the date of this Notice of Meeting, to receive a printed copy of the Company's Annual Report will be sent a hard copy of the Annual Report. Those shareholders who wish to receive a hard copy of the Annual Report in the future should contact the Company's share registry.

The Remuneration Report:

- explains the principles used by the board to determine the nature and amount of remuneration of directors and executives; and
- sets out remuneration details for each director and each named executive.

In April 2010, the board resolved to modify the remuneration arrangements for the Company's senior executives. Based on advice received from Guerdon Associates, an independent remuneration consultant, the board put in place a short term incentive scheme and substituted the existing long term incentive arrangements for the Company's senior executives with a revised long term incentive scheme, the operation of which is discussed in Item 4 below.

The Chairman will give shareholders a reasonable opportunity to ask questions about or make comments on the Remuneration Report. An advisory resolution that the Remuneration Report is adopted will then be put to a vote.

The vote on this item is advisory only and does not bind the Company or the directors. However, the board will take the outcome of this vote into consideration when reviewing the remuneration practices and policies of the Company.

3 Election of director

Mr John Humphrey

The Company Constitution provides that a director (other than the managing director) will not retain office for a period of more than three years or beyond the third annual general meeting following that persons election (whichever is greater).

Mr Humphrey is required to retire at the end of this AGM and seeks re-election in accordance with the Constitutional requirements.

Mr Humphrey, LL.B., SF Fin has been a director since February 1991. He is a member of the firm of solicitors, King & Wood Mallesons, specialising in the area of corporate law; a director of Downer EDI Limited and Wide Bay Australia Ltd; and a sitting member of the Australian Takeovers Panel. He is a former Chairman of Villa World Limited. Mr Humphrey is Chairman of the Audit Committee and a member of the Risk Management Committee.

The board acknowledges that Mr Humphrey has been a director for twenty-two years. However, given the complete change of the Group's management and re-composition of the board eleven years ago, the board considers that there is no objective or subjective reason to believe that Mr Humphrey's period of board service would in any way interfere with his ability to act in the best interests of the Company and accordingly considers that Mr Humphrey is an independent director.

The directors (with John Humphrey abstaining) recommend that you vote in favour of this ordinary resolution.

4 Approval of 2012 grant of long term incentives to Brent Emmett, chief executive officer and executive director

The Company introduced the Long Term Incentive Plan ("**LTI Plan**") during 2010 to provide annual performance incentives to the Company's key employees. Shareholders have previously approved the LTI Plan under ASX Listing Rule 7.2 (Exception 9).

On 7 August 2012, the board approved the grant of 9,561,936 share appreciation rights ("**SARs**") to employees under the LTI Plan. 3,876,460 of the SARs were approved by the board to be granted to Brent Emmett, an executive director, subject to the approval of shareholders. The remaining 5,685,476 SARs were approved to be granted to employees who are not directors of the Company. The proposed grant to Mr Emmett is on the terms and conditions as outlined overleaf:

Summary of the terms of the LTI Plan

In order to provide annual performance incentives to the Company's executives, based on advice received from Guerdon Associates, an independent remuneration consultant, the board resolved on 1 April 2010 to establish the LTI Plan to replace existing long term incentive arrangements for the Company's senior executives. Under the LTI Plan, the board has the discretion, subject to ASX Listing Rule requirements, to grant SARs to executives as long term incentives. The board has determined that 25% of senior executives' total remuneration would be long term incentives in the form of SARs, with the number of SARs granted based on the value of a SAR.

A SAR is a right to receive either or both a cash payment or shares in the Company, as determined by the board, subject to the Company satisfying certain conditions, including performance conditions.

The LTI Plan provides that the amount of the cash payment or the number of shares in the Company that the participant receives on exercise of the SAR is based on the value of the SAR at the time it is exercised ("**SAR Value**"). The SAR Value is the excess, if any,

of the volume weighted average price ("**VWAP**") of shares in the Company for the ten business day period up to the date before the date the SAR is exercised over the VWAP of shares in the Company for the ten business day period up to the day before the "Effective Allocation Date" for the SARs. The Effective Allocation Date for the SARs is the grant date of the SARs or any other day determined by the board, at the time of the grant. The Effective Allocation Date would generally be the date the executive's entitlement was determined. The VWAP of shares in the Company for the ten business day period up to the day before the Effective Allocation Date for the purposes of the 2012 SARs is A\$0.2770.

If the board determines that the SARs are to be satisfied in cash, the amount of cash that the participant receives on the exercise of the SARs is the SAR Value multiplied by the number of SARs exercised (less any deduction for taxes that the Company is required to make from the payment).

If the board determines that the SARs are to be satisfied in shares, the number of shares that the participant receives on the exercise of the SARs is the SAR Value divided by the VWAP of shares in the Company for the ten business day period up to the day before the day the SARs are exercised. Where the number of shares calculated is not a whole number, it will be rounded down to the nearest whole number.

Other key terms and conditions of the SARs that may be granted under the LTI Plan include:

Key terms & conditions	Long Term Incentive Plan
Eligible persons:	Under the terms of the LTI Plan, the Company may grant SARs to any employee. However, it is currently intended by the Company to only grant SARs under the LTI Plan to current senior executive employees including executive directors.
Exercise price:	No price is payable by a participant in the LTI Plan on the exercise of a SAR.
Performance requirements:	Under the LTI Plan, the number of SARs that vest is generally determined by reference to whether the Company achieves certain performance conditions. The number of SARs that vest is determined by reference to the Company's total shareholder return ("TSR") over the relevant period relative to that of the S&P/ASX200 Energy Index ("Index"). The number of SARs that vest is: • if the Company's TSR is equal to that of the Index ("Minimum Benchmark"), 50%; • if the Company's TSR is 14% or more above that of the Index, 100% ("Maximum Benchmark"); and • if the Company's TSR is more than the Minimum Benchmark but less than the Maximum Benchmark, a percentage between 50% and 100% based on the Company's TSR performance between the Minimum Benchmark and Maximum Benchmark. The Maximum Benchmark of 14% above the Index return equates to the performance level likely to exceed the 75th percentile of market returns of companies (weighted by company size) in the Index. Furthermore, even where these performance conditions are satisfied, the SARs will not vest unless the Company achieves a TSR of at least 10% over the relevant period. The performance conditions are tested on the date that is three years after the Effective Grant Date of the SARs, and are then re-tested every six months after that until the date that is five years after the Effective Grant Date of the SARs (the final retesting date). The performance conditions are also tested where certain circumstances occur, such as a takeover bid for the Company. The Effective Grant Date for the SARs is the date the SARs are granted, or such other date as the board determines for the SARs. If the SARs have not, pursuant to these performance conditions, vested by the final retesting date that is five years after the date the SARs are granted, the SARs will lapse.

Cessation of employment:	If a holder of SARs under the LTI Plan ceases to be employed by a member of the Horizon Oil Group, then this generally does not affect the terms and operation of the SARs. The Board does, however, under the LTI Plan have discretion, to the extent permitted by law, to cause the SARs to lapse or accelerate the date on which the SARs become exercisable.
Maximum number of shares that can be issued:	Subject to various exclusions, the maximum number of shares that may be issued on the exercise of SARs granted under the LTI Plan is capped at 5% of the total number of issued shares of the Company.
Restrictions on exercise:	A SAR cannot be exercised unless it has vested. Where a SAR vests, a participant may not exercise the SAR until the first time after the time the SAR vests that the participant is able to deal with shares in the Company under the Company's securities trading policy. SARs are exercised by submitting a notice of exercise to the Company.
Lapse:	SARs will lapse where: • the SARs have not vested by the final retesting date which is five years after the date of grant (see above); • if the SARs have vested by the final retesting date that is five years after the date of grant, the SARs have not been exercised within three months of the date that the SARs would have first been able to be exercised if they vested at the final retesting date that is five years after the date of grant. • This may be more than five years and three months from the date of grant depending on whether the holder of the SAR is able to deal with shares in the Company under the Company's securities trading policy at the date five years after the date of grant; • the employee ceases to be employed by a member of the Horizon Oil Group, and the board determines that some or all of the SARs lapse (see above); • the board determines that the employee has committed or it is evident that the employee intends to commit, any act (whether by commission or omission) which amounts or would amount to fraud or serious misconduct; or • the employee provides a notice to the Company that they wish the SARs to lapse.
Share ranking and quotation:	Shares provided pursuant to the exercise of a SAR will rank equally with the shares in the Company then on issue. Quotation on the ASX will be sought for all shares issued upon the exercise of SARs. SARs are not assignable or transferable.
No right to dividends, bonus or rights issues:	The SARs will not confer on the holder an entitlement to dividends or to participate in bonus issues or rights issues unless the Board determines that the SARs will be satisfied in shares and until the SARs are exercised and shares are provided to the holder.
No voting rights:	The SARs will not confer an entitlement to vote at general meetings of the Company unless the Board determines that the SARs will be satisfied in shares and until the SARs are exercised and shares are provided to the holder.
Non-quotation:	The Company will not apply to the ASX for official quotation of the SARs.
Capital re-organisation:	In the event of a reorganisation of the capital of the Company, the rights of the SARs holder will be changed to the extent necessary to comply with the ASX Listing Rules and shall not result in any additional benefits being conferred on SARs holders which are not conferred on members.
Effect of take-over or change of control of Company, death or disablement:	The LTI Plan contains provisions to deal with SARs where there is a take-over or change of control of the Company. Depending on the nature of the take-over or change of control event, the Company will either have the discretion or be required (if a change of control occurs) to determine a special retesting date for the performance requirements discussed above. For example, the board will have discretion to determine a special retesting date where a takeover bid is made for the Company or a scheme of arrangement is entered into. In that case, the special retesting date will be the date determined by the board. Where a statement is lodged with the ASX that a person has become entitled to acquire more than 50% of the Company, the board will be required to determine a special retesting date, and the special retesting date will be the day the statement is lodged with the ASX. The SARs may vest if the performance requirements discussed above are satisfied in relation to that special retesting date.

Shareholder approval of the grant of securities under the LTI Plan to Mr Emmett is sought for all purposes under the Corporations Act and the Listing Rules of the ASX, including Listing Rule 10.14.

As required by Listing Rule 10.15, the following information is provided in respect of the grant of SARs under the LTI Plan to an executive director:

Listing Rule		Item 4 Long Term Incentive Plan
10.15.2	The maximum number of Company's ordinary shares that may be acquired on exercise of the proposed grant of securities and the formula for calculating the number of securities to be issued:	The maximum number of shares that may be acquired by Mr Emmett is 3,876,460. The actual number of shares that may be acquired by Mr Emmett on exercise of the SARs proposed to be granted to him, is determined at the time of exercise by reference to the SAR Value at the time the SAR is exercised and the VWAP of shares in the Company for the ten business day period up to the day before the day the SAR is exercised (as described above).
10.15.3	Formula for calculating the price of securities to be acquired under the scheme:	Mr Emmett is not required to pay any price in order to acquire SARs under the LTI Plan. However, the value of what Mr Emmett receives if his SARs become exercisable is the SAR Value. This is based on the appreciation in the share price of the Company from the Effective Allocation Date until the date of exercise (see discussion above). The proposed Effective Allocation Date for Mr Emmett's SARs is 23 July 2012.
10.15.4	Names of directors and associates who have received securities under the scheme since the last approval; number received; and acquisition price:	Nil.
10.15.4A	Names of directors and associates entitled to participate in scheme:	Brent Emmett.
10.15.5	Voting exclusion statement:	Included - refer to attached Notice of Meeting.
10.15.6	Terms of any loan in relation to acquisition:	There are no loans in relation to the acquisition of SARs or securities issued under the LTI Plan.
10.15.7	Date on which securities will be issued:	Subject to shareholder approval of the issue of the SARs, within 5 business days of the Annual General Meeting, but in any event no later than 12 months after the date of the Annual General Meeting.

The directors (with Mr Brent Emmett abstaining) recommend that you vote in favour of Item 4. The Chairman intends to vote undirected proxies in favour of Item 4.

Sydney
4th October 2012

FOR ALL ENQUIRIES CALL:
(within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

FACSIMILE
1300 653 459 or
+612 9290 9655

ALL CORRESPONDENCE TO:
Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001
Australia

☐ **Your Address**
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction on the form. Securityholders sponsored by a broker should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

YOUR VOTE IS IMPORTANT

FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 10.00AM (SYDNEY TIME) ON TUESDAY 20TH NOVEMBER 2012

TO VOTE ONLINE

Reference Number:

Please note it is important you keep this confidential



STEP 1 : VISIT www.boardroomlimited.com.au/vote/horizonoilagm2012

STEP 2: Enter your holding/Investment type

STEP 3: Enter your SRN/HIN and VAC:

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 Appointment of Proxy

Indicate here who you want to appoint as your Proxy
If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must provide an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 Voting Directions to your Proxy

You can tell your Proxy how to vote

To direct your proxy how to vote, place a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

STEP 3 Sign the Form

The form **must** be signed

In the spaces provided you must sign this form as follows:

Individual: this form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders must sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting at **10.00am (Sydney time) on Thursday, 22 November 2012**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxies may be lodged using the reply paid envelope or:

BY MAIL Share Registry – Boardroom Pty Limited,
GPO Box 3993, Sydney NSW 2001 Australia

BY FAX 1300 653 459 (or if outside Australia + 61 2 9290 9655)

IN PERSON Share Registry – Boardroom Pty Limited,
Level 7, 207 Kent Street, Sydney NSW 2000 Australia

Vote online at:

www.boardroomlimited.com.au/vote/horizonoilagm2012
or turnover to complete the Form ➔

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.



STEP 1 - Appointment of Proxy

I/We being a member/s of **Horizon Oil Limited ABN 51 009 799 455** and entitled to attend and vote hereby appoint

☐

the Chairman of the Meeting (mark with an 'X')

OR

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the meeting, as my/our proxy at the **Annual General Meeting of Horizon Oil Limited to be held at Mezzanine Level, Robinson / William Room, Bayview Boulevard Hotel, 90 William Street, Sydney, New South Wales, 2011, on the 22nd of November 2012 at 10.00am (Sydney time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chairman authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chairman of the Meeting as my/our proxy or the Chairman of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Items 2 & 4, I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of these **Items** even though **Items 2 & 4** are connected with the remuneration of a member of key management personnel for Horizon Oil Limited.

The Chairman of the Meeting intends to vote all undirected proxies in favour of all Items of business (including Items 2 & 4). If you wish to appoint the Chairman of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that item.

STEP 2 - Voting directions to your Proxy – please mark ☒ to indicate your directions

Ordinary Business			For	Against	Abstain*
Item	2	To adopt the remuneration report	☐	☐	☐
Item	3	To re-elect Mr John Humphrey as director	☐	☐	☐
Item	4	To approve 2012 grant of long term incentives to Brent Emmett, chief executive officer	☐	☐	☐

In addition to the intentions advised above. The Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business.

*If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 - PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name

Contact Daytime Telephone Date / /