



ANNOUNCEMENT TO THE AUSTRALIAN STOCK EXCHANGE: 28 OCTOBER 2005

**Quarterly Report to the Australian Stock Exchange for the period ending
30 September 2005**

The Directors of OmegaCorp Limited (“the Company”) are pleased to present the September 2005 Quarterly Report. The Company’s operations have seen considerable advancement during the quarter with the establishment of an operational base at Tete in north-western Mozambique to service the Mavuzi Project, detailed assessment of the Mavuzi Mine area and associated prospects, the commencement of a 3,000m RC drilling program at Mavuzi, data compilation and commencement of a JORC compliant resource estimation on the Kariba Uranium Project in Zambia, the appointment of Mr Brendan Hammond as Deputy Chairman to the Company and the successful completion of a \$5.1m capital raising.

On the Mavuzi Project in Mozambique detailed gridding, mapping and ground radiometric survey has been conducted over a four kilometre zone from the Kaboazi Creek Prospect in the north to the Airport Prospect in the south. This work was completed to refine the drilling program and allow the sighting of drill holes on the three prospects identified to date. An RC drill program has now commenced comprising approximately 3,000 metres of drilling and this will test the three prospects in the corridor of prospectivity.

Data compilation of historic AGIP-SA and Geological Survey of Zambia (GSZ) data on known prospects within the Kariba Uranium project in Zambia has commenced with a view to generate a GIS and a JORC compliant resource for at least one of the known prospects within the licence area. Preparation of a JORC compliant resource estimate has commenced and it is anticipated that the results from this work will be released in the near future.

The Company also completed a successful capital raising of \$5.1 million to accelerate the exploration initiative within its extensive portfolio of uranium projects in Southern Africa.



The Company is anticipating considerable activity during the next quarter including the conclusion of the initial RC drilling program at Mavuzi, the release of the JORC compliant resource estimation from the Kariba Uranium Project and the commencement of diamond drilling at Kariba to increase confidence in the known areas of mineralisation, and to allow the facilitation of metallurgical testwork and economic parameters for the project to be applied.

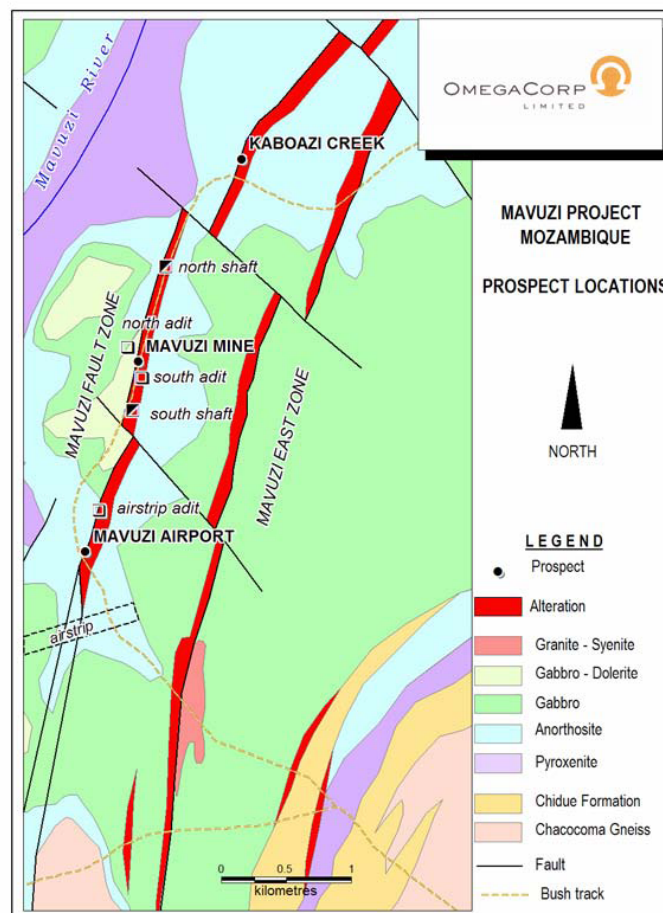
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Mavuzi Project - Mozambique

The Mavuzi Project is located some 40 kilometres northwest of the provincial centre of Tete in north-western Mozambique and comprises one granted licence and three licence applications covering approximately 700 square kilometres. The granted licence covers the historic Mavuzi Uranium Mine (“Mavuzi Mine”) and has been the focus of the Company’s exploration initiative during the quarter. A team of four expatriate staff have now been appointed and an office/residential complex has been established to provide a base for the Company’s exploration.

Field work completed in the previous quarter returned anomalous surface sampling results and identified two additional prospects along strike from Mavuzi Mine (Kaboazi Creek and Airport Prospects) and an additional prospect to the southeast – Mavuzi East.

- The sampling in the Mavuzi Mine area returned a maximum value of >5% (50 kg/t) U_3O_8 from visible mineralisation and values up to 0.41% (4.1 kg/t) U_3O_8 outside of the areas historically exploited. Values of up to 0.9% molybdenum were also returned on assay.
- At the Mavuzi Airport Prospect values up to 0.17% (1.7 kg/t) U_3O_8 were encountered.
- Mineralisation at Kaboazi Creek occurs within a 700m long by 30m to 180m wide zone where several, north south orientated 1-3m wide lenses of visible uranium mineralisation (davudite) were observed returning values up to 0.23% (2.3 kg/t) U_3O_8 with over 25% of the samples taken producing anomalous (>0.01%/0.1 kg/t U_3O_8) values.



The Mavuzi Mine, Airport and Kaboazi Creek Prospects have highlighted a corridor of prospectivity approximately four kilometres in strike length in a ten kilometre zone. The limited sampling to date has demonstrated the presence of significant uranium mineralisation and the potential for both high-grade vein and disseminated uranium mineralisation.

The above sampling and preliminary mapping has been utilised as a point of focus for the activities in the September quarter. Over the past two months the detailed gridding, mapping and ground radiometric survey has been conducted over a four kilometre zone from the Kaboazi Creek Prospect in the north to the Airport Prospect in the south. This work was completed to refine the drilling program and allow the sighting of drill holes on the three prospects identified to date. The mapping has also identified a small open pit immediately south of the Mavuzi Mine and also mining activity several hundred metres to the north of Kaboazi Creek Prospect.

The drilling commenced in October and aims to complete a preliminary assessment of the three prospects identified to date within a four kilometre corridor of prospectivity centred on the historic Mavuzi Mine. The program comprises approximately 3,000 metres of drilling has commenced on the Kaboazi Creek Prospect, approximately 1.5 kilometres northeast of the Mavuzi Mine.

- The program at Kaboazi Creek comprises approximately 1,200m of drilling, testing three mineralised zones identified in the mapping over a strike length of approximately 300m.
- Drilling at Mavuzi Mine will comprise approximately 1,000m of drilling, aiming to complete limited testing of 500m of strike extent of the historic workings.
- The Airport Prospect to the south of the Mavuzi Mine will be tested by approximately 800m of drilling, covering approximately 300m of strike length.

The program aims to broadly examine the three prospects and will be completed with a view to give an indication of the areas potential to yield both high grade material that was exploited historically and also the potential for lower grade disseminated mineralisation. It is anticipated that the program will take 3-4 weeks to complete, with the results from the drilling anticipated to be available in the latter part of the December 2005 quarter.

Kariba Uranium Project – Zambia (OmegaCorp earning 70%)

The Company has entered in to a Memorandum of Understanding (“MOU”) with Okorusu Fluorspar Pty Ltd, which holds a Prospecting Licence (PL) 237 in the Kariba region of southern Zambia. The licence covers approximately 2,521 km² and is approximately 200 kilometres south of Lusaka. Under the terms of the MOU, the Company has agreed to expend a minimum of US\$250,000 over the following two years and a further US\$750,000 over two years to advance to 70% equity in the KUP. Once the earn-in period is complete, a Joint Venture will be established.

The area was the focus of an exploration initiative by AGIP-SA and the Geological Survey of Zambia that commenced 30 years ago. Three main areas of mineralisation were identified within the licence area – Mutanga, Dibwe and Bungua. These three areas have become the immediate point of focus for the Company’s activities. Field crews have been active during the quarter completing gridding and surveying, verifying written data to assist in the resource estimation work and as a prelude to field mapping, sampling and diamond drilling in the coming December quarter.

During the quarter, data compilation of the historic AGIP-SA data and that from the Geological Survey of Zambia has continued to generate a GIS for the project area, with a

focus on the known areas of mineralisation. This data review and compilation has generated sufficient information for a JORC compliant resource estimation to commence. The Company has appointed consultants based in Perth to complete the estimation and it is anticipated that the results from this study will be available in November.

The data compilation and resource estimation will allow the finalisation of a diamond drilling program that is scheduled to commence in November. The drilling will aim to further assess the known areas of mineralisation and provide material for metallurgical testwork to be completed. The presence of a trial heap leach on site at Mutanga has lead the Company to consider this as an option for the project.

Mkuju River Project – Tanzania

The Mkuju River Project (MRP) is located in southern Tanzania, some 470 kilometres southwest of Dar es Salaam. The MRP comprises two granted licence areas covering over 1,500 square kilometres. The area was part of a countrywide search for uranium between 1978 and 1982 by a German company Uranerzbergbau GMBH (UEB). No field work was completed on the MRP during the quarter, however desktop review continued as a prelude for fieldwork to commence in the future.

Zambezi Valley Project (ZVP) – Zimbabwe

The three licences that comprise the ZVP- Zimbabwe are currently under application. The ZVP licence applications cover an area that was extensively explored for uranium between 1981 and 1992 by Interuran. The Company will continue to attempt to progress the licence areas to grant and acquire available data.

Tanzanian Heavy Mineral Sands Project

As part of the continual assessment of the project, a hand auger program was completed over several of the key prospects in the project. This work comprised a limited number of auger holes to test the surface anomalism to basement and along strike. This program is now complete, however assays are currently awaited and the results and conclusions will be presented in the next quarter.

Corporate

Capital Raising

Following shareholder approval the Company raised \$5.1 million through a placement of 6 million ordinary shares at 85 cents each, plus a one for two free attaching unlisted option exercisable at \$1.20 expiring 30 September 2007 (pre 4 for 1 share split).

Share Split

The Company also received shareholder approval to subdivide its issued capital on the basis that every one (1) fully paid ordinary Share be subdivided into four (4) fully paid ordinary Shares and that Options be adjusted similarly.

The information in this report that relates to Exploration Results, Mineral Resources or Ore Reserves is based on information compiled by Mr. Matthew Yates, who is a Member of The Australian Institute of Geoscientists (AIG). Mr. Yates is a full-time employee of Beacon Exploration Pty Ltd, a consultant of OmegaCorp Limited. Mr. Yates has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr. Yates consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

Appendix 5B

Mining exploration entity quarterly report

Introduced 1/7/96. Origin: Appendix 8. Amended 1/7/97, 1/7/98, 30/9/2001.

Name of entity

OMEGACORP LIMITED

ABN

60 094 212 307

Quarter ended ("current quarter")

30 September 2005

Consolidated statement of cash flows

	Current quarter \$A'000	Year to date (3 months) \$A'000
Cash flows related to operating activities		
1.1 Receipts from product sales and related debtors	-	-
1.2 Payments for (a) exploration and evaluation	(554)	(554)
(b) development	-	-
(c) production	-	-
(d) administration	(171)	(171)
1.3 Dividends received	-	-
1.4 Interest and other items of a similar nature received	45	45
1.5 Interest and other costs of finance paid	-	-
1.6 Income taxes paid	-	-
1.7 Other – business development	(158)	(158)
Net Operating Cash Flows	(838)	(838)
Cash flows related to investing activities		
1.8 Payment for purchases of:		
(a)prospects	(40)	(40)
(b)equity investments	-	-
(c) other fixed assets	(129)	(129)
1.9 Proceeds from sale of:		
(a)prospects	-	-
(b)equity investments	-	-
(c)other fixed assets	-	-
1.10 Loans to other entities	-	-
1.11 Loans repaid by other entities	-	-
1.12 Other	-	-
Net investing cash flows	(169)	(169)
1.13 Total operating and investing cash flows (carried forward)	(1,007)	(1,007)

+ See chapter 19 for defined terms.

1.13	Total operating and investing cash flows (brought forward)	(1,007)	(1,007)
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares, options, etc.	5,100	5,100
1.15	Proceeds from sale of forfeited shares	-	-
1.16	Proceeds from borrowings	-	-
1.17	Repayment of borrowings	-	-
1.18	Dividends paid	-	-
1.19	Other – capital raising expenses	(15)	(15)
	Net financing cash flows	5,085	5,085
	Net increase (decrease) in cash held	4,078	4,078
1.20	Cash at beginning of quarter/year to date	2,156	2,156
1.21	Exchange rate adjustments to item 1.20	-	-
1.22	Cash at end of quarter	6,234	6,234

Payments to directors of the entity and associates of the directors

Payments to related entities of the entity and associates of the related entities

		Current quarter \$A'000
1.23	Aggregate amount of payments to the parties included in item 1.2	103
1.24	Aggregate amount of loans to the parties included in item 1.10	-

1.25 Explanation necessary for an understanding of the transactions

Payments include consulting fees, directors fees, company secretarial services and provision of a fully serviced office.

Non-cash financing and investing activities

2.1 Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows

Issue of 7,000,000 shares (post 4 for 1 share split) to vendors of uranium projects in southern and east Africa.

2.2 Details of outlays made by other entities to establish or increase their share in projects in which the reporting entity has an interest

Not Applicable.

+ See chapter 19 for defined terms.

Financing facilities available

Add notes as necessary for an understanding of the position.

	Amount available \$A'000	Amount used \$A'000
3.1 Loan facilities	-	-
3.2 Credit standby arrangements	-	-

Estimated cash outflows for next quarter

	\$A'000
4.1 Exploration and evaluation	500
4.2 Development	-
Total	500

Reconciliation of cash

Reconciliation of cash at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows.

	Current quarter \$A'000	Previous quarter \$A'000
5.1 Cash on hand and at bank	533	288
5.2 Deposits at call	5,701	1,868
5.3 Bank overdraft	-	-
5.4 Other (provide details)	-	-
Total: cash at end of quarter (item 1.22)	6,234	2,156

Changes in interests in mining tenements

	Tenement reference	Nature of interest (note (2))	Interest at beginning of quarter	Interest at end of quarter
6.1	Interests in mining tenements relinquished, reduced or lapsed			
6.2	Interests in mining tenements acquired or increased			

+ See chapter 19 for defined terms.

Issued and quoted securities at end of current quarter

Description includes rate of interest and any redemption or conversion rights together with prices and dates.

	Total number	Number quoted	Issue price per security (see note 3) (cents)	Amount paid up per security (see note 3) (cents)
7.1 Preference securities <i>(description)</i>				
7.2 Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions				
7.3 +Ordinary securities	*101,405,060	*101,405,060	Not Applicable	Not Applicable
7.4 Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs	*31,000,000	*31,000,000		
7.5 +Convertible debt securities <i>(description)</i>				
7.6 Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted				
7.7 Options	*10,600,000	-	<i>Exercise price</i> *\$0.05	<i>Expiry date</i> 30 June 2007
	*3,000,000	-	*\$0.225	30 June 2007
	*16,000,000	-	*\$0.30	30 September 2007
7.8 Issued during quarter	*16,000,000	-	*\$0.30	30 September 2007
7.9 Exercised during quarter				
7.10 Expired during quarter				
7.11 Debentures <i>(totals only)</i>				
7.12 Unsecured notes <i>(totals only)</i>				

*post 4 for 1 share split

+ See chapter 19 for defined terms.

Compliance statement

- 1 This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Act or other standards acceptable to ASX (see note 4).
- 2 This statement does ~~not~~* (*delete one*) give a true and fair view of the matters disclosed.

Sign here: Date: 28 October 2005
(~~Director~~/Company secretary)

Print name: SHANE CRANSWICK

Notes

- 1 The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.
- 2 The "Nature of interest" (items 6.1 and 6.2) includes options in respect of interests in mining tenements acquired, exercised or lapsed during the reporting period. If the entity is involved in a joint venture agreement and there are conditions precedent which will change its percentage interest in a mining tenement, it should disclose the change of percentage interest and conditions precedent in the list required for items 6.1 and 6.2.
- 3 **Issued and quoted securities** The issue price and amount paid up is not required in items 7.1 and 7.3 for fully paid securities.
- 4 The definitions in, and provisions of, *AASB 1022: Accounting for Extractive Industries* and *AASB 1026: Statement of Cash Flows* apply to this report.
- 5 **Accounting Standards** ASX will accept, for example, the use of International Accounting Standards for foreign entities. If the standards used do not address a topic, the Australian standard on that topic (if any) must be complied with.

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+ See chapter 19 for defined terms.