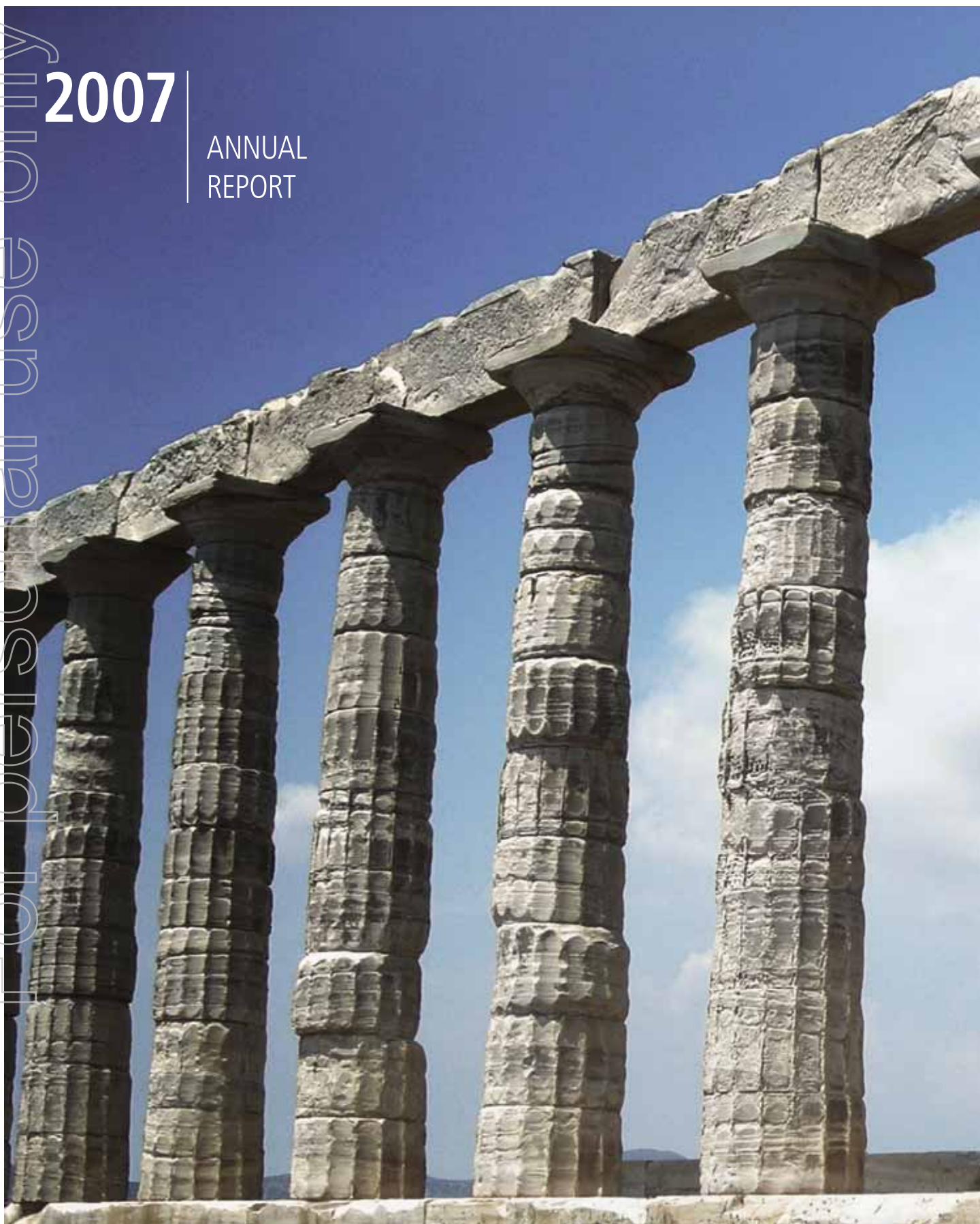


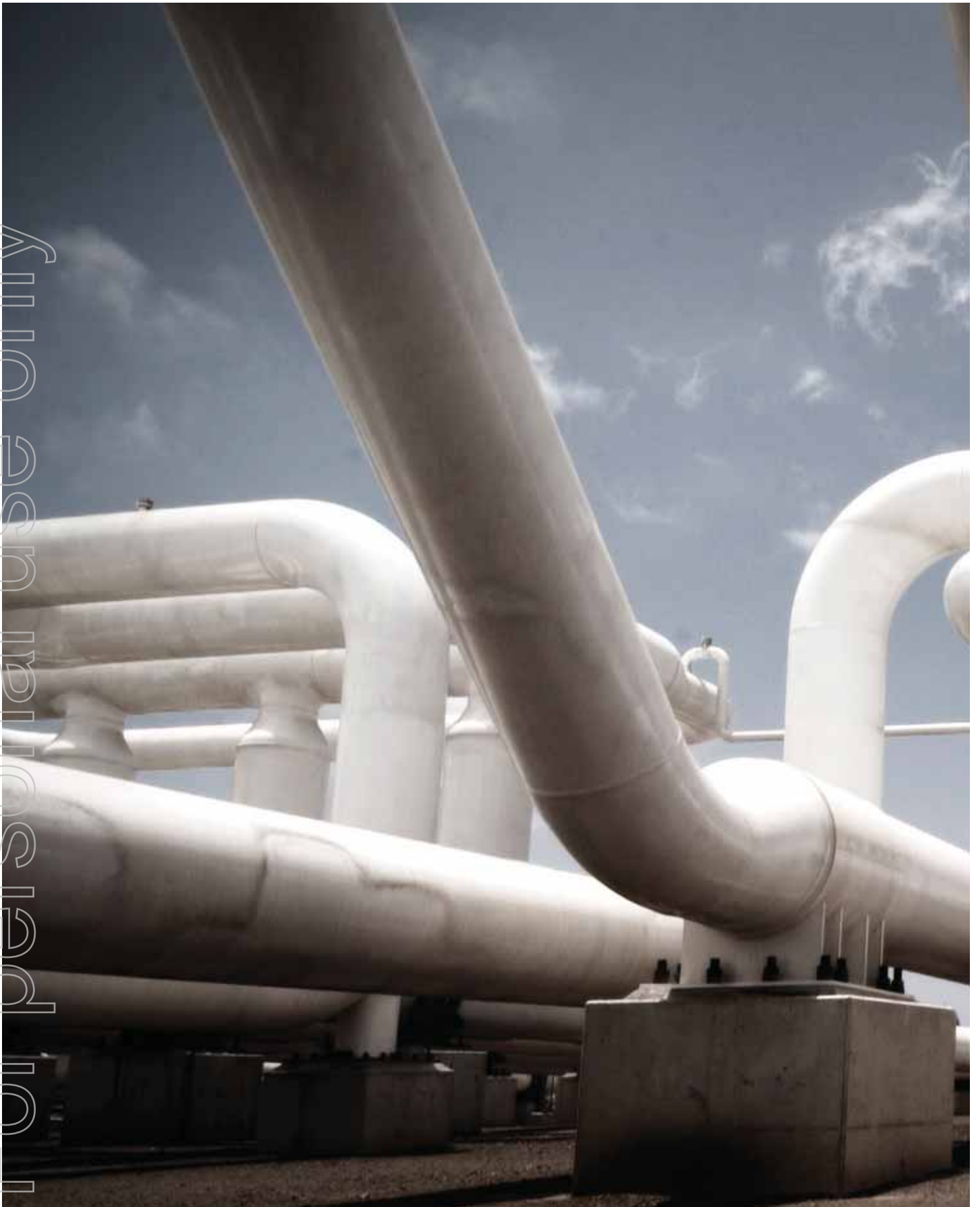
2007

ANNUAL
REPORT

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*Cover page: Temple of Poseidon,
Greece: Poseidon prospect is located
in Karoon's Browse Basin acreage
WA-315-P (49%). This page: LNG train
pipe network*

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Offshore oil and gas platform.

Summary of Activities

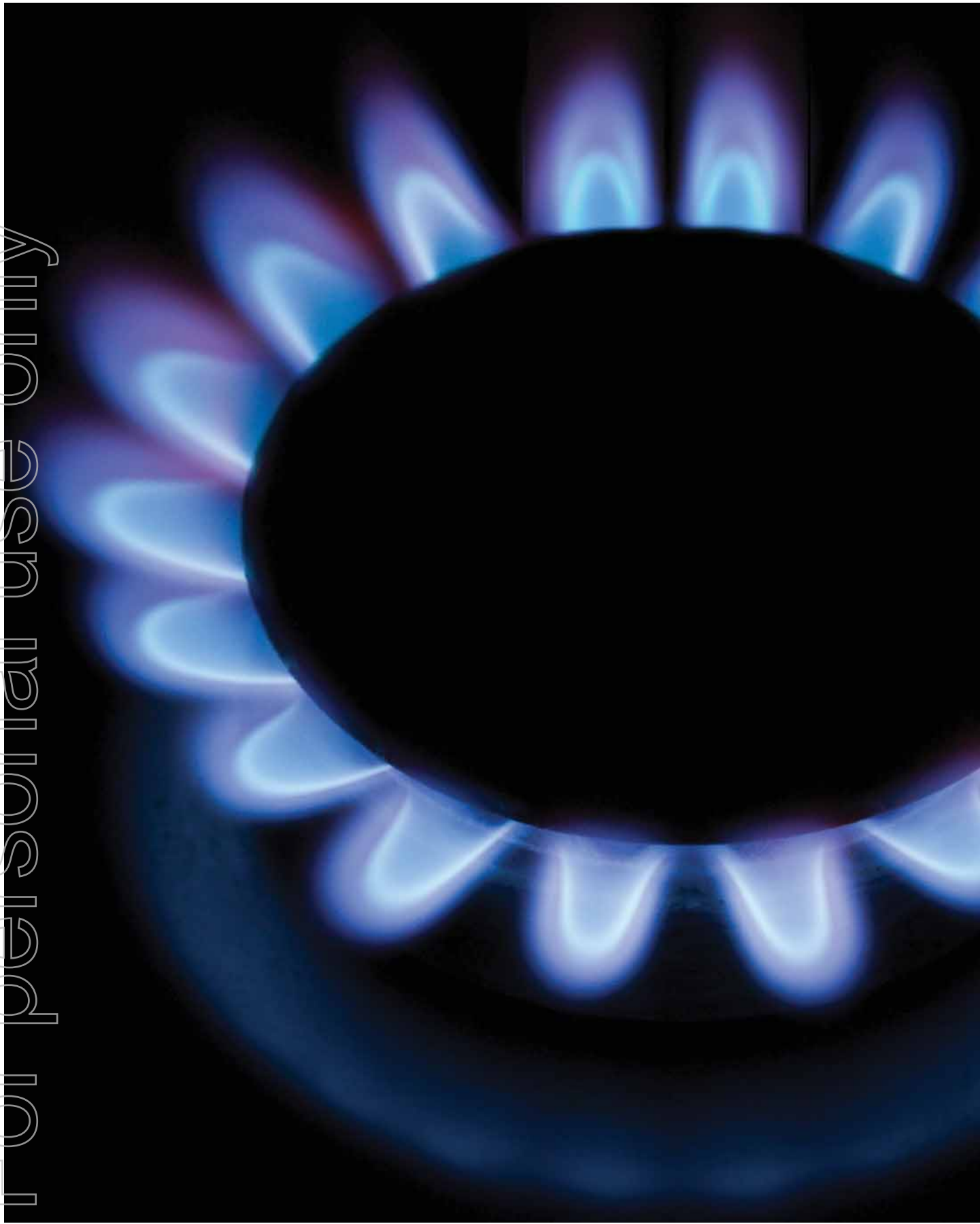
During the financial year ended 30th June 2007, Karoon carried out exploration work in Victoria and Western Australia as well as procuring a Joint Venture Partner and a new permit in the Browse Basin.

Highlights

- Establishment of a successful Joint Venture with ConocoPhillips (Browse Basin) Pty Ltd in respect to the Browse Basin WA-314-P and WA-315-P permits.
- Award of WA-398-P permit in the Browse Basin, south of the existing WA-314-P and WA-315-P permits, and immediately west of the proposed Woodside operated Terosa Development.
- Raised A\$65 million in capital to fund its ongoing exploration activities through placements to sophisticated and institutional investors. The capital raising also enabled Karoon to broaden its shareholder base with the introduction of new institutions to its share register. Funds raised will be used for the work programs in the Western Australian Browse Basin permits.
- Continued the Year-2 WA-314-P & WA-315-P permits work program commitments in the Northern Browse Basin which is approximately 300 km offshore from the Western Australian coast.
- On going seismic interpretation of prospective areas in the Browse Basin acreage to determine drilling locations.
- Drilling of the Megascolides-1 and 2 wells.
- A drilling rig has been contracted to complete 200-225 days of work in the Browse Basin in 2008 on behalf of Karoon and its joint venture partner ConocoPhillips.

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Chairman's Report

On behalf of Karoon Gas Australia Ltd ("Karoon") and the Board of Directors, I take great pleasure in presenting to you the annual report for the year ending the 30th of June 2007.

It has been an exciting year for Karoon.

Additional geological work was carried out in all of our permits and the finalisation of a Joint Venture Agreement with ConocoPhillips was completed. Karoon was also awarded a third permit in the Browse Basin Area.

The Karoon Board and management are committed to following the company policy of securing high quality hydrocarbon exploration areas with the right partner. The Board believes Karoon's Browse Basin permits are in the right place with the giant gas fields of Brecknock and Scott Reef located just south of WA-314-P and WA-315-P. The timing is excellent with current high hydrocarbon prices creating a favourable climate for exploration companies such as Karoon.

In early 2007 Karoon completed the processing of all three of the seismic surveys in WA-314-P and WA-315-P (two 3D surveys and one 2D survey). Karoon is now progressing with the interpretation of this seismic data set in preparation for the selection of drilling targets.

Karoon's estimate of risked contingent resource potential in WA-314-P and WA-315-P is 20 Trillion Cubic Feet (tcf) of gas and 600 million barrels (mmbbl) of condensate.

An arrangement has now been completed with ConocoPhillips entering into a Joint Venture Agreement in October 2006. The agreement earns ConocoPhillips 51% equity in WA-314-P and WA-315-P by paying 80% of the back costs of the seismic program and funding 80% of the cost of two wells including testing. ConocoPhillips can earn an additional 9% by funding 80% of the next US\$125million in joint venture expenditure. This is an excellent outcome for Karoon and ConocoPhillips and is a major step forward to commercial LNG and liquids production from these permits.

In May 2007 Karoon and ConocoPhillips were awarded the WA-398-P exploration permit immediately to the south of WA-315-P. This is an important addition to the current Browse Basin acreage as it secures the southern flank of the Poseidon Prospect from possible unitisation by another company. The Poseidon Prospect is one of Karoon's high graded prospects. Other exciting prospects are also present and could be important additions to the potential resource base.

In the Gippsland Basin permit PEP162, the 250 km 2D seismic survey interpretation, mapping and prospect identification was completed early in the fourth quarter 2006 in preparation for the November 2006 drilling program. The first well, Megascolid-1 was found to have insufficient permeability for production. This well was plugged and abandoned. The second well Megascolid-2 was drilled updip of Megascolid-1 but did not find the expected reservoir known as the Rintouls Creek reservoir.

The completion of the seismic surveys and the joint venture with ConocoPhillips has set the stage for a very exciting 2007/2008 in what Karoon believes will be another productive year for the oil and gas sector. The coming year provides great opportunity for Karoon shareholders and the Board would like to thank you for your continued support.

Yours Sincerely,



Robert Hosking
Executive Chairman

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Australia
Browse Basin
Gippsland Basin

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Summary of Assets

Browse Basin Asset

WA-314-P AND WA-315-P

Pursuant to the Liberty Farm-in Agreement, Karoon farmed into the Browse Basin Permits held by Liberty Petroleum in exchange for a royalty. The permits are 300 km offshore, northwest of Broome and Derby in Western Australia. Karoon has acquired a 100 percent interest in WA-314-P and WA-315-P by fulfilling the Year 2 minimum guaranteed work program of a 400 sq km 3D seismic survey in each permit.

Karoon has now farmed out up to 60% equity in both these blocks pursuant to a joint venture agreement with ConocoPhillips who is now the operator.

The Sedco-703, a reputable semi-submersible rig has been contracted for 200-225 days beginning in the third quarter 2008.

Year 3 of permits WA-314-P and WA-315-P were extended to February 11th 2009

WA-398-P

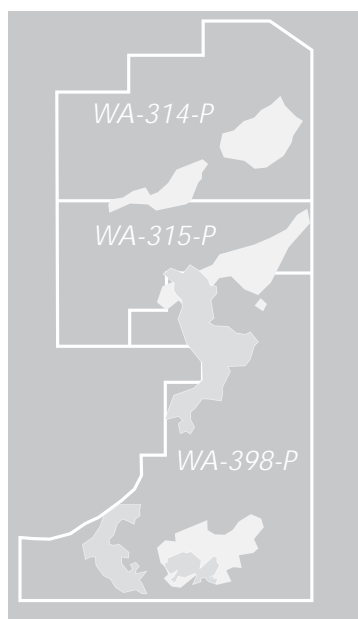
In May 2007 a joint venture between ConocoPhillips and Karoon was awarded the WA-398-P permit located immediately to the south of WA-315-P. Karoon has 40% equity and ConocoPhillips holds the remaining 60% and operatorship.

It is planned that the Year-1 well commitment will be met by combining the WA-314-P and WA-315-P drilling programs thus saving on mobilisation costs.

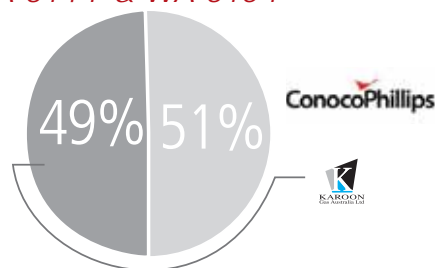
The Year-1 permit term for WA-398-P has been extended to 30th April 2009

The Karoon directors believe that these permits offer potential for gas and condensate, and if successful may offer a resource size sufficient to support a Liquefied Natural Gas (LNG) development (an approximate minimum economic quantity is 4 TCF of gas).

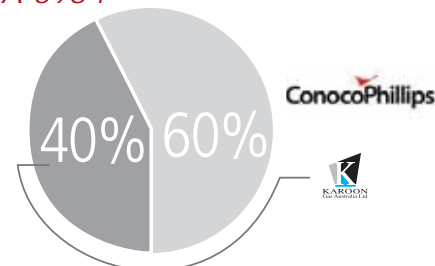
An independent report on the gas and condensate potential of the Browse Basin acreage has been prepared by a geological consultant engaged by Karoon and was presented in the May 2005 Prospectus.



WA-314-P & WA-315-P



WA-398-P



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Gippsland Basin Assets

Karoon (through its 100 percent-owned subsidiary Karoon Gas Pty Ltd) has a 100 percent registered interest in PEP162 and EL4537, within the Western on-shore Gippsland Basin of Victoria. The area of PEP162 is extensive, covering some 2950 sq km and overlays the smaller minerals lease EL4537. The permits are 100 km east of Melbourne, and are close to existing oil and gas pipelines moving oil and gas from Bass Strait to the Melbourne area.

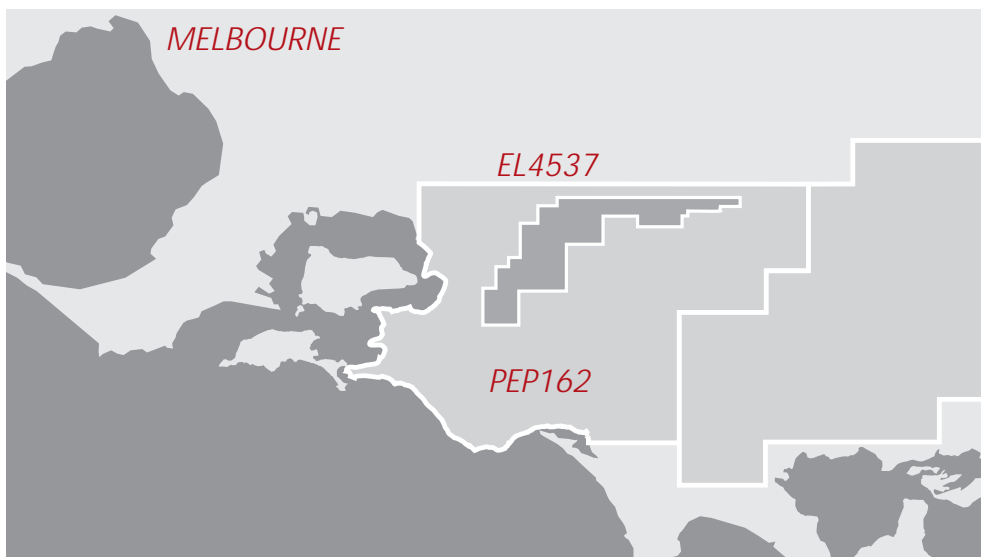
On the 17th of December 2005, Megascolides-1 was drilled on the Northern Terrace of the Narracan Trough. This was the first deep well to be drilled in the Narracan Trough. Results were favourable with confirmation of the presence of gas-bearing black coals. A total of 15 metres of black coal, occurring as interbeds less than 1-metre thick, with a gas content of 100 standard cubic feet (scf) per ton and approximate gas saturation of 30 percent was penetrated.

This well also identified a potential oil play, with the presence of a 3 to 5- metre section of net porous sands showing good fluorescence and high mud gas readings. Analysis of the extracted oil showed that a waxy crude oil was present. Petrophysical interpretation indicates up to 60 percent saturation is present in the reservoir with a porosity range between 12 percent and 15 percent.

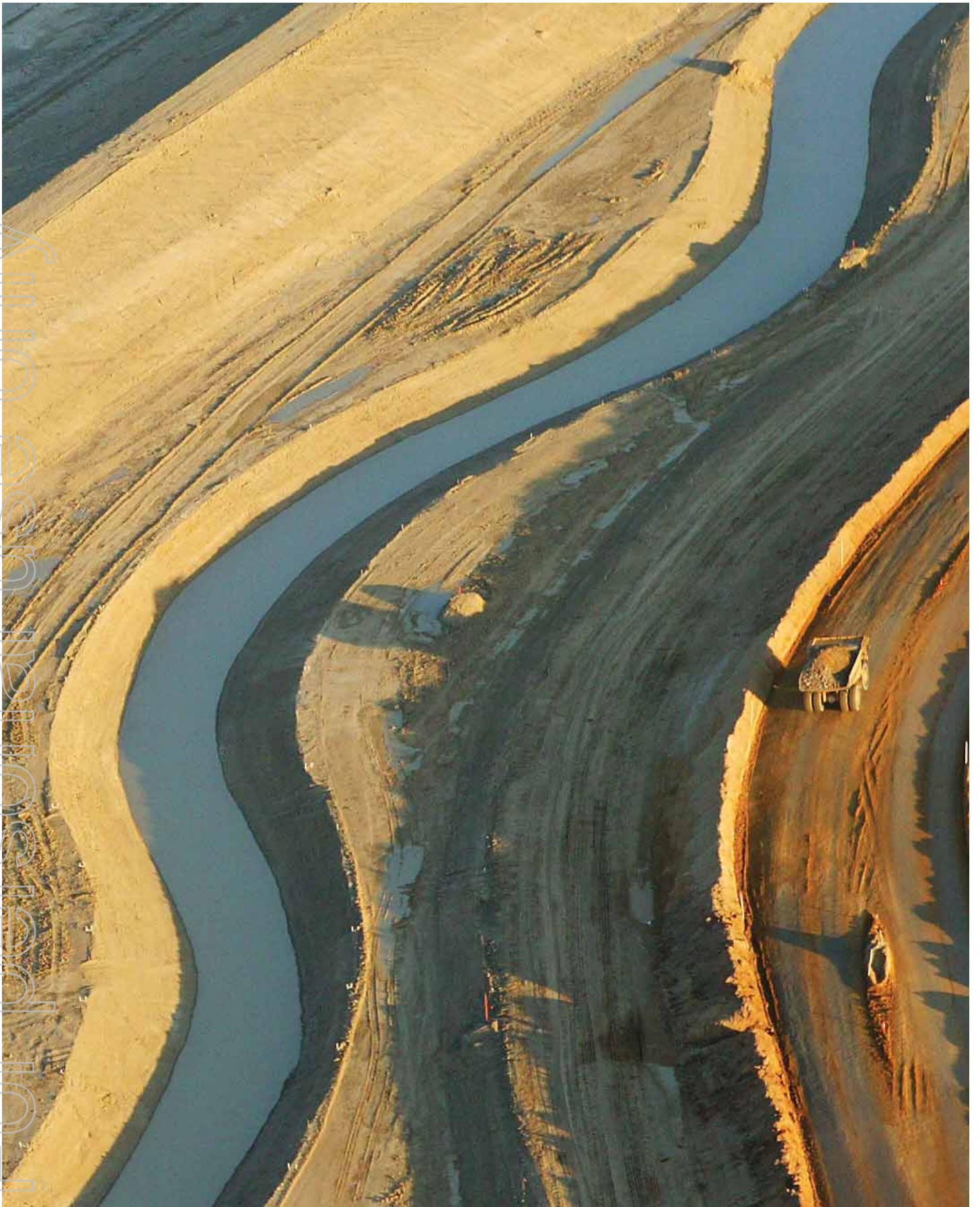
With the presence of gas-bearing black coal across the Narracan Trough and the discovery of a potential oil play, further follow-up work was planned for the permits. Exploration works now completed include a 250 km seismic program and a two well exploration program started in the fourth quarter of 2006.

The first well, Megascolides-1 Sidetrack kicked off from the original well and cut a full core through the Rintoul Creek reservoir section. From the core the reservoir was found to have very low permeability, insufficient for production. The well was plugged and abandoned. The second well Megascolides-2 was drilled updip of Megascolides-1 and found the Rintouls Creek reservoir to be absent. Deepening of the well to basement failed to find any other reservoir interval.

With these results Karoon elected not to progress with the planned third well as the drilling data indicated that exploration risks in this area were now unacceptable.



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Aerial mine shot - Gippsland

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The Directors present their report together with the Financial Report of Karoon Gas Australia Ltd ("Karoon") and subsidiaries for the financial year ended 30 June 2007 and the auditor's report thereon.

Board of Directors

The Directors of Karoon at any time during or since the end of the financial year are:



Mr Robert Michael Hosking

Executive Chairman

Appointed 11 November 2003

Robert is the founding Director of Karoon and has more than 30 years of commercial experience in the administration of several companies. Robert has been involved in the oil and gas industry for nine years and was the founding Director/Shareholder of both Karoon and Nexus Energy. Robert was responsible for procuring PEP162 and EL4537 and managing all of the required work programs in relation to those permits, including raising funds and overseeing the geophysical and geological contractors.

Robert also has a background of more than 15 years' commercial experience in the steel industry. He jointly owned and managed businesses involved in the transglobal sourcing, shipping and distribution of steel-related products, with particular expertise gained in Europe and the Asia/Pacific Rim.

Member of the Audit Committee.

Mr Geoff Atkins

FIE Aust. RMIT Dip. Civ Eng.

Non-Executive Director

Appointed 22 February 2005

Geoff has over 34 years experience in investigation, planning, design, documentation and project management of numerous significant port, harbour and maritime projects, including container terminals, LNG jetties, cement, coal, bauxite, iron ore and other bulk terminals and naval bases. Geoff has gained substantial overseas experience completing marine projects in Indonesia, Malaysia, Thailand, Vietnam, Sri Lanka, India, South Africa, Namibia, New Zealand and the United Kingdom. LNG, oil, gas, bulk ports and other large maritime infrastructure projects have included the design of Woodside's LNG Jetty, tender design of Darwin LNG Jetty and investigations of proposed LNG marine terminals in Taiwan, Iran and Israel for BHP Petroleum and the West Kingfish and Cobia oil drilling platforms for ESSO/BHP in Bass Strait.

Chairman of the Audit Committee

Mr Mark Alexander Smith

Dip. App. Geol, Bsc. (Geology)

Executive Director and Exploration Manager

Appointed 1 December 2003.

Mark has over 25 years continuous experience as a geologist and exploration manager in petroleum exploration and development in Australia, Southeast Asia and North America. The bulk of this experience was gained while with BHP Petroleum. Mark has been directly involved with seven economic oil and gas discoveries.

Mark has geoscience skills in regional basin and tectonic studies, acreage evaluations and gazettal. His skills also include farm-ins/farm-outs, petroleum systems fairway assessments, prospect evaluations, risking and volumetric and fault seal prediction. Mark has project and management experience in well site operations and also management of onshore and offshore drilling operations.

Mr Stephen Power

B. Juris LLB

Non-Executive Director

Appointed 28 June 2005

Stephen Power is a commercial lawyer who has spent approximately 20 years providing advice to participants in the resources industry in Australia and overseas. Stephen is a partner in a boutique law firm that provides commercial advice to its predominantly listed client base. Stephen has extensive experience in all facets of commercial and resources law, including the oil and gas sector, both in an Australian and International context. Stephen regularly advises on farm-in arrangements, joint ventures, production agreements and other facets of resources-related commercial transactions. In addition to Stephen's experience in the resources area, Stephen has a significant practice advising on capital raisings, including the drafting of prospectuses, underwritings and related work, listing advice and the planning and implementation of mergers and acquisitions.

Mr Scott Hosking

B. Commerce

Company Secretary

Appointed 10th March 2006

Scott has been involved with several commercial ventures over the past 10 years with experience in international trade, finance and internal corporate management. He has held support positions for previous Company Secretaries of listed companies and was involved in the listing of Karoon Gas.

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Directors' Meetings

The number of Directors' meetings (including meetings of committees of Directors) and number of meetings attended by each of the Directors of Karoon during the financial year were:

Director	Board Meetings		Audit Committee Meetings	
	A	B	A	B
Mr Robert Hosking	6	6	3	3
Mr Mark Smith	6	6	-	-
Mr Geoff Atkins	6	6	3	3
Mr Stephen Power	6	5	-	-

A – Number of meetings held during the time the Director held office during the financial year.

B – Number of meetings attended.

Principal Activities

The principal activity of Karoon during the course of the financial year was investment in hydrocarbon exploration in the Western Gippsland Basin of Victoria and the Browse Basin area off North Western Australia. Exploration included two wells in PEP162 in the Gippsland Basin and exploration seismic work in WA-314-P and WA-315-P in the Browse Basin.

Considerable effort was applied during the WA-314-P and WA-315-P farm out program resulting ultimately in the current joint venture with ConocoPhillips.

A third Browse Basin Permit WA-398-P was awarded to the Karoon/ConocoPhillips joint venture. The addition of this permit brings Karoon and ConocoPhillips to a total of 7,830 sq km of prime Browse Basin Acreage.

There were no other significant changes in the nature of the activities of Karoon during the financial year other than disclosed in the Financial Report.

Review of Operations

Browse Basin

Karoon Gas is a 49% interest holder in oil and gas exploration permits WA-314-P and WA-315-P and a 40% interest holder of WA-398-P in the offshore Browse Basin located in North-Western Australia.

Karoon Gas invested considerable time into the Farm-Out process throughout 2006, the result being the establishment of a joint venture with ConocoPhillips.

Interpretation of the 2006 seismic surveys is continuing, with results encouraging to date. Locations for the drilling program will be selected over the coming year. The acquisition processing and interpretation of the 3D seismic survey in WA-314-P and WA-315-P has fulfilled Karoon's Year 2 work program commitments.

In May of this year a Karoon ConocoPhillips joint venture was awarded WA-398-P, located immediately to the south of WA-315-P. Karoon has a 40% equity while ConocoPhillips holds the remaining 60% and operatorship. The award of this permit gives the joint venture 7,830 square kilometres of additional prospective acreage in the Browse Basin Area.

The Year-1 permit term for WA-398-P has been extended to 30th April 2009. Year -3 of permits WA-314-P and WA-315-P were extended to 11th February 2009. Any joint venture activity will be announced to the market at the appropriate time.

Gippsland Basin

Karoon (through its 100% owned subsidiary Karoon Gas Pty Ltd) has a 100% registered interest in PEP162 and EL4537, located within the western on-shore Gippsland Basin of Victoria.

During 2006 a Century drilling rig was contracted to complete 3 wells in the western on-shore Gippsland Basin.

During the 4th quarter 2006, Karoon drilled 2 wells of the planned three well drilling program in the Narracan Trough area of the on-shore Gippsland Basin. Results were unfavourable and the planned third well was not drilled. Current operations comprise the finalization of well reports and analysis and site rehabilitation.

Likely Developments

Karoon will progress with its joint venture partner ConocoPhillips toward a drilling program over all of its Browse Basin blocks, commencing late in the second half of 2008. A drilling contract was signed subsequent to the end of the financial year for the Semi-Submersible rig Sedco-703.

A seismic survey is expected to be conducted over the WA-398-P permit early in 2008, for preparation of the drilling program later in the year.

The consolidated entity's long-term objective is to achieve growth from exploration and development opportunities. Karoon will be pursuing its strategy to gain access to quality assets with significant equity levels.

Further information about likely developments in the operations of Karoon and the expected results of those operations in future financial years has not been included in this report because disclosure of the information would be likely to result in unreasonable prejudice to Karoon.

New Ventures

Karoon has conducted due diligence on a number of hydrocarbon assets and is continuing with investigations since balance date. Any projects that are taken up will be announced to the ASX at the appropriate time.

Operating Results

The consolidated loss of the Group for the financial year ended 30 June 2007 was \$14,642,257 (2006: loss \$2,835,982)

Financial Position

During the financial year Karoon has successfully completed \$65 million in new capital raisings:

- \$1.3 million in exercise of various options
- \$63.7 placed with sophisticated and institutional investors

Significant Changes in State of Affairs

During November 2006, 12.186 million shares were placed at 180 cents each raising \$21 million.

During May 2007, 19 million shares were placed at 220 cents each raising \$48.8 million.

Between July 2006 and June 2007 2 million Director Options were exercised at various prices raising \$1.05 million.

In May 2007, Karoon and its joint venture partner ConocoPhillips (Browse Basin) Pty Ltd were awarded the WA-398-P permit immediately south of the existing WA-314-P and WA-315-P permits held by Karoon and ConocoPhillips.

Two wells were drilled in the PEP162 permit in the on-shore Gippsland Basin.

Dividends

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

Remuneration Report

This section of the Directors' Report is prepared in accordance with Section 300A of the Corporations Act 2001. Where appropriate, information which is included in other parts of the Financial Report is included in this report by reference.

Remuneration Policy

The Board regularly reviews remuneration of its senior executives and Directors. This also includes responsibility for the Employee Share Option scheme. The executive remuneration structure is based on a number of factors, including length of service, particular experience of the individual concerned and overall performance of Karoon, it also involves a balance between fixed and incentive pay, reflecting short and long-term performance objectives appropriate to Karoon's circumstances and objectives. A proportion of executive remuneration is structured in a manner designed to link rewards to corporate and individual performance. This is done by considering the following remuneration components:

- Fixed remuneration; and
- Equity-based remuneration within thresholds set by the Board.

The contracts for service between Karoon and specified executives are on a continuing basis the terms of which are not expected to change in the immediate future. Upon retirement specified executives are paid employee benefit entitlements accrued to date of retirement. Options are also issued under the Executive and Employee Share Option scheme. Non-executive Directors do not receive any performance-related remuneration. Options are valued under the Black and Scholes option pricing model.

The Directors and executives receive a superannuation guarantee contribution as required by the Federal Government, which is currently 9% and do not receive any other retirement benefits. Individuals, however, may chose to sacrifice part of their salary to increase payments towards superannuation.

Details of existing contracts between Karoon and the executive administration are as follows;

<i>Name</i>	<i>Term</i>	<i>Expiry</i>	<i>Notice/ Termination</i>	<i>Incentive Option Eligible</i>	<i>Remuneration Amounts</i>
Mr Robert Hosking	3 years, 3 year option	06/10/2008	In writing 6 months	Yes	\$250,000
Mr Mark Smith	3 years,	01/10/2008	In writing 3 months	Yes	\$250,000
Mr Scott Hosking	2 years, 1 year option	01/01/2008	In writing 3 months	Yes	\$140,000

Details of remuneration for the financial year ended 30 June 2007

This section of the Remuneration Report provides specific disclosures in relation to remuneration for the Managing Director (as an Executive Director), Mr Robert Hosking, and for the senior executives in Karoon with the greatest authority for strategic direction and management of Karoon. In this report these executives are referred to as "Specified Executives".

The remuneration for each Director and each of the Specified Executives during the financial year was as follows:

	Primary			Post Employment	Equity	Other	Total \$
	Salary, Fees & Commissions \$	Superannuation Contributions \$	Cash Bonus \$	Superannuation \$	Options \$	\$	
Directors							
Mr Robert Hosking	250,000	-	-	-	-	-	250,000
Mr Mark Smith	232,799	17,202	-	-	-	-	250,000
Mr Geoff Atkins	35,000	3,150	-	-	-	-	38,150
Mr Stephen Power	35,000	3,150	-	-	-	-	38,150
Total	\$552,798	23,502	-	-	-	-	576,300

Specified Executives

Mr Scott Hosking	128,334	11,550	-	-	-	-	139,884
Total	681,132	35,052	-	-	-	-	716,184

Options issued as part of remuneration for the financial year ended 30 June 2007

Options are issued to Specified Executives as part of their remuneration to increase goal congruence between executives and shareholders. No options were issued during the financial year to any Specified Executives.

Options

During or since the end of the financial year, Karoon did not grant any options over unissued ordinary shares to any of the Directors

Issue of Options to Employees

At the date of this report, the unissued ordinary shares of Karoon Gas Australia Ltd under option are as follows:

Grant Date	Date of Expiry	Exercise Price	Number under Option
1 st August 2006	1 st August 2008	1.60	100,000
12 th October 2006	31 st October 2008	2.03	475,000
28 th May 2007	31 st October 2008	2.03	100,000
Total			675,000

At 30 June 2007, 675,000 options (30 June 2006: Nil options) were outstanding as part of the Karoon Gas Employee Share Option Plan.

During the financial year ended 30 June 2007, no ordinary shares were issued on the exercise of options granted under the Karoon Gas Employee Share Option Plan. No further shares have been issued since that date. No amounts are unpaid on any of the shares.

Directors' Interests

	Ordinary fully paid shares	Options Over Ordinary Shares
Mr Robert Hosking	12,131,087	2,250,000
Mr Mark Smith	1,870,000	2,250,000
Mr Geoff Atkins	427,500	-
Mr Stephen Power	15,000	500,000

The relevant interest of each Director in the shares the debentures, interests in registered schemes and rights or options over such instruments issued by Karoon, as notified by the Directors to the ASX in accordance with Section 205G(1) of the Corporations Act 2001, at the date of this report is as follows:

Indemnification of Directors and Officers

An indemnity agreement has been entered into between an insurance company and the current Directors of Karoon named earlier in this Directors' Report and with the full time executive officers, directors and secretaries of all Australian group companies. Under this agreement, the insurance company has agreed to indemnify these Directors and officers against any claim or for any expenses or costs which may arise as a result of work performed in their respective capacities. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

Proceedings on Behalf of Company

No person has applied for leave of Court to bring proceedings on behalf of Karoon or to intervene in any proceedings to which Karoon is a party for the purpose of taking responsibility on behalf of the Company for all or part of those proceedings.

Karoon was not a party to any such proceeding during the financial year.

Corporate Governance

In recognising the need for the highest standards of corporate governance and accountability, the Directors of Karoon support and have adhered to the principles of good corporate governance. The Statement of Corporate Governance Principles for Karoon is listed on pages 48 - 53 of this Annual Report.

Environmental Regulation

The consolidated entity is subject to a range of environmental laws and regulations with the most signified being:

- The Petroleum (submerged lands) Act 1967
- The Petroleum Act 1998 (Vic) and the Petroleum Regulations 2000 (Vic)
- Environment Protection and Biodiversity Conservation Act 1999
- Mineral Resources Development Act 1990 (Vic)
- The Aboriginal and Torres Strait Islander Heritage and Protection Act 1994 (Cth)
- The Archaeological and Aboriginal relics Preservation Act 1972 (Vic)

The Board believes that Karoon 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 Karoon. No circumstances arose during the year that resulted in an incident to be reported under environmental legislation.

Statutory Auditors

Mitchell Wilson and Partners continues to act in its capacity as the statutory auditor of Karoon Gas Australia Limited in accordance with Section 327 of the Corporations Act 2001.

Auditors' Independence Declaration

No officer of Karoon has previously belonged to an audit practice auditing Karoon during the financial year.

The Directors have considered the position and, in accordance with advice received from the Audit Committee, are satisfied that the provision of these services is compatible with the standards of auditor independence imposed by the Corporations Act 2001. The services were subject to terms and conditions of engagement to ensure that auditor independence was not compromised.

A copy of the auditors' independence declaration for the financial year ended 30 June 2007 has been received as required under Section 207C of the Corporations Act 2001 and is included on page 47.

This Directors' Report is made in accordance with a resolution of the Board of Directors made pursuant to Section 298(2) of the Corporations Act 2001.

On behalf of the Directors:



Mr Robert Hosking
Executive Chairman

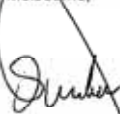
Dated Melbourne this 30th August 2007

Auditor's Independence Declaration under Section 307C of the Corporations Act 2001 to the directors of Karoon Gas Australia Limited

I declare that, to the best of my knowledge and belief during the year ended 30 June 2007 there have been:

- i. No contraventions of the auditor independence requirements as set out in the Corporations Act 2001 in relation to the audit, and
- ii. No contraventions of any applicable code of professional conduct in relation to the audit.

Mitchell Wilson & Partners
Chartered Accountants
Melbourne,



Doug Mitchell
Partner

31st August 2007

Mitchell Wilson & Partners
261-271 Wattleree Road
Malvern 3144

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Financial Statements for the Financial Year Ended 30 June 2007

Statement of Financial Performance for the Financial Year Ended 30 June 2007

	Note	Consolidated Entity		Parent Entity	
		2007 \$	2006 \$	2007 \$	2006 \$
Revenues from ordinary activities	2	2,878,695	931,762	2,876,840	1,002,147
Net foreign currency gains		-	77,459	-	77,459
Sundry Income		40,761	-	40,761	-
Accounting & Taxation Fees		(6,635)	(19,460)	(4,935)	(19,460)
Audit fees	4	(23,750)	(5,500)	(12,250)	(2,455)
Bank charges		(5,379)	(104,219)	(5,379)	(103,222)
Computer support		(291,450)	(24,783)	(291,450)	(24,783)
Consulting fees		(723,681)	(295,006)	(723,681)	(295,006)
Corporate promotion and annual report		(73,512)	(48,192)	(73,512)	(48,192)
Depreciation and Amortization Expense		(219,932)	(123,710)	(202,806)	(123,710)
Directors' Fees and Superannuation		(76,300)	(54,500)	(76,300)	(54,500)
Exploration and evaluation expenditure expensed or written off		(12,319,304)	(78,230)	-	-
Foreign Exchange Variations		(1,590,878)	-	(1,590,878)	-
Legal fees		(86,157)	(65,601)	(86,157)	(65,601)
Insurance		(80,090)	(95,322)	(80,090)	(95,322)
Other expenses from ordinary activities		(257,906)	(109,003)	(257,679)	(109,003)
Property costs		(161,652)	(73,060)	(161,552)	(72,960)
Employee Benefits Expense (net)		(1,381,121)	(2,530,923)	(1,381,121)	(2,603,547)
Share registry and listing fees		(126,112)	(91,396)	(125,276)	(91,020)
Travel and accommodation		(137,855)	(126,299)	(137,855)	(126,299)
Loss from ordinary activities before income tax expense	3	(14,642,257)	(2,835,982)	(2,291,451)	(2,755,474)
Income tax (expense)/benefit relating to ordinary activities	5	-	-	-	-
Net loss from ordinary activities after income tax Expense attributable to members of the parent entity		(14,642,257)	(2,835,982)	(2,291,451)	(2,755,474)
Total changes in equity other than those resulting from transactions with owners as owners		(14,642,257)	(2,835,982)	(2,291,451)	(2,755,474)
Basic earnings per share	7	(0.2035)	(\$0.0564)		
Diluted earning per share		(0.1841)	(\$0.0442)		

The statement of financial performance is to be read in conjunction with the notes to the financial statements set out on pages 25 to 45.

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Statement of Financial Position for the Financial Year Ended 30 June 2007

	Note	Consolidated Entity		Parent Entity	
		2007 \$	2006 \$	2007 \$	2006 \$
<i>Current assets</i>					
Cash assets	8	76,411,604	15,701,319	76,338,914	15,689,684
Receivables	9	176,227	113,894	107,427	46,872
Inventory	10	17,916	70,644	-	-
Total current assets		76,605,747	15,885,857	76,446,341	15,736,556
<i>Non-current assets</i>					
Receivables		-	-	18,055,266	17,222,647
Property, plant and equipment	11	453,681	88,992	453,681	88,992
Intangible assets	12	240,517	239,472	129,975	111,804
Exploration and evaluation expenditure carried forward	13	6,361,370	17,046,217	-	-
Other financial assets	14	-	-	150,300	150,212
Total non-current assets		7,055,567	17,374,681	18,789,222	17,573,655
Total assets		83,661,314	33,260,538	95,235,564	33,310,211
<i>Current liabilities</i>					
Payables	15	(2,463,093)	(148,245)	(1,583,540)	(83,623)
Provisions	16	(61,500)	(2,407)	(50,000)	(2,407)
Total current liabilities		(2,524,593)	(150,652)	(1,633,540)	(86,030)
Total liabilities		(2,524,593)	(150,652)	(1,633,540)	(86,030)
Net assets		81,136,721	33,109,886	93,602,024	33,224,181
<i>Equity</i>					
Contributed equity	17	96,727,732	34,267,889	96,727,732	34,267,689
Accumulated losses		(18,252,782)	(3,610,525)	(5,787,480)	(3,496,029)
Reserve		2,661,771	2,452,521	2,661,771	2,452,521
Total equity		81,136,721	33,109,886	93,602,024	33,224,181

The statement of financial performance is to be read in conjunction with the notes to the financial statements set out on pages 25 to 45

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Statement of Changes in Equity for the Financial Year Ended 30 June 2007

	Consolidated Entity			Total Equity \$
	Issued Capital \$	Accumulated Losses \$	Share based payments reserve \$	
Balance as at 1 July 2005	16,990,949	(774,543)	-	16,216,406
Shares issued during the year	17,974,440	-	-	17,974,440
Transaction costs arising on share issues	(697,500)	-	-	(697,500)
Loss attributable to members of the parent entity	-	(2,835,982)	-	(2,835,982)
Share based Payments	-	-	2,452,521	2,452,521
Balance as at 30 June 2006	34,267,889	(3,610,525)	2,452,521	33,109,885
Shares issued during the financial year	65,057,150	-	-	65,057,150
Transaction costs arising on share issues	(2,597,107)	-	-	(2,597,107)
Loss attributable to members of the parent entity	-	(14,642,257)	-	(14,642,257)
Share based payments	-	-	209,250	209,250
Balance as at 30 June 2007	96,727,932	(18,252,782)	2,661,771	81,136,721

	Parent Entity			Total Equity \$
	Issued Capital \$	Accumulated Losses \$	Share based payments reserve \$	
Balance as at 1 July 2005	16,990,949	(774,543)	-	16,216,406
Shares issued during the year	17,974,440	-	-	17,974,440
Transaction costs arising on share issues	(697,500)	-	-	(697,500)
Loss attributable to members of the parent entity	-	(2,738,348)	-	(2,835,982)
Share Based payments	-	-	2,452,521	2,452,521
Balance as at 30 June 2006	34,267,889	(3,496,029)	2,452,521	33,109,885
Shares issued during the financial year	65,057,150	-	-	65,056,950
Transaction costs arising on share issues	(2,597,107)	-	-	(2,597,107)
Loss attributable to members of the parent entity	-	(2,291,451)	-	(2,291,451)
Share based payments	-	-	209,250	209,250
Balance as at 30 June 2007	96,727,932	(5,787,480)	2,661,771	93,602,023

The accompanying notes form an integral part of these financial statements

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Statement of Cash Flow for the Financial Year Ended 30 June 2007

	Note	Consolidated Entity		Parent Entity	
		2007 \$	2006 \$	2007 \$	2006 \$
<i>Cash flows from Operating Activities</i>					
Receipt from Customers (inclusive of goods and services tax)		2,546,830	1,540,011	1,439,507	224,887
Payments to suppliers (inclusive of goods and services tax)		(2,247,197)	(1,365,671)	(2,239,631)	(1,361,152)
Interest received		2,034,305	931,762	2,032,450	929,521
Net cash flows used in operating activities	21	2,333,938	1,106,102	1,232,325	(206,744)
<i>Cash flows from Investing Activities</i>					
Purchase of property, plant and equipment (inclusive of goods and services tax)		(585,665)	(189,617)	(585,665)	(189,617)
Purchase of investments		(32,295)	(8,966)	(33,887)	(7,436)
Payments for exploration and development expenditure		(1,874,657)	(15,357,204)	-	-
Net cash flows used in investing activities		(2,492,618)	(15,555,787)	(619,552)	(197,053)
<i>Cash flows from Financing Activities</i>					
Proceeds from issue of ordinary shares		62,459,843	17,276,940	62,459,843	17,276,841
Loans to Subsidiaries		-	-	(832,507)	(14,017,912)
Net cash flows from Financing Activities		62,459,843	17,276,940	61,627,336	3,258,929
Net decrease in cash held		62,301,164	2,827,255	62,240,109	2,855,132
Cash at the beginning of the year		15,701,319	12,796,605	15,689,684	12,757,093
Effects of exchange rate changes on the balance of cash and cash equivalents held in foreign currency		(1,590,878)	77,459	(1,590,878)	77,459
Cash at the end of the year		76,411,604	15,701,319	76,338,914	15,689,684

The statement of financial performance is to be read in conjunction with the notes to the financial statements set out on pages 25 to 45.

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1. Statement of Significant Accounting Policies

The financial report is a general purpose financial report that has been prepared in accordance with the requirements of the Corporations Act 2001, relevant Australian Accounting Standards, Urgent Issues Group Interpretations and other authoritative pronouncements of the Australian Accounting Standards Board.

The financial report includes separate financial statements for Karoon Gas Australia Limited as an individual entity and the Group consisting of Karoon Gas Australia Limited and its subsidiaries.

Karoon Gas Australia Limited is a publicly listed company limited by shares and is listed in Australia on the ASX. It is incorporated and domiciled in Australia.

The registered office of Karoon Gas Australia Limited and the principal place of business is located at Office 7A, 34-38 Lochiel Avenue, Mount Martha VIC 3934. The technical office of Karoon Gas Australia Limited is located on the 9th Floor, 406 Collin Street, Melbourne VIC 3000.

The financial report of Karoon Gas Australia Limited and the controlled entity and Karoon Gas Australia Limited as an individual parent entity comply with all Australian equivalents to International Financial Reporting Standards (AIFRS) in their entirety.

The following is a summary of the material accounting policies adopted by the Group in the preparation of this financial report. The accounting policies have been consistently applied, unless otherwise stated.

Basis of Preparation

The accounting policies set out below have been consistently applied to all years presented.

Reporting Basis and Convention

The financial report has been prepared on an accrual basis and is based on historical costs modified, when relevant, by the revaluation of selected non-current assets, financial assets and financial liabilities for which the fair value basis of accounting has been applied.

(a) Principles of Consolidation

The consolidated financial statements comprise the financial statements of Karoon Gas Australia Limited ("Company") and its subsidiaries (the "Group").

A subsidiary is any entity controlled by Karoon Gas Australia Limited whereby Karoon Gas Australia Limited has the power to control the financial and operating policies of an entity so as to obtain benefits from its activities.

All subsidiaries have a June financial year-end.

All inter-company balances and transactions between subsidiaries in the Group, including any unrealised profits or losses, have been eliminated on consolidation. Accounting policies of subsidiaries have been changed where necessary to ensure consistencies with those policies applied by the Company.

Where subsidiaries have entered or left the Group during the period, their operating results have been included/excluded from the date control was obtained or until the date control ceased.

(b) Income Taxes

Current tax

The charge for current income tax expense is based on the profit or loss for the period adjusted for any non-assessable or disallowable items. It is calculated using tax rates that have been enacted or are substantively enacted at the balance sheet date.

Deferred tax

Deferred tax is accounted for using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or liability is settled. Deferred tax is credited in the income statement except where it relates to items that may be credited directly to equity, in which case the deferred tax is adjusted directly against equity.

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

The amount of benefits brought to account or which may be realised in the future is based on the assumption that no adverse change will occur in income taxation legislation and the anticipation that the Group will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by law.

Note 1: Statement Of Significant Accounting Policies (Continued)

Tax consolidation

Karoon Gas Australia Limited and its wholly-owned Australian subsidiaries have formed an income tax consolidated group under the Tax Consolidation Regime from 1 July 2003. The tax consolidated group has entered a tax sharing agreement whereby each company in the group contributes to the income tax payable in proportion to their contribution to the net profit before tax of the tax consolidated group.

(c) Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within short-term borrowings in current liabilities on the balance sheet.

(d) Inventories

Inventories are measured at the lower of cost and net realisable value.

The cost of casing and oil field inventory includes direct materials, direct labour and transportation costs relating to oil field activities.

(e) Property, Plant and Equipment

Each class of property, plant and equipment is carried at cost or fair value less, where applicable, any accumulated depreciation and impairment losses.

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Plant and Equipment

Plant and equipment are measured on the cost basis less depreciation and, when relevant, impairment losses.

The carrying amount of plant and equipment is reviewed annually by the Directors to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the asset's employment and subsequent disposal. The expected net cash flows have been discounted to their present values in determining recoverable amounts.

The cost of plant and equipment constructed within the Group includes the cost of materials, direct labour, borrowing costs and an appropriate proportion of fixed and variable overheads.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

(e) Property, Plant and Equipment (Continued)

Depreciation and Amortisation

All assets have limited useful lives and are depreciated/amortised using the straight line method over their estimated useful lives.

The depreciation/amortisation rates and methods are reviewed annually to determine the most appropriate method.

The depreciation/amortisation rates used for each class of asset, for the current and previous years, are as follows:

Plant and equipment 25 – 50%

Goodwill 10 %

Assets are depreciated or amortised from the month following their acquisition.

(f) Intangibles

Computer software is recognised at cost of acquisition. Computer software costs have a finite life and are carried at cost less accumulated amortisation and any impairment losses. Computer software costs are amortised over their useful life ranging from 2 to 3 years.

(g) Exploration and Evaluation Expenditure

Exploration and evaluation expenditure incurred is accumulated in respect of each identifiable area of interest. These costs are only carried forward on the balance sheet where rights to tenure are current and to the extent that costs are expected to be recouped through either the successful development of the area or where activities in the area have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves and active and significant exploration activity in, or in relation to, the area is continuing.

A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest.

Accumulated costs in relation to an abandoned area are written off in full in the income statement during the period in which the decision to abandon the area is made.

Provision for restoration is recognized when there is a legal or constructive obligation to do so. A corresponding restoration asset amount (included in exploration and evaluation expenditure carried forward) of an amount equivalent to the provision is also created. The amount recognised is the estimated cost of restoration, discounted to its net present value and is reassessed each year in accordance with local conditions and requirements. Changes in the estimates of restoration cost estimates are dealt with prospectively by recording an adjustment to the provision and a corresponding adjustment to the restoration asset. The unwinding of the discount on the restoration provision is included in the income statement.

Where it is established that economically recoverable reserves exist in a particular area of interest, the carrying amount attributable to that discovery is reclassified as a development asset.

(h) Provisions

Provisions are recognised when the Group has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will result and that outflow can be reliably measured. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the balance sheet date.

(i) Impairment of Assets

At each balance sheet date, the Group reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication of impairment exists, the Group makes an estimate of recoverable amount, being the higher of the asset's fair value less costs to sell and value in use. Where the carrying amount of the asset exceeds its recoverable amount any excess is expensed to the income statement.

Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

(j) Financial Instruments

Recognition

Financial instruments are initially measured at cost on trade date, which includes transaction costs, when the related contractual rights or obligations exist. Subsequent to initial recognition these instruments are measured as set out below.

Financial assets at fair value through the income statement

A financial asset is classified in this category if acquired principally for the purpose of selling in the short term or if so designated by Management and within the requirement of AASB 139 'Recognition and Measurement of Financial Instruments'. Derivatives are also recognised as held for trading unless they are designated as hedges. Realised and recognised gains and losses arising from changes in the fair value of these assets are included in the income statement in the period in which they arise.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are stated at amortised cost using the effective interest rate method.

Held-to-maturity investments

These investments have fixed maturities, and it is the Group's intention to hold these investments to maturity. Any held-to-maturity investments held by the Group are stated at amortised cost using the effective interest rate method.

Available-for-sale financial assets

Available-for-sale financial assets include any financial assets not included in the above categories. Available-for-sale financial assets are reflected at fair value. Unrealised gains and losses arising from changes in fair value are taken directly to equity.

Financial liabilities

Non-derivative financial liabilities are recognised at amortised cost, comprising original debt less principal payments and amortisation.

Derivative instruments

Derivative instruments are measured at fair value. Gains and losses arising from changes in fair value are taken to the income statement unless they are designated as hedges.

Fair value

Fair value is determined based on current bid prices for all quoted investments. Valuation techniques are applied to determine the fair value for all unlisted securities, including recent arm's length transactions, reference to similar instruments and option pricing models.

Impairment

At each balance sheet date, the Group assesses whether there is objective evidence that a financial instrument has been impaired. In the case of available-for-sale financial instruments, a prolonged decline in the value of the instrument is considered to determine whether impairment has arisen. Impairment losses are recognised in the income statement.

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Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are stated at amortised cost using the effective interest rate method.

Held-to-maturity investments

These investments have fixed maturities, and it is the Group's intention to hold these investments to maturity. Any held-to-maturity investments held by the Group are stated at amortised cost using the effective interest rate method.

Available-for-sale financial assets

Available-for-sale financial assets include any financial assets not included in the above categories. Available-for-sale financial assets are reflected at fair value. Unrealised gains and losses arising from changes in fair value are taken directly to equity.

Financial liabilities

Non-derivative financial liabilities are recognised at amortised cost, comprising original debt less principal payments and amortisation.

Derivative instruments

Derivative instruments are measured at fair value. Gains and losses arising from changes in fair value are taken to the income statement unless they are designated as hedges.

Fair value

Fair value is determined based on current bid prices for all quoted investments. Valuation techniques are applied to determine the fair value for all unlisted securities, including recent arm's length transactions, reference to similar instruments and option pricing models.

Impairment

At each balance sheet date, the Group assesses whether there is objective evidence that a financial instrument has been impaired. In the case of available-for-sale financial instruments, a prolonged decline in the value of the instrument is considered to determine whether impairment has arisen. Impairment losses are recognised in the income statement.

(k) Foreign Currency Transactions and Balances

Functional and presentation currency

The functional currency of each of the Group's entities is measured using the currency of the primary economic environment in which that entity operates. The consolidated financial statements are presented in Australian dollars which is the Company's functional and presentation currency.

Transaction and balances

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the balance sheet date exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items are recognised in the income statement, except where deferred in equity as a qualifying cash flow or net investment hedge.

Exchange differences arising on the translation of non-monetary items are recognised directly in equity to the extent that the gain or loss is directly recognised in equity, otherwise the exchange difference is recognised in the income statement.

(l) Revenue

Sales

Revenue from the sale of goods is recognised upon the delivery of goods to customers.

Revenue from the rendering of a service is recognised upon the delivery of the service. All revenue is stated net of the amount of goods and services tax.

Interest

Interest revenue is recognised on a proportional basis taking into account the interest rates applicable to the financial assets.

Dividends

Dividend revenue is recognised when the right to receive a dividend has been established. Dividends received from associates are accounted for in accordance with the equity method of accounting.

(m) Employee Benefits

Wages and salaries, leave entitlements

An accrual is made for the Group's liability for employee benefits arising from services rendered by employees to balance date. Employee benefits that are expected to be settled within one year have been measured at the amounts expected to be paid when the liability is settled, plus related on-costs.

Employee benefits payable later than one year have been measured at the present value of the estimated future cash outflows to be made for those benefits. In calculating the present value of future cash outflows in respect of long service leave, the probability of long service leave being taken is based on historical data.

(n) Goods and Service Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office ("ATO"). In these circumstances the GST is recognised as part of the cost of acquisition of the asset or equity or as part of an item of expense.

Receivables and payables in the balance sheet are shown inclusive of GST.

The net amount of GST recoverable from, or payable to, the ATO is included as a current asset or liability in the balance sheet.

Cash flows are included in the cash flow statement on a gross basis. The GST components of cash flows arising from investing and financing activities which are recoverable from, or payable to, the ATO are classified as operating cash flows.

(o) Going Concern

On the basis of the Group's present level of operations, the Directors are of the opinion that for the next 12-month period from the date of signing the Directors' Declaration the Group and Company both have the ability to:

- i. farm-out interests in permits for a carry in order to meet future exploration expenditure commitments; and
- ii. raise additional capital through the issue of additional new ordinary shares to meet working capital requirements and shortfalls in exploration expenditure commitments.

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	Note	Consolidated Entity		Parent Entity	
		2007 \$	2006 \$	2007 \$	2006 \$

2. Revenue

Operating activities		-	-	-	-
Interest income		2,034,305	931,762	2,032,450	929,521
Services revenue from subsidiaries		-	-	824,085	72,626
Total revenue		2,034,305	931,762	2,856,535	1,002,147
Non-operating activities		-	-	-	-
Net foreign currency variation		-	77,459	-	77,459
Sundry Revenue		20,305	-	20,305	
Total other income		20,305	77,459	20,305	77,459

3. Loss From Ordinary Activities Before Income Tax

Loss before income tax includes the following specific expenses:

1. Depreciation of plant and equipment and amortization of software		219,932	106,584	202,806	106,584
2. Rental expense on operating leases		124,648	56,060	124,648	56,060
3. Exploration and evaluation expenses written off		12,319,304	78,230	12,319,304	-
4. Net foreign exchange variation		1,590,878	(77,459)	1,590,878	(77,459)

4. Auditors' Remuneration

Auditing or reviewing the financial report		23,750	5,500	12,250	2,455
Other non-audit services		-	-	-	-
Total auditor's remuneration		23,750	5,500	12,250	2,455

		Consolidated Entity		Parent Entity	
		2007 \$	2006 \$	2007 \$	2006 \$

5. Income Tax

(a) Income tax expense

The prima facie tax on loss ordinary activities before income tax is reconciled to income tax as follows:

Prima facie tax payable on the loss from ordinary activities before income tax calculated at the Australian tax rate of 30% (2006: 30%)		(4,392,677)	(850,795)	(687,435)	(826,642)
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Tax effect of amounts in calculating taxable income:

Add:

- Accumulated losses not brought into account		950,049	5,065,816	455,399	823,278
- Other non-deductible items		4,245,398	4,414	544,469	4,414
		5,195,447	5,070,230	999,868	1,050

Less:

- Exploration expenses deductible for tax purposes		(490,337)	(4,218,385)	--	-
- Other deductible items		(312,433)	(1,050)	(312,433)	(1,050)
		(802,770)	(4,219,435)	(312,433)	(1,050)
Income tax expense		-	-	-	-

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(b) Tax consolidation

Karoon Gas Australia Limited and its wholly-owned Australian subsidiaries are a tax consolidated group. Karoon Gas Australia Limited is the head entity within the tax consolidated group. The tax consolidated group has entered a tax sharing agreement whereby each company in the group contributes to the income tax payable in proportion to their contribution to the net profit before tax of the tax consolidated group. In addition, the agreement provides for the allocation of income tax liabilities between entities, should the head entity default on its tax payment obligations.

	Consolidated Entity		Parent Entity	
	2007	2006	2007	2006
	\$	\$	\$	\$

6. Dividends

There were no ordinary dividends proposed/paid during the year ended 30 June 2006 by the Company. (2005:\$NIL)

7. Earnings Per Share*Earnings used in the calculation of basic and dilutive earnings per share*

(a) Basic loss per share		(\$0.2035)	(\$0.0564)	-	-
(b) Diluted loss per share		(\$0.1841)	(\$0.0442)	-	-
Weighted average number of ordinary shares used in the calculation of basic earnings per share		114,427,897	81,241,897	-	-
Weighted average number of options outstanding		5,675,000	7,000,000	-	-
Weighted average number of ordinary shares outstanding during the year used in calculating diluted earnings per share		-	-	-	-
Potential ordinary shares		120,102,897	88,241,897	-	-

Options outstanding at 30 June 2007 are considered to be potential ordinary shares for the purposes of determining diluted earnings per share.

8. Cash And Cash Equivalents

Cash at bank of hand		4,057,274	6,426,152	3,984,384	6,417,517
Bank deposits at call		72,354,530	9,272,167	72,354,530	9,272,167
Total cash and cash equivalents		76,411,804	15,701,319	76,338,914	15,689,684

(a) Cash at bank and on hand

The Australian dollar cash at bank and on hand balance is non-interest bearing. The United States dollar cash at bank had an interest rate of 4.5% as at 30 June 2007. The Professional Funds cash at bank and on hand balance had an interest rate of 6.15 % as at 30 June 2007.

(b) Bank deposits at call

The weighted average interest rate on bank deposits as at 30 June 2007 was 6.19%. The Australian Term Deposit has a maturity of between 30 and 180 days. The United States Dollar Term Deposit has a maturity of less than 75 days.

(c) Effective Interest Rates

Information concerning the weighted average interest rate for the prior year is set out in Note 20.

	Consolidated Entity		Parent Entity	
	2007 \$	2006 \$	2007 \$	2006 \$

9. Trade And Other Receivables*Current*

Trade debtors	-	48,348	-	16,064
Other receivables	176,227	65,545	107,427	30,808
Total current trade and other receivable	176,227	113,894	107,427	46,872

Non-Current

Loans to Subsidiaries	-	-	18,056,266	17,222,647
Less: Provision for doubtful debts	-	-	-	-
Total non-current trade and other receivables	-	-	18,056,266	17,222,647

(a) Trade debtors

Trade debtors are recognized initially at fair value and are due for settlement no more than 30 days from the date of recognition. Collectibility of trade debtors is reviewed on an ongoing basis.

(b) Other receivables

Includes GST receivables of \$84,668 (2006: \$65,545) and \$46,560 (2006: \$30,808) as at 30 June 2007 for the Group and Company respectively.

(c) Effective Interest Rates and Credit Risk

Information concerning the Group's exposure to interest rate changes and credit risk on both current and non-current receivables is set out in Note 20.

10. Inventories*Current*

Inventory at cost	17,916	70,644	-	-
Total current inventories	17,916	70,644	-	-

Casing and oilfield inventory is expected to be realized or used in projects within 12 months

	Consolidated Entity		Parent Entity	
	2007 \$	2006 \$	2007 \$	2006 \$

11. Property, Plant And Equipment

<i>Plant and equipment</i>					
At cost		676,623	210,965	676,623	210,965
Accumulated depreciation		(222,942)	(121,973)	(222,942)	(121,973)
Total plant and equipment		453,681	88,992	453,681	88,992

Reconciliations of the carrying amounts for each class of property, plant and equipment are set out below:

<i>Plant and equipment</i>					
Balance at beginning of financial year		88,992	97,670	88,992	97,670
Additions		465,658	70,074	465,658	70,074
Depreciation expense		(100,969)	(78,752)	(100,969)	(78,752)
Carrying amount at end of financial year		453,681	88,992	453,681	88,992

12. Intangible Assets

<i>Computer software</i>					
At cost		240,209	146,670	240,209	146,670
Accumulated amortization		(110,234)	(34,866)	(110,234)	(34,866)
Net carrying value		129,975	111,804	129,975	111,804

<i>Goodwill</i>					
Goodwill on acquisition of Karoon Gas Pty Ltd		171,951	171,951	-	-
Accumulated amortization		(61,409)	(44,283)	-	-
Net carrying value		110,542	127,668	-	-
Total intangibles, at net book value		240,517	239,472	129,975	111,804

Reconciliation of the carrying amount for computer software is set out below:

Balance at beginning of financial year		111,804	20,093	111,804	20,093
Additions		93,539	119,543	93,539	119,543
Amortization charge		(75,368)	(27,832)	(75,368)	(27,832)
Net carrying at end of financial year		129,975	111,804	129,975	111,804

Reconciliation of the carrying amount for goodwill is set out below:

Balance at beginning of financial year		127,668	144,794	-	-
Amortisation charge		(17,126)	(17,126)	-	-
Net carrying at end of financial year		110,542	127,668	-	-

		Consolidated Entity		Parent Entity	
		2007 \$	2006 \$	2007 \$	2006 \$

13. Exploration And Evaluation Expenditure Carried Forward

Balance at beginning of financial year		17,046,217	2,984,934	-	-
Expenditure incurred		13,849,102	14,139,514	-	-
Exploration and evaluation expenditure re-imbursed by ConocoPhillips		(12,214,645)	-	-	-
Amounts expensed to income statement		(12,319,304)	(78,230)	-	-
Net carrying amount at end of financial year (refer note (b) below)		6,361,370	17,046,217	-	-

Exploration and evaluation expenditure carried forward to the areas of interest in the exploration phase for petroleum exploration permits PEP162/EL4537 and WA314-P/WA-315-P/WA-398-P

The expenditure is carried forward on the basis that exploration and evaluation expenditure activities in the areas have not reached a stage that permits reasonable assessment of the existence or otherwise of economically recoverable reserves and active and significant activity in, or in relation, to the areas is continuing.

The ultimate recovery of capitalised exploration and evaluation expenditure is dependent on the successful development and commercial exploitation or the commercial sale of the relevant areas of interest.

14. Other Financial Assets

Non-current

Investment in subsidiary companies at cost	18	-	-	150,300	150,212
Total non-current other financial assets		-	-	150,300	150,212

Information concerning the Group's exposure to interest rate changes and credit risk on the security deposit is set out in Note 20

15. Trade And Other Payables

Current-unsecured liabilities

Trade payables		2,421,115	95,927	1,541,562	45,405
Sundry payables and accrued expenditure		41,978	52,318	41,978	38,218
Total trade and other payables		2,463,093	148,245	1,583,540	83,623

Information concerning the weighted average interest rate other payables is set out in Note 19

16. Provisions Include

Provision for Fringe Benefits Tax		3,178	1,918	3,178	1,918
Provision for Long Service Leave		1,861	489	1,861	489

Movements in each class of provision during the financial year are set out on the next page:

<i>Consolidated and Company</i>	<i>Provision for Fringe Benefits Tax</i>	<i>Provision for Long Service Leave</i>
	\$	\$
Balance at beginning of financial year	1,918	489
Additional provisions	16,285	1,372
Amounts used	(15,025)	-
Balance at end of financial year	3,178	1,861

Fringe Benefits Tax Provision

Fringe benefits tax ("FBT") is a tax payable by the Company on the value of certain benefits, known as fringe benefits that have been provided to employees or to associates of those employees in respect of their employment during an FBT year ending 31 March. The Company's FBT liability is due and payable during May each year, along with lodgement of the annual FBT return. A provision is raised for the estimated FBT amount. The Company is required to pay the tax in quarterly 'notional tax' instalments.

	<i>Consolidated Entity</i>		<i>Parent Entity</i>	
	2007	2006	2007	2006
	\$	\$	\$	\$

*17. Issued Capital**(a) Share Capital*

114,427,897 (2006 : 80,273,897) fully paid ordinary shares	96,727,932	34,267,689	96,727,932	34,267,689
--	------------	------------	------------	------------

Ordinary share participate in dividends as declared from time to time and the proceeds on winding up of the parent entity in proportion to the number of shares held.

At the shareholders meeting, 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 share is entitled to one vote.

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(b) Movements in ordinary share capital

<i>Date</i>	<i>Details</i>	<i>Notes</i>	<i>Number of shares</i>	<i>Issue Price</i>	<i>\$</i>
1 July 2006	Opening balance		81,241,897		34,267,889
6 November 2006	Share Placement		12,186,000	\$1.80	21,934,800
1/7/2006-7/4/2007	Exercise of Options				272,350
10/1/2007-23/05/2007	Exercise of options		1,500,000	\$0.25	375,000
23 June 2007	Exercise of options		500,000	\$1.35	675,000
22 June 2007	Share Placement		19,000,000	\$2.20	41,800,000
	Less: Transaction costs arising on share issue		-	-	(2,597,107)
30 June 2007	Closing balance		114,427,897	-	96,727,932

(c) Share Placement

Funds raised by placement were planned for use West Australian Permits WA-314-P, WA-315-P and WA-398-P.

(d) Employee share option plan

Information relating to the Karoon Employee Share Option 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 29

18. Subsidiaries

<i>Name</i>	<i>Country of incorporation</i>	<i>Percentage of equity and voting interests held</i>		<i>Investment</i>	
		<i>2007 %</i>	<i>2006 %</i>	<i>2007 \$</i>	<i>2006 \$</i>
Parent entity Karoon Gas Australia Limited	Australia				

Subsidiaries

Karoon Gas Pty Ltd	Australia	100%	100%	150,000	150,000
Karoon Gas Browse Basin Pty Ltd	Australia	100%	100%	100	-
Karoon Energy International Ltd	Australia	100%	100%	100	-
Eastern Pacific Coal Pty Ltd	Australia	100%	100%	100	212
Total				150,300	150,212

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19. Financial Instruments Disclosure

The main purpose of non-derivative financial instruments is to raise finance for Group operations. The Group's activities expose it primarily to the financial risk of changes in foreign exchange rate movements and interest rates. The Group may enter into various derivative financial instruments to manage its exposure to these risks. The Group does not enter into or trade in derivative financial instruments for speculative purposes. For the financial year ended 30 June 2007, the Group and Company did not enter into any derivative financial instruments.

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised in respect of each class of financial asset and financial liability are disclosed in Note 1.

a) Credit risk

The maximum exposure to credit risk, excluding the value of any collateral or other security, at balance date to recognised financial assets is the carrying amount of those assets, net of any provisions for impairment, as disclosed in the balance sheet and notes to the financial statements.

The maximum exposure to credit risk, excluding the value of any collateral or other security, at balance date to recognise financial assets is the carrying amount of those assets, net of any provisions for impairment, as disclosed in the balance sheet and notes to the financial statements.

The Group does not have any material credit risk exposure to any single debtor or group of debtors under non-derivative financial instruments entered into by the Group.

b) Net fair values

The net fair values of listed investments will be valued at the quoted market bid price at balance date adjusted for transaction costs expected to be incurred. For other assets and other liabilities the net fair value approximates their carrying value. Financial assets and financial liabilities are not readily traded on organised markets in standardised form other than listed investments.

The aggregate net fair values and carrying amounts of financial assets and financial liabilities are disclosed in the balance sheet and in the notes to the financial statements.

c) Foreign exchange risk

The Group is exposed to fluctuations in foreign currencies arising from the purchase of goods and services in currencies other than Australian dollars. The main foreign currency exposure is United States dollars. The Group manages foreign exchange risk by monitoring forecast cash flows in currencies other than Australian dollars and ensuring that adequate United States dollar cash balances are maintained.

d) Interest rate risk

The Group's exposure to interest rate risk, which is the risk that a financial instrument's value will fluctuate as a result of changes in market interest rates, and the weighted average interest rate for classes of financial assets and financial liabilities is set out below:

	<i>Weighted interest rate</i>	<i>Floating interest rate</i>	<i>Fixed interest maturing 1 year or less</i>	<i>Non-interest bearing</i>	<i>TOTAL</i>
	%	\$	\$	\$	\$

2007 Financial assets

Cash and cash equivalents	6.19	3,986,940	72,354,530	70,134	76,411,604
Trade and other receivables		-	-	-	-
Other financial assets		-	-	-	-
Total financial assets		3,986,940	72,354,530	70,134	76,411,604

2006 Financial assets

Cash and cash equivalents	5.33	5,757,242	9,272,167	671,910	15,701,319
Trade and other receivables		-	-	-	-
Other financial assets		-	-	-	-
Total financial assets		5,757,242	9,272,167	671,910	15,701,319

*20. Commitments for Expenditure (for disclosure in 2007 Financial Report)**As at 30 June 2007**a) Capital expenditure commitments*

<i>Description</i>	<i>Not later than 1 year</i>	<i>Later than 1 Year but not Later than 5 Years</i>	<i>Later than 5 Years</i>
Plant & equipment-100% Karoon	-	-	-
Seismic Acquisition-40% Karoon	-	-	-
Drilling WA-314-P and WA-315-P-40% Karoon	-	18,800,000	-
Drilling WA-398-P-20% Karoon	-	18,800,000	-
Total	-	37,600,000	-

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20. Commitments for Expenditure (continued)**b) Operating lease rental commitments (list out separately)**

Non-cancellable operating lease rental, not provided for in the financial statements and payable:

Description	Not later than 1 year	Later than 1 Year but not Later than 5 Years	Later than 5 Years
As at 30 June 2007			
(i) Office rent-Mt Martha	34,831	57,246	-
(ii) Office rent-Collins Street	123,436	197,877	-
Total	158,267	255,123	-

In respect of non-cancellable operating leases the following provisions have been recognised :

Note : Operating leasing arrangements

A general description about the lessees leasing arrangements should be disclosed, including:

(i) The Company has an office lease with a primary 3-year term that expires on the 31st January 2010. Rent is payable monthly in advance. There is an option to extend for another 3 years.

(ii) The Company has an office lease with a primary 4-year term that expires on the 18th June 2010. Rent is payable monthly in advance. There is an option to extend for another 4 years.

c) Other expenditure commitments (Firm Commitments only)

Commitments for exploration expenditure arising from obligations to government, to perform minimum exploration work and expend minimum amounts of money on such work in exploration licence areas. The commitments existing at balance date attributable to the consolidated entity, which are not provided for in the financial statements are expected to fall due as follows :

Description	Not later than 1 year	Later than 1 Year but not Later than 5 Years	Later than 5 Years
Gippsland Permits (PEP162 & EL4537)	-	-	-
West Australian Permits (WA-314-P & WA-315-P & WA-398P)	14,000,000	45,000,000	-
Total	10,000,000	45,000,000	-

(a) Estimates for future exploration expenditure commitments are based on estimated well and seismic costs which will change as actual drilling locations and seismic surveys are organised and are determined in current dollars on an undiscounted basis.

b) Where exploration expenditure included in this category relates to an existing contract for expenditure and/or signed AFEs as at 30 June 2007, the amount will be included in both categories (a) and (b) above.

		Consolidated Entity		Parent Entity	
		2007	2006	2007	2006
		\$	\$	\$	\$

21. Notes To The Cash Flow Statements

(a) Reconciliation of Loss after Income Tax to Cash Flow from Operations

(Loss)/Profit after income tax		(14,433,007)	(2,835,982)	(2,082,201)	(2,738,348)
Add/(subtract) non-cash items					
Depreciation of plant and equipment and amortization of software		219,929	123,710	219,929	123,710
Share based payments expensed		-	2,452,521	-	2,452,521
Net foreign currency losses (gains)		1,590,878	(77,459)	1,590,878	(77,459)
Items classified as investing/financing activities:					
Exploration and evaluation expenditure expensed		12,319,304	78,230	-	-
Change in operating assets and liabilities:		-	-	-	-
(Increase)/Decrease in assets					
Trade and other receivables – current		30,692	18,002	30,692	-
Other assets – current		(10,916)	-	(10,916)	-
Other financial assets – non-current		-	1,056	-	-
Increase/(decrease) in liabilities					
Trade and other payables – current		2,620,426	1,344,669	1,487,311	-
Short-term provisions		1,260	31,397	1,260	31,397
Long-term provisions		1,372	489	1,372	489
Net cash used in operating activities		2,333,938	1,106,102	1,232,325	206,744

22. Related Party Transactions

(a) Parent entity

The ultimate parent entity within the Group is Karoon Gas Australia Limited.

(b) Subsidiaries

Interests in subsidiaries are set out in Note 19

During the financial year, the Company provided accounting, administrative and technical services to subsidiaries at cost as set out in Note 2. Other transactions that occurred were advancement of intercompany loans at Nil interest rate and no fixed term for repayment. Loans are unsecured. These transactions are eliminated on consolidation. Loans advanced to and repayments from subsidiaries are set out in the Cash Flow Statements.

(c) Directors and Specified Executives

Disclosures relating to Directors and Specified Executives are set out in the Directors' Report. Apart from the details disclosed in this note, no Director or Specified Executive has entered into a material contract with the Company or the Group since the end of the previous financial year and there were no material contracts involving Directors' or Specified Executives' interests subsisting as at 30 June 2007.

23. Share Based Payments*(a) Employee Share Option Plan*

The Company has one Employee Share Option Plan ("ESOP"), which was approved by shareholders at the 2006 annual general meeting. Options expire two years after they are granted. The exercise price of options, issued during the financial year, is based on the weighted average price at which the Company's shares are traded on ASX during the two months of trading days before the options are granted. Options may be exercised after the date the option was granted. If there is a change of control of the Company, all unexercised options will become immediately exercisable. Options granted under ESOP carry no dividend or voting rights. When exercisable, each option is convertible into one ordinary share of the Company.

The following reconciles the outstanding share options granted under ESOP at the beginning and end of the financial year:

	<i>Consolidated and Company</i>		<i>Consolidated and Company</i>	
	2007		2006	
	Number	Weighted average exercise price \$	Number	Weighted average exercise price \$
Balance at beginning of financial year	-	-	415,000	-
Granted during the financial year	675,000	1.97	-	-
Exercised during the financial year	-	-	(345,000)	(1.25)
Forfeited during the financial year	-	-	-	-
Expired during the financial year	-	-	(70,000)	(1.25)
Balance at end of financial year	675,000	1.97	-	-
Exercisable at end of financial year	0	0	-	-

No Employee Share Options were converted during the year.

The options outstanding as at 30 June 2007 had a weighted average exercise price of \$1.97 with a weighted average remaining contractual life of 471 days.

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23. Share Based Payments (Continued)

(b) Other Options

The Company has not granted any other options during the financial year. The exercise price of options is based on the weighted average price at which the Company's shares are traded on ASX during the six months of trading days before the options are granted. Options may be exercised after the date the option was granted. If there is a change of control of the Company, all unexercised options will become immediately exercisable. Options granted carry no dividend or voting rights. When exercisable, each option is convertible into one ordinary share of the Company.

The following reconciles the outstanding other share options granted at the beginning and end of the financial year:

	Consolidated and Company		Consolidated and Company	
	2007		2006	
	Number	Weighted average exercise price \$	Number	Weighted average exercise price \$
Balance at beginning of financial year	7,000,000	\$1.91	20,849,200	\$0.20
Granted during the financial year	-	-	5,500,000	1.91
Exercised during the financial year	(2,000,000)	(\$0.25)	(19,327,200)	(\$0.20)
Forfeited during the financial year	-	-	-	-
Expired during the financial year	-	-	22,000	-
Balance at end of financial year	5,000,000	\$1.94	7,000,000	\$1.91
Exercisable at end of financial year	5,000,000	\$1.94	7,000,000	\$1.91

The weighted average share price when the share options were exercised during 2006-2007 was \$2.07.

77 The options outstanding as at 30 June 2007 had a weighted average exercise price of \$1.97 with a weighted average remaining contractual life of 417.

c) Detail of other options outstanding at the end of the financial year:

Grant date	Expiry and exercise date	Exercise Price	Number
18 November 2005	30 September 2008	\$1.75	1,500,000
18 November 2005	30 September 2008	\$2.00	1,500,000
18 November 2005	30 September 2008	\$2.25	1,500,000
18 November 2005	30 October 2007	\$1.65	500,000
Total			5,000,000

Fair value of options

The weighed average fair value of the ESOP and other options granted during the financial year was \$0.31. The fair value of each option during the financial year was estimated on grant date using the Black & Scholes option pricing model. The Black & Scholes option pricing model takes into account the exercise price, the term of the option, the vesting and performance criteria, the impact of dilution, the non-tradeable nature of the option, 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. The Company has applied the following assumptions and inputs:

<i>Weighted average exercise price</i>	<i>\$1.97 (2006: \$0.22)</i>
<i>Weighted average life of options</i>	<i>722 days (2006: 707 days)</i>
<i>Weighted average share price</i>	<i>\$1.94 (2006: \$1.48)</i>
<i>Expected share price volatility</i>	<i>20% (2006: 39%)</i>
<i>Risk-free interest rate</i>	<i>6% (2006: 5.25%)</i>

Historical volatility has been the basis for determining expected share price volatility as it is assumed that this is indicative of future tender, which may not eventuate.

Included under employee benefits expense in the income statement is \$209,250 relating to the ESOP (2006: \$2,452,521), in full, to equity-settled share based payments transactions.

24. Employee Benefits*(a) Employee share option plan*

Information relating to the Karoon Gas Australia Limited Employee Share Option Plan, including details of options issued, exercised and expired during the financial year and options outstanding at the end of the financial year, is set out in Note 24.

(b) Superannuation plans

During the financial year, the Company contributed to accumulation type benefit funds administered by fund managers. The funds cover all Australian domiciled employees of the Company. Employee and employer contributions are based on a fixed percentage of cash salary. The current contribution is 9% (2005: 9%) of employee cash remuneration.

(c) Employees

The number of employees as at 30 June 2007 was 10 (2006: 4) for Karoon Gas Australia Limited and the Group. The number of employees includes both full time employees and part time employees measured on a full time equivalent basis.

25. Segment Reporting*Business segment*

The Group operates exclusively in one segment, investment in energy related projects.

Geographic segment

The Group operates in one geographic segment, being Australia.

26. Subsequent Events

Since the end of the financial year, the following material events have occurred:

Subsequent to the end of the financial year Karoon and its joint venture partner ConocoPhillips have secured a drilling rig to complete the drilling program in the Browse Basin Permits, WA-314-P/WA-315-P/WA-398-P. The Sedco-703 rig was contracted for 200 to 225 days commencing in the third quarter of 2008.

Directors' Declaration for the Financial Year Ended 30 June 2007

The Directors of the company declare that:

1. The financial statements and notes, as set out on pages 20 to 45 are in accordance with the Corporations Act 2001:
 - (a) comply with Accounting Standards and the Corporations Regulations 2001; and
 - (b) give a true and fair view of the financial position as at 30 June 2007 and of the performance for the year ended on that date of the Company and consolidated entity;
2. In the Directors' opinion there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

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

Dated at Melbourne this 30th August 2007



Robert Hosking
Director

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Independent Audit Report to Members of Karoon Gas Australia Limited and Controlled Entities For the Year Ended 30 June 2007

Scope

The financial report and directors' responsibility

The financial report comprises the statement of financial position, statement of financial performance, statement of cash flows, accompanying notes to the financial statements, and the directors' declaration for both Karoon Gas Australia Limited (the company) and Karoon Gas Australia Limited and Controlled Entities (the consolidated entity), for the year ended 30 June 2007. The consolidated entity comprises both the company and the entities it controlled during that year.

The directors of the company are responsible for the preparation and true and fair presentation of the financial report in accordance with the Corporations Act 2001. This includes responsibility for the maintenance of adequate accounting records and internal controls that are designed to prevent and detect fraud and error, and for the accounting policies and accounting estimates inherent in the financial report.

Audit approach

We conducted an independent audit in order to express an opinion to the members of the company. Our audit was conducted in accordance with Australian Auditing Standards, in order to provide reasonable assurance as to whether the financial report is free of material misstatement. The nature of an audit is influenced by factors such as the use of professional judgement, selective testing, the inherent limitations of internal control, and the availability of persuasive rather than conclusive evidence. Therefore, an audit cannot guarantee that all material misstatements have been detected.

We performed procedures to assess whether in all material respects the financial report presents fairly, in accordance with the Corporations Act 2001, including compliance with Accounting Standards and other mandatory financial reporting requirements in Australia, a view which is consistent with our understanding of the company's and the consolidated entity's financial position, and of their performance as represented by the results of their operations and cash flows.

We formed our audit opinion on the basis of these procedures, which included:

- examining, on a test basis, information to provide evidence supporting the amounts and disclosures in the financial report, and
- assessing the appropriateness of the accounting policies and disclosures used and the reasonableness of significant accounting estimates made by the directors.

While we considered the effectiveness of management's internal controls over financial reporting when determining the nature and extent of our procedures, our audit was not designed to provide assurance on internal controls.

Independence

In conducting our audit, we followed applicable independence requirements of Australian professional ethical pronouncements and the Corporations Act 2001.

Audit opinion

In our opinion, the financial report of Karoon Gas Australia Limited and Karoon Gas Australia Limited and Controlled Entities is in accordance with:

(a) the Corporations Act 2001, including:

- (i) giving a true and fair view of the company's and consolidated entity's financial position as at 30 June 2007 and of their performance for the year ended on that date; and
- (ii) complying with Accounting Standards in Australia and the Corporations Regulations 2001; and

(b) other mandatory financial reporting requirements in Australia.

Inherent Uncertainty Regarding Continuation as a Going Concern

Without qualification to the opinion expressed above, attention is drawn to the following matter. As indicated in Note 1(r) to the financial report, the Directors of Karoon Gas Australia Limited are of the opinion that the consolidated entity has the ability to farm-out its interest in its permits and seek additional sources of capital in order to meet future exploration expenditure commitments and working capital requirements. If the farm-outs do not occur or additional capital is not raised, there is uncertainty whether the company and the consolidated entity will be able to continue as a going concern and therefore whether it will realise its assets and extinguish its liabilities in the normal course of business and at the amounts in the financial report.

Mitchell Wilson & Partners
Chartered Accountants
Melbourne,



Doug Mitchell
Partner

31st August 2007

Mitchell Wilson & Partners
261-271 Wattleree Road
Malvern 3144

The ASX's Statement of Corporate Governance Principles establishes the framework for how the Board oversees the Company and performs its functions on behalf of shareholders. Karoon's objective is to achieve best practice in corporate governance and the Company's directors and employees are committed to achieving this objective.

Structure of the Board of Directors

The Board is elected by shareholders to represent all shareholders. It is a director's responsibility, in all decisions he or she is called upon to make concerning the consolidated entity's affairs, to conscientiously weigh the interests of shareholders in light of the circumstances and to consider the effects of such decisions on the interests of all shareholders.

The Company recognises the importance of having a Board comprising of directors with an appropriate range of background, skills and experience to suit the Company's current and future strategies and requirements.

Role of the Board

The Board is to oversee and direct the management of the Company with a view to increasing shareholder wealth by:

- defining and monitoring the strategic direction of the Company;
- defining policies and procedures to ensure the Company operates within the legal, ethical and social requirements of its environment;
- establishing control and accountability systems within the consolidated entity's operations to conform to the legal requirements and the expectations of shareholders and other stakeholders;
- defining and monitoring the management of an effective risk assessment strategy;
- securing funds to develop the Company's assets;
- driving Company performance;
- from time to time, reviewing and monitoring the management and Company performance;
- appointing and appraising the Executive Chairman and any other executive director;
- ensuring that there are adequate plans and procedures for succession planning; and
- reviewing and approving the remuneration of the Managing Director and senior management.

Composition of the Board

The Board of directors is constituted by four members, with two non-executive directors. The skills, experience and expertise relevant to the position of each director who is in office at the date of the annual report and their term of office are detailed in the director's report.

The independent directors of the company are Geoff Atkins and Stephen Power.

Under ASX Corporate Governance Best Practice Recommendation 2.1, it is recommended that a company have a majority of non-executive directors. Karoon will add additional non-executive directors as its operations expand and the need for a larger skills base on the Board arises.

When determining whether a non-executive director is independent, the director must not breach any of the following materiality thresholds:

- less than 10% of company shares are held by the director and any entity or individual directly or indirectly associated with the director;
- none of the director's income or the income of an individual or entity directly or indirectly associated with the director is derived from a contract with the Company other than income derived as a director of the Company.

The Board's composition will be reviewed from time to time having regard to the growth of Karoon's business with a view to eventually having a majority of independent directors.

Under the Company's constitution, at each Annual General Meeting of shareholders, one third of the directors (excluding the Managing Director) must resign, with directors resigning by rotation based on the date of their appointment. Directors resigning by rotation may offer themselves for re-election. This procedure ensures that no director can serve for more than three years without being re-elected.

No new directors were appointed in the 2006/2007 financial year. The Company is in the process of preparing a Selection and Appointment of Directors Policy to be adopted by the Board, it will be made available on the Company's website at www.karoongas.com.au

Meeting schedule

The Board schedules meetings at least every two months with additional committee meetings, if and when required, to discuss technical and specific matters.

Relationship of Board with management

The management of the day-to-day business of the Company is conducted by or under the supervision of the Executive Chairman and is designated by the Board of directors, which has clearly defined the limits of management's responsibilities. The Board will approve the corporate objectives that will be developed and implemented by the Executive Chairman and management.

The Board will adopt appropriate structures and procedures to ensure that the Board functions independently of management.

Under the ASX Corporate Governance Best Practice Recommendations 2.2 & 2.3, the Chairman should be an independent director. Given that the Executive Chairman is also the founding director, Karoon's major shareholder, and has shown good transparency in relation to Board/management decision making, the Board believes that the current situation is acceptable. This recommendation will be monitored by the Audit Committee.

Performance Review

During the Reporting Period there was no formal performance evaluation of the Board, its committees and individual directors. Due to the nature and stage of the Company's operations and its positive progress, the Board decided that formal evaluation was not required. However, the Company has prepared a draft Board and Senior Executives Evaluation Policy. Upon the Board and Senior Executives Evaluation Policy being adopted by the Board, it will be made available on the Company's website at www.karongas.com.au.

Board committees

The Board may establish appropriate committees to assist in its role at appropriate points in the Company's evolution.

The Board has established an Audit Committee.

The Board has established a Remuneration Committee.

Composition of committees

A committee will be chaired by a director appointed by the Board. It can consist of a director(s) or Company Secretary and other members who possess skills and expertise suitable for carrying out the functions of the committee as appointed by the Chairman of the committee.

Remuneration Committee

The Remuneration Committee is responsible for ensuring:

- remuneration is kept competitive in order to attract and retain talented and motivated employees and directors to Karoon;
- that there is a clear relationship between performance, responsibility and remuneration;
- a performance evaluation process is created to monitor the Board and executives.

Audit Committee

The role of the Audit Committee is to advise on the establishment and maintenance of a framework of internal control and the appropriate ethical standards for the management of the consolidated entity. The Company has formally adopted an Audit Committee Charter. A copy of the Audit Committee Charter can be found at www.karoongas.com.au.

The Audit Committee also gives the Board of directors additional assurance regarding the quality and reliability of financial information prepared for use by the Board in determining policies or for inclusion in financial statements.

The Audit Committee presently consists of:

Mr G Atkins (Chairman)

Mr H Peeters

Mr R Hosking

The responsibilities of the Audit Committee include:

- liaising with external auditors and ensuring that the annual and half yearly statutory audits are conducted in an effective manner;
- reviewing internal controls and recommending improvements;
- reviewing the half year financial statements prior to lodgement of these documents with the Australian Stock Exchange, and any significant adjustments required as a result of the audit;
- reviewing the draft financial statements and the audit report and making the necessary recommendations to the Board for approval of the financial statements;
- reviewing treasury recommendations and making necessary recommendations to the Board for approval; and
- reviewing and reporting on any special reviews deemed necessary by the Board.

Pursuant to Recommendation 4.3 (b) of the ASX Corporate Governance Best Practice Recommendations. Currently Karoon is reviewing its policies and has a non - executive director as Chairman on the Audit Committee. Karoon proposes to appoint another non-executive director to the Audit Committee.

The Committee reports to the full Board after each Committee Meeting and relevant papers and minutes are provided to all directors.

Audit Committee Meetings

Director	No. of meetings held during year	No. of meetings attended
Mr G Atkins (Chairman)	3	3
Mr H Peeters	3	3
Mr R Hosking	3	3

External Auditors

Under ASX Corporate Governance Best Practice Recommendation 4.5, the Company should make information publicly available regarding procedures for the selection and appointment of the external auditor, and for the rotation of external audit and engagement partners. New auditors were not appointed during the 2006/2007 financial year and it is not currently proposed to appoint new auditors. However, the Company has prepared a draft Selection and Appointment of External Auditor Policy. Upon the Selection and Appointment of External Auditor Policy being adopted by the Board, it will be made available on the Company's website at www.karoongas.com.au.

Internal control

The Board acknowledges that it is responsible for the overall internal control framework. To assist in discharging this responsibility the Company has an established internal framework, which can be described as follows.

- financial reporting – there is a comprehensive budgeting system with an annual budget approved by the directors. Monthly actual results are reported against budget and revised forecasts for the year. A revised budget is prepared half yearly and approved by the directors.
- functional specialty reporting – the Company has identified a number of key areas that are subject to regular reporting to the Board such as treasury, legal and self insurance matters.
- investment appraisal – the Company has clearly defined guidelines for capital expenditure. These include annual budgets and review procedures.
- surplus funds – a policy of conservative and secure investment of surplus funds is applied.

Pursuant to Recommendation 4.3 (b) of the ASX Corporate Governance Best Practice Recommendations, Karoon proposes appointing another non-executive director to the Audit Committee. Currently Karoon is reviewing its policies and has an executive director sitting on the Audit Committee.

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Advice to Directors

Subject to the approval of the Board, an individual director may engage an outside adviser at the expense of the Company in appropriate circumstances.

Fair dealings and related party transactions

A director, or entities in which a director has a significant interest and/or influence, who enters into a transaction with the Company must make full disclosure of all material elements of the transaction to the Chairman, or, if the director involved is the Chairman, to the Board.

In addition, contracts with directors, or entities in which directors have a significant interest and/or influence, must be approved by the Audit Committee in advance of committing the Company to:

- contracts for the supply of goods and/or services which extend beyond one year, or where the total value of goods and/or services supplied under the contract will, in any one year, exceed \$25,000;
- all agreements to lease and/or leases of property;
- all agreements for acquisition or disposal of property except by way of public auction.

Any director who is a member of the Audit Committee and who has a significant interest and/or influence in relation to a contract to be approved by the Audit Committee must absent themselves from the meeting and not participate in any vote to approve such contract.

Disclosure of information

The Company has an objective of honest and open disclosure of information in dealing with stakeholders, subject to appropriate commercial considerations associated with competitive and sensitive information. Such disclosure may, in appropriate circumstances, exceed statutory requirements.

The Company has developed a Continuous Disclosure Policy to ensure the compliance of the Company with the various laws and Australian Stock Exchange Limited listing rules obligations in relation to disclosure of information to the market.

Karoon's Continuous Disclosure Policy can be found at www.karoongas.com.au

Policy and procedure for share trading

Directors and officers are prohibited from short-term dealing in Karoon securities.

Directors and officers are prohibited from dealing in Karoon securities if they are in possession of information concerning Karoon which, if made public, a reasonable person would expect to have a material impact on the price or value of Karoon's securities ("price sensitive information").

Directors and officers are prohibited from dealing in Karoon securities during any embargo period declared by the Chairman. Embargo periods include the period of two weeks prior to:

- the release of Karoon's half-yearly results and preliminary final results to the ASX;
- Karoon's annual general meeting.

These restrictions in dealing in Karoon securities are subject to any discretion exercised by the Chairman.

Prior to dealing in Karoon securities, directors and officers must:

- advise the Chairman or Company Secretary of the proposed dealing to ensure that there is not any imminent ASX announcement that contains price sensitive information; and
- confirm to the Chairman or Company Secretary that he or she is not aware of any price sensitive information that has not been released to the ASX.

Directors and officers must advise the Company Secretary of any dealing in Karoon securities within 2 days of such dealing.

Karoon's Share Trading Policy can be found at www.karoongas.com.au

Ethical standards, compliance with obligations and responsible decision making

The directors, senior executives and employees are required to act with the utmost integrity and objectivity, striving at all times to enhance the reputation and performance of the consolidated entity. The Company also strives to comply with legal and other obligations to legitimate stakeholders.

The Company has developed a Code of Conduct for directors and officers and employees of the Company. Please refer to www.karoongas.com.au.

Environment

The Company has a Health Safety and Environmental policy and is committed to conducting all its activities in an environmentally responsible manner.

Karoon's Health Safety and Environment Policy can be found at www.karoongas.com.au

The role of shareholders

The Board aims to ensure that all shareholders are informed of all major developments affecting Karoon's state of affairs. Information is communicated to the shareholders as follows.

- the annual report is distributed to all shareholders. The Board ensures that the annual report includes relevant information about the operations of the consolidated entity during the year, changes in the state of affairs of the consolidated entity and other disclosures required by the Corporations Act.
- half yearly financial statements prepared in accordance with the requirements of the Corporations Act are subject to an audit review. The financial statements are sent to any shareholder who requests them.
- proposed major changes in Karoon which may impact on share ownership rights are submitted to a vote of shareholders.
- shareholder newsletters are made accessible to shareholders at least twice per year.
- the Company posts all reports, Australian Stock Exchange and media releases and copies of significant presentations on the Company's website – www.karoongas.com.au.

In addition, news announcements and other information are sent by email to all persons who have requested their details be added to the Company's electronic mailing list. If requested, the Company, where appropriate, will provide general information by email, facsimile or post.

Risk assessment and management

As part of the consolidated entity's strategy to implement an integrated framework of control, the Board continually identifies and monitors the key business and financial risks that could jeopardise the consolidated entity achieving its objectives. The Board is developing appropriate controls that would effectively manage those risks. These include:

- identification of risks;
- policy to manage risk;
- monitoring compliance with the risk management policy;
- procedures to manage financial exposures; and
- commitment and expenditure levels exceeding certain levels are submitted to the Board for approval.

Karoon is currently drafting a risk assessment policy, topics covered will include mechanisms to identify, assess, monitor and manage risk as well as keeping shareholders informed of changes in Karoon's risk profile through the website www.karoongas.com.au

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Management accountability

The Board encourages management accountability for the Company's financial reports by requiring the Executive Chairman to state in writing to the Board that:

- the Company's financial reports present a true and fair view, in all material respects, of the Company's financial condition and operational results and are in accordance with relevant accounting standards;
- that the financial statements are compiled in accordance with best practice and are properly monitored using the Audit Committee and the external auditors to ensure a sound system of risk management and control; and
- the statements given above in paragraphs (a) and (b) are founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board.

Risk management, internal compliance and control policies are not yet complete therefore cannot be assessed for material efficiency and effectiveness. Karoon will endeavour to complete and institute these controls in order to begin monitoring efficiency and effectiveness through the next financial year.

Role of the Company Secretary

Under the Corporate Governance principles all directors have access to the Company Secretary and the appointment and removal of the Company Secretary is a matter for decision by the Board as a whole.

The Company Secretary supports the effectiveness of the Board by monitoring that Board policy and procedures are followed and co-ordinating the completion and dispatch of Board agenda and briefing materials.

The Company Secretary is accountable to the Board, through the Chairperson, on all governance matters.

Annual General Meeting

The Company will ensure that the Annual General Meeting (AGM) is held in a manner that enables as many shareholders as possible to attend and encourages effective participation by shareholders.

The Company will arrange to have its external auditor attend the Company's AGM and be available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report.

The Chairperson of that meeting will allow a reasonable opportunity for members to ask questions about the Company's performance and operations and ask questions of the external auditor concerning the conduct of the audit and the preparation and content of the auditor's report.

Remuneration

As an overall policy, the Company will remunerate in such a way that it motivates directors and employees to pursue the long-term growth and success of the Company within an appropriate control framework that demonstrates a clear relationship between key executive performance and remuneration. The Remuneration Committee will be responsible for review of all remuneration and make recommendations to the Board.

Executive remuneration is set by the Board and may contain salary bonuses and share options.

Non-executive directors are remunerated by way of fees in the form of cash and superannuation contribution at marketplace levels as well as director options.

Fees and equity based payments payable to directors are set and may not be increased without prior approval of the shareholders at a general meeting.

Further information on the remuneration of the Board and executives can be found in the Remuneration Report section of the Directors Report.

Shareholder Information As At 28 August 2007

Substantial shareholders

The number of shares held by substantial shareholders are:

	<i>Fully paid /Ordinary shares</i>	<i>Percentage of Shares Held</i>
Talbot Group Holdings	15,862,302	13.86
Ropat Nominees Pty Ltd	12,478,235	10.90
Summerlea Nominees Pty Ltd	6,210,864	5.43
Total	34,551,401	30.19

Twenty largest shareholders

<i>Name of holder</i>	<i>Number of ordinary Shares held</i>	<i>Percentage of Shares held</i>
Talbot Group Holdings Pty Ltd	15,862,302	13.86
Ropat Nominees Pty Ltd	11,052,730	9.66
JJ Holdings (Vic) Pty Ltd	4,250,000	3.71
National Nominees Limited	3,840,437	3.36
HSBC Custody Nominees (Australia) Limited A/C 2	3,054,000	2.67
HSBC Custody Nominees (Australia) Limited	2,567,200	2.24
ANZ Nominees Limited	2,042,144	1.78
Copulos Superannuation Pty Ltd	2,000,000	1.75
HSBC Custody Nominees (Australia) Limited-GSI ECSA	1,509,784	1.32
J P Morgan Nominees Australia Limited	1,254,114	1.10
Summerlea Nominees Pty Ltd	1,207,785	1.06
IERS (Australia) Pty Ltd	1,195,000	1.04
Pressure Drop Pty Ltd	1,125,000	0.98
Mrs Mara Spong	1,125,000	0.98
Echo Beach Pty Ltd	1,100,000	0.96
Mr Ross Stansfield-Smith	1,032,198	0.90
Penila Investments Pty Ltd	1,030,500	0.90
Rose Burton Pty Ltd	1,012,377	0.88
Citywest Corp Pty Ltd	1,000,000	0.87
Penelope Baldick	809,166	0.71
Total shares on issue	57,937,910	50.61

Shareholder Information As At 28 August 2007

Distribution of share and option holdings

Number of holders by size of holdings at 28 August 2007 were as follows:

	Ordinary fully paid shares	Options expiry 30/06/07 exercisable @ 1.35 cents	Options expiry 30/06/07 exercisable @ 25 cents	Options expiry 31/10/07 exercisable @ \$1.65	Options expiry 30/09/08 exercisable @ \$1.75	Options expiry 30/09/08 exercisable @ \$2.00	Options expiry 30/09/08 exercisable @ \$2.25
1- 1,000	381	-	-	-	-	-	-
1,001- 5,000	975	-	-	-	-	-	-
5,001-10,000	480	-	-	-	-	-	-
10,001-100,000	736	4	-	-	-	-	-
100,001 above	129	3	1	1	2	2	2
Total	2,701	7	1	1	2	2	2

Issued capital

(a) At 28 August 2007, the following securities in the parent entity were on issue:

Type Security	Number of Securities	Number of Holders
Fully paid ordinary shares	114,427,897	270
Options Exercisable at \$1.65 by 30 October 2007- Unquoted	500,000	1
Options Exercisable at \$1.75 by 30 September 2008- Unquoted	1,500,000	2
Options Exercisable at \$2.00 by 30 September 2008- Unquoted	1,500,000	2
Options Exercisable at \$2.03 by 31 October 2008- Unquoted	675,000	8
Options Exercisable at \$2.25 by 30 September 2008- Unquoted	1,500,000	2

(b) At 28 August 2007, 33 shareholders held less than a marketable parcel of fully paid ordinary shares

Voting rights

On a show of hands every member present in person or by proxy shall have one vote and upon a poll each share shall have one vote.

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Additional Information Required For Listed Companies

Schedule of interests

<i>As at 28 August 2007 Exploration Permits</i>	<i>Interest %</i>
EL 4537 - Gippsland Basin	100
WA-314-P- Browse Basin	49
WA-315-P- Browse Basin	49
WA-398-P-Browse Basin	40

The above interests are held by Karoon Gas Pty Ltd, Karoon Gas Browse Basin Pty Ltd and Karoon Gas Australia Ltd.

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Directors

Mr Robert Hosking – Executive Chairman
Mr Mark Smith – Executive Director
Mr Geoff Atkins – Non-Executive Director
Mr Stephen Power – Non-Executive Director

Company Secretary

Mr Scott Hosking

Audit Committee

Mr Robert Hosking
Mr Hector Peeters
Mr Geoff Atkins

Auditors

Mitchell Wilson & Partners
261 -271 Wattleree Road
Malvern VIC 3144
Australia
Telephone: 613 9500 0533
Facsimile: 613 9500 0633

Bankers

National Australia Bank Limited
271 Collins Street
Melbourne VIC 3000
Australia
Telephone: 613 9659 7600
Facsimile: 613 9659 7902

Registered Office and Head Office

Suite 7A, 34 – 38 Lochiel Avenue
Mt Martha VIC 3934
Australia
Telephone: 613 5974 1044
Facsimile: 613 5974 1644
Email: rhosking@karoongas.com.au
Website: www.karoongas.com.au

Location of Share Registry

Computershare Investor Services Pty Ltd
Yarra Falls
452 Johnston Street
Abbotsford VIC 3067
Australia
Telephone: 613 9415 5000
Website: www.computershare.com

Stock Exchange

The Company is listed on the Australian Stock Exchange.
The Home Exchange is Melbourne, Victoria.

Other Information Karoon Gas Australia Limited, incorporated and domiciled in Australia,
is a publicly listed company limited by shares.

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Gas Australia Ltd

Karoon Gas Australia Ltd & Controlled Entities
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