

QUARTERLY REPORT

September 2013

HIGHLIGHTS

EXPLORATION

Dexter Gold Project

- ▲ Likely source of 16km-long gold-in-soil anomaly traced to southern part of Three Bears Prospect based on new multi-element data and recent RC drill results.
- Regionally significant, 12km-long gold-in-soil anomaly identified 20km southwest of Three Bears Prospect the Sandshoes Prospect.
- RC drilling aimed at discovery to the south of Three Bears is planned to commence in mid-November 2013 along with reconnaissance drilling of the Sandshoes Prospect.
- ➤ Selective drilling is also planned to locate a possible second bedrock source, at the Tallows Prospect.

Other Projects

■ Infill auger soil sampling at the Duketon North Project has upgraded two anomalies on the Hootanui Shear Zone.

CORPORATE

- ➤ Preparation of a research and development claim commenced. The Company believes that a significant portion of its 2012-13 exploration expenditure of \$3.95 million may be eligible for a cash rebate under the Federal Government's R & D Incentive Scheme.
- ➤ Annual General Meeting scheduled for 20 November 2013.



Photo 1: RC Drilling at Dexter Gold Project (May-July 2013)

Board of Directors

Tom Sanders

Executive Chairman

Mark Edwards

Non-executive Director

Mike Kitney

Non-executive Director

Senior Management

Alastair Barker

Exploration Manager

Michelle Simson

Manager Corporate
Affairs/Company Secretary

Corporate

Issued Securities:

55.1 million ordinary shares21.3 million listed options8.4 million unlisted options

Cash: (30 September 2013) \$0.70 million

Market Capitalisation:

\$12.7 million @ \$0.23/share

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ASX CODE: BRB



OVERVIEW

Breaker Resources NL (ASX: BRB; "Breaker") is successfully applying innovative exploration techniques to locate world class gold deposits in historically unexplored parts of the Eastern Goldfields Superterrane ("EGST"), Western Australia, which accounts for 75% of Australia's gold endowment. Breaker is one of the largest tenement holders in the EGST (~4,055km²) with a 100% interest in seven exploration projects on major crustal faults known to be instrumental in the formation of large gold deposits.

Breaker's main focus is the Dexter Project where the size and magnitude of two large gold anomalies identified (Three Bears/Tallows and Sandshoes) has not previously been documented in Western Australia for an area with similar transported cover.

Since listing in April 2012, Breaker has identified eight new 10-20km-long gold-in-soil anomalies on seven projects, using wide-spaced (1,600m x 400m) modern multi-element geochemical techniques to see through wind-blown sand cover that restricted exploration in the past.

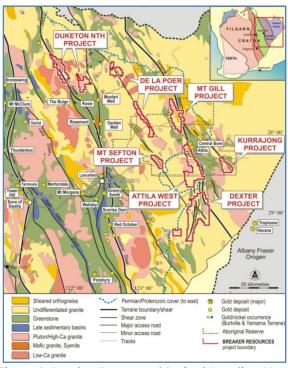


Figure 1: Breaker Resources' Project Location Map

EXPLORATION AND EVALUATION

Dexter Gold Project Overview September 2013 Quarter Exploration Activities

The 1,360km² Dexter Gold Project is located 140km south-southeast of Laverton in the southern part of the Burtville and Yamarna Terranes, 80km northwest of the Tropicana gold deposit. The Project includes 27km of the Yamarna Shear Zone and 60km of the Dexter Shear Zone (Figure 2). Thin aeolian sand and transported weathered Permian sediment overlie the prospective Archean basement rocks. Prior to Breaker's activities, the Project was essentially unexplored.



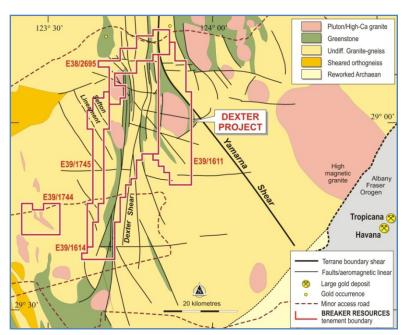


Figure 2: Dexter Project Interpreted Geology

A 16km-long gold-in-soil anomaly with up 0.3g/t gold and 17g/t silver was identified near the intersection of the Dexter and Yamarna Shear Zones in the northern part of the Project in August 2012 (Figures 3, 6 & 7). The size, magnitude and coherence of the soil anomaly is unusual, suggesting an unusually large bedrock source (or sources). An Archean gold source is indicated by the structural association, elevated gold pathfinder elements and the presence of mantle-derived syenite encountered in drilling (syenitic granite indicates a mantle or deep crustal source, known to be favourable for the formation of large gold deposits).

Extensive aircore drilling to scope the anomaly was completed in March 2013 and identified two discrete areas of subsurface redox gold enrichment (mobile secondary gold precipitated at fossil water tables) at the Three Bears and Tallows Prospects with grades up to 3m at 7.1g/t gold. Based on recent research models, the gold forming the redox gold is interpreted to be sourced from nearby Archean bedrock sources leaking into the transported cover (Figure 4).

Reverse circulation ("RC") drilling, completed at the Three Bears Prospect in early July 2013, successfully traced the redox gold upslope to the Dexter Shear Zone where a 400m-wide zone of alteration and shearing was identified with pyrite increasing noticeably to the south. The final RC drill hole on the southern-most drill traverse intersected anomalous gold over a 16m-wide zone (up to 0.3g/t gold) suggesting that the Archean bedrock source responsible for the large gold-in-soil anomaly is further south (Figures 3, 4 & 5).

Three Bears Prospect

In the September 2013 quarter, multi-element geochemical analysis of fresh bedrock samples from the RC drilling program was undertaken. This proved to be fruitful.

At the Three Bears Prospect, elevated gold pathfinder elements, including arsenic, antimony, tellurium, cadmium and sulphur, were identified that systematically increase to the south along the Dexter Shear Zone in the southern part of the Three Bears Prospect (Figure 3).



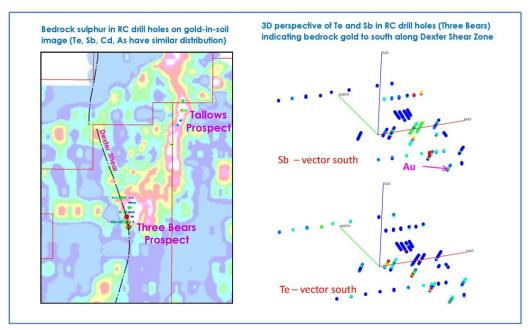


Figure 3: Three Bears Prospect Gold-in-Soil with Diagrammatic Gold Pathfinder Distribution

Significantly, these results provide a strong quantitative directional vector pointing southwards in mineralised bedrock and confirm that the Dexter Shear Zone is a major fluid pathway. The results also support the observed increase in pyrite (sulphur) noted in the drilling.

Further RC drilling aimed at discovery to the south of the Prospect is planned to commence in mid-November 2013. The program will consist of angled holes to the immediate south of Three Bears, followed by several traverses of vertical holes across structural and geochemical targets along the Dexter Shear extending up to 6km south (Figure 5). Additional angled holes will then be drilled based on results.

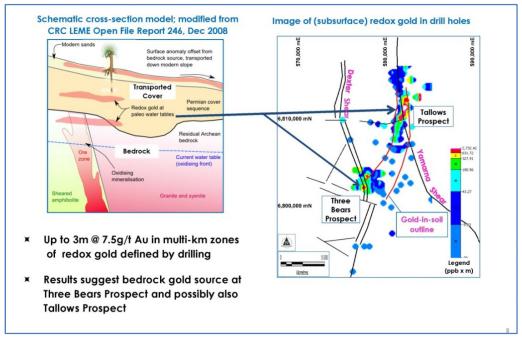


Figure 4: Three Bears/Tallows Prospects – Subsurface Redox Gold Defined by Drilling



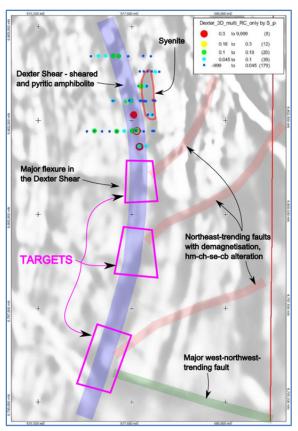


Figure 5: Three Bears South RC Drill Targets over Grey Scale Aeromagnetic Image

Tallows Prospect

A large concentration of redox gold delineated by drilling at the Tallows Prospect (Figure 4) is attributed to either a separate bedrock source in the Tallows area, or a "ponded" gold accumulation sourced upslope from the Three Bears Prospect. Both options are possible although a separate bedrock source is considered more likely.

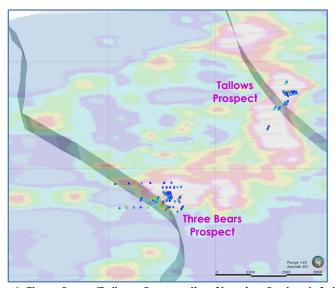


Figure 6: Three Bears/Tallows Perspective Showing Bedrock Sulphur in Fresh RC Drill Samples on Gold-in-Soil Image



To date, the focus has been on tracking the redox gold to the bedrock source at the Three Bears Prospect. The main part of the redox gold concentration at the Tallows Prospect however is located in an area of structural complexity on a bend in the Yamarna Shear and has not been closed off by drilling. The potential for a separate bedrock gold source at Tallows is consequently very real.

Breaker plans to trace the main part of the redox gold upslope with aircore drilling. Selective reconnaissance RC drilling is also planned to test structural targets on the Yamarna Shear, which returned weakly anomalous bismuth and selenium from limited sampling of fresh bedrock.

Sandshoes Prospect/Dexter Regional

Breaker completed a reconnaissance (1,600m x 400m) multi-element auger soil survey in late August 2013 to screen for large gold deposit signatures in the previously unexplored southern half of the Dexter Project (805 samples). This survey was successful in identifying a cohesive, 12km-long gold-in-soil anomaly of regionally significance, designated the Sandshoes Prospect. The anomaly is in sand cover approximately 20km southwest of the Three Bears Prospect (Figure 7) with peak gold values of 35ppb.

The Sandshoes anomaly is situated near the intersection of the Sefton Lineament and a greenstone/granite contact near the western component of the Dexter Shear Zone. Significantly, the gold-in-soil anomaly appears to leak downslope from a granite/greenstone contact apparent in the aeromagnetic data over a 12km strike length, similar in some respects to the Three Bears Prospect.

Scout RC drilling of the granite/greenstone contact (the apparent source of the anomaly) is planned to commence in mid-November 2013 to assess the bedrock geochemistry.

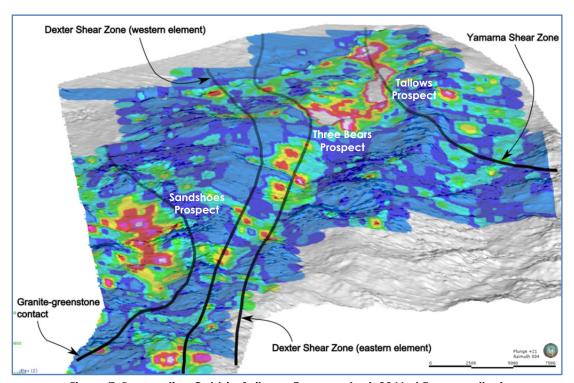


Figure 7: Perspective Gold-in-Soil over Topography (x20 Vert Exaggeration)



Attila West Gold Project September 2013 Quarter Exploration Activities

The Attila West Project is located 130km east-northeast of Laverton and approximately 2km west of the 1Moz Attila Trend gold resource (Figure 8). The Project comprises three tenements with an overall area of 792km².

Attila West has a favourable setting for gold mineralisation based on the interaction between the Yamarna Shear Zone, a large domal granite intrusion in the central part of the Project, and the Mt Venn and Isolated Hills greenstone belts to the north and south of the granite intrusion. The Project is dominated by thin wind-blown sand cover over residual Archean basement in the northern half of the Project, and thin Permian cover in the southern half (generally <10m). A 2012/13 soil program successfully identified a series of large, coherent gold-in-soil anomalies (peak values of 73ppb gold; 2,068ppb silver) which cluster around the margin of the large granite in the central Project area.

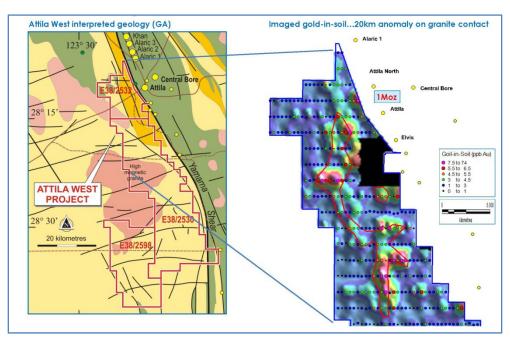


Figure 8: Attila West Project

In the September 2013 quarter, the Company undertook reconnaissance mapping, rock chip sampling (x 17 samples) and planning for a heritage survey to enable the next stage of exploration fieldwork to proceed. The reconnaissance mapping and rock chip sampling focused on areas of shallow cover in the north of the Project. This work was successful in identifying a 1,000m wide, east-dipping structural corridor on the eastern margin of the Mt Venn Greenstone Belt. Rock chip samples around the structure were anomalous in caesium, thallium and rubidium, supporting visual observations of strong potassic (sericite) alteration. The structure is associated with widespread gold, arsenic and molybdenum anomalism in Breaker's 1,600 x 400m auger dataset, suggesting that it was a significant pathway for mineralising fluids.

Breaker's exploration at Attila West will now zone in on this structural corridor, focusing on areas of auger anomalism that are supported by underlying structural targets (fault bends, fault intersections, fold hinges). Subject to heritage clearance, follow-up work will focus on aircore drilling of priority soil targets.

Mt Gill Gold Project September 2013 Quarter Exploration Activities

The Mt Gill Project, located 135km northeast of Laverton, comprises two exploration licences situated 12km along strike from the Khan North gold deposit and 30km along strike from the Attila-Alaric-Central Bore gold deposits. The Project includes 35km of the Yamarna Shear Zone and 17km of the Yamarna greenstone belt. The regolith is dominated by extensive thin aeolian sand overlying Archean bedrock. Mixed outcrop, colluvium and sand cover are present to the east of the Yamarna Shear.

Breaker completed a large multi-element reconnaissance auger soil program in 2012/13, comprising 770 samples on a 1,600m x 400m pattern to scan for large gold deposits. The soil program successfully identified multiple gold-in-soil anomalies in two main areas associated with variably anomalous arsenic, copper, silver and antimony (gold up to 63ppb, silver up to 5,729ppb or 5.7g/t).

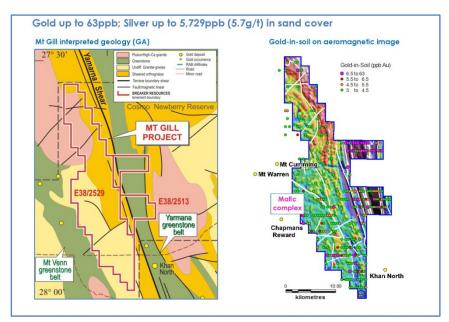


Figure 9: Mt Gill Project

Field activities in the September 2013 quarter consisted of reconnaissance mapping and rock chip sampling (x 15 samples) focusing on areas of gold anomalism in areas of outcrop on and east of the Yamarna Shear Zone. This field work pinpointed the crustal-scale Yamarna Shear Zone, which is expressed as a 1,000m wide, east-dipping zone of strongly deformed and sericitic granitic, mafic and sedimentary rocks, developed along the western margin of the Yamarna greenstone belt.

Rock chip samples on the Yamarna Shear Zone were anomalous in arsenic, antimony, selenium, copper, zinc and other gold pathfinder elements indicating a significant fluid pathway favourable for the development of gold deposits. Several structures were also identified in the Yamarna greenstone belt, some closely associated with extensive gold and pathfinder anomalism.

Planned future exploration at Mt Gill will focus on selective aircore drilling of priority gold-in-soil targets spatially associated with anomalous pathfinder elements and structural features, such as fault bends and fault intersections.



Kurrajong Gold Project September 2013 Quarter Exploration Activities

The 217km² Kurrajong Project is located in the Yamarna Terrane, 175km east-northeast of Laverton. The Project targets the intersection of a domal granite intrusion and a major fault in the southern part of the Dorothy Hills greenstone belt. The regolith is dominated by wind-blown sand dunes in an area of Permian cover.

Previous reconnaissance (1,600m x 400m) auger soil sampling in the north-western part of the Project in late 2012 identified a coherent 12km gold-in-soil anomaly with peak values of 24ppb gold and 1,574 ppb silver. The soil anomaly is considered significant as it is coincident with a major northwest-trending fault and the apex of a domal granite intrusion and with elevated mercury, silver, molybdenum and copper.

No field work was undertaken in the September 2013 quarter. Planned activities for 2013/14 include an initial wide-spaced aircore or RC drilling program to test for large alteration systems in the Archean bedrock below areas of gold-in-soil anomalism.

Duketon North Project September 2013 Quarter Exploration Activities

The 627km² Duketon North Project is located 160km north-northwest of Laverton and 50km north of the 10Moz Moolart Well/Garden Well/Rosemont gold camp. The Project targets gold along a 42km strike length of the Hootanui Shear, a major fault zone that separates the Kurnalpi and Burtville Terranes. Outcrop is limited with thin (<2m) sand cover dominant over Archean basement.

During the quarter, results from a 2,130 sample program of multi-element infill auger drilling were received. The samples were collected on a $400 \times 100 \text{m}$ pattern across four priority areas identified by initial reconnaissance (1,600 x 400m) soil sampling. Preliminary analysis of the infill results identified two anomalies associated with the regionally significant Hootanui Shear Zone.

Both anomalies are defined by the pathfinder elements arsenic and bismuth, and by broadly elevated gold values. The northern anomaly occurs where the Hootanui Shear Zone is cut by a prominent northwest-trending fault, whilst the southern anomaly is coincident with a flexure in the shear. Field reconnaissance is planned to assess whether the Project is advanced by either selective aircore drilling or joint venture.

De La Poer Gold Project June 2013 Quarter Exploration Activities

The 455km² De La Poer Project is located in the Burtville Terrane, 130km northeast of Laverton and 50km east of the 10Moz Moolart Well/Garden Well/Rosemont gold camp. The Project targets gold along a 120km strike length of the De La Poer Fault and includes the Deleta greenstone belt which was only identified in 1999.

The De La Poer Project is largely unexplored and is dominated by thin sand cover over Archean basement. Breaker's reconnaissance auger soil geochemical activities have identified seven gold-in-soil anomalies of potential interest based on tenor, coherence and location with respect to structural features. These anomalies are up to 10km in length with gold values up to 8ppb which is comparable to early stage soil results in the area that have led to discovery.



Activities during the reporting period consisted of data appraisal and review in preparation for selective aircore drilling or joint venture.

Mt Sefton Gold Project September 2013 Quarter Exploration Activities

The 211km² Mt Sefton Project is located 80km east-northeast of Laverton and 50km along strike from historic gold mineralisation at Cosmo Newberry. The Mt Sefton Project targets gold mineralisation in a small, previously undrilled greenstone belt situated within a zone of strong deformation termed the Sefton Lineament. The greenstone belt extends over a 17km x 3km area and consists of alternating doleritic gabbro, basalt with subordinate ultramafic and sedimentary rocks. Thin aeolian sands blanket the western and northern part of the tenement with Archean outcrop concentrated in the southern part of the Project.

Breaker completed a reconnaissance multi-element auger program on a 1,600m x 400m pattern in May 2013 and identified several gold-in-soil anomalies, the largest of which extends for 20km at +4ppb gold. The anomaly has peak gold and silver values of 14ppb gold and 3,075ppb silver and locally anomalous pathfinder elements including arsenic and molybdenum.

Field activities in the September 2013 quarter consisted of reconnaissance mapping and rock-chip sampling (x 7 samples). The rock chip sampling identified an area of copper mineralisation (0.53%) with anomalous silver (0.45g/t) and tellurium (13ppm). Further reconnaissance is planned in the coming quarter to determine the significance of the rock chip results.



Photo 2: Mt Sefton Project: Copper-Rich Rock Chip Sample



CORPORATE

Breaker's cash balance at the end of the September 2013 quarter was \$0.70 million.

The Company has recently commenced preparation of an application for the federal government's R&D Tax Incentive Scheme. Breaker believes that a significant portion of its 2012-13 exploration expenditure of \$3.95 million may be eligible for a cash rebate under the scheme.

The Company released its Financial Report for the Year Ending 30 June 2013 on 2 September 2013 and its 2013 Annual Report on 17 October 2013. The Annual General Meeting will be held on Wednesday, 20 November 2013 at The Celtic Club, 48 Ord Street, West Perth, commencing at 9.00am. A copy of the Notice of Meeting is available on the website.

For further information on Breaker Resources NL please visit the Company's website at www.breakerresources.com.au, or contact:

Tom Sanders
Executive Chairman
Tel: +61 8 9226 3666

Email: breaker@breakerresources.com.au

COMPETENT PERSONS STATEMENT

The information contained in this report that relates to exploration results and geological information is based on information compiled by Mr Tom Sanders, an officer of Breaker Resources NL and whose services have been engaged by Breaker on an 80% of full time basis. Mr Sanders is a Member of the Australasian Institute of Mining and Metallurgy and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activities which he is undertaking to qualify as a Competent Person as defined in the December 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves' (JORC Code). Mr Sanders consents to the inclusion in this report of the information based on his work in the form and context in which it appears.

Rule 5.3

Appendix 5B

Mining exploration entity quarterly report

Introduced 01/07/96 Origin Appendix 8 Amended 01/07/97, 01/07/98, 30/09/01, 01/06/10, 17/12/10

Name of entity

ABN

B	reaker kesour	ces INL		

87 145 011 178

Quarter ended ("current quarter")
30 September 2013

Consolidated statement of cash flows

Cash flows related to operating activities		Current quarter \$A'000	Year to date (3 months) \$A'000
1.1	Receipts from product sales and related debtors	-	-
1.2	Payments for (a) exploration & evaluation (b) development (c) production (d) administration	(1,375) - - (176)	(1,375) - - (176)
1.3	Dividends received	-	-
1.4	Interest and other items of a similar nature		
	received	9	9
1.5	Interest and other costs of finance paid	-	-
1.6	Income taxes paid	-	-
1.7	Other (provide details if material)	-	-
	Net Operating Cash Flows	(1,542)	(1,542)
1.8	Cash flows related to investing activities Payment for purchases of: (a) prospects (b) equity investments (c) other fixed assets	- - (1)	- - (1)
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 (provide details if material)	-	-
1 10	Net Investing Cash Flows	(1)	(1)
1.13	Total operating and investing cash flows (carried forward)	(1,543)	(1,543)

⁺ See chapter 19 for defined terms.

Appendix 5B Mining exploration entity quarterly report

1.13	Total operating and investing cash flows (brought forward)	(1,543)	(1,543)
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares, options, etc.	-	-
1.15	Proceeds from sale of forfeited shares	-	-
1.16	Proceeds from borrowings	-	-
1.17	Repayment of borrowings	(4)	(4)
1.18	Dividends paid	-	-
1.19	Other (provide details if material)	-	-
	Net Financing Cash Flows	(4)	(4)
	Net increase (decrease) in cash held	(1,547)	(1,547)
1.20 1.21	Cash at beginning of quarter/year to date Exchange rate adjustments to item 1.20	2,250 -	2,250 -
1.22	Cash at end of quarter	703	703

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	89
1.24	Aggregate amount of loans to the parties included in item 1.10	-

1.25 Explanation necessary for an understanding of the transactions

Item 1.23 includes aggregate amounts paid to directors including salary, directors' fees, consulting fees and superannuation.

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		
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		

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	-	-

⁺ See chapter 19 for defined terms.

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Estimated cash outflows for next quarter

		\$A'000
4.1	Exploration and evaluation	500
4.2	Development	-
4.3	Production	-
4.4	Administration	125
	Total	625

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	3	211
5.2	Deposits at call	700	2,039
5.3	Bank overdraft	-	-
5.4	Other (provide details)	-	-
Total: cash at end of quarter (item 1.22)		703	2,250

Changes in interests in mining tenements

6.1 Interests in mining tenements relinquished, reduced or lapsed
6.2 Interests in mining

reduced or lapsed
6.2 Interests in mining tenements acquired or increased

		T =	T =
Tenement	Nature of interest	Interest at	Interest
reference	(note (2))	beginning of	at end of
		quarter	quarter
E38/2521	Surrendered	100%	0%
ELA38/2537	Withdrawn	Application	0%
ELA38/2604	Withdrawn	Application	0%

⁺ See chapter 19 for defined terms.

Issued and quoted securities at end of current quarterDescription 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(descript				
	ion)				
7.2	Changes during				
	quarter				
	(a) Increases				
	through issues				
	(b) Decreases				
	through returns of capital, buy-				
	backs,				
	redemptions				
7.3	+Ordinary	55,100,004	45,300,004		
	securities	30,100,004	10,000,004		
7.4	Changes during				
	quarter				
	(a) Increases				
	through issues				
	(b) Decreases				
	through returns				
	of capital, buy- backs				
7.5	+Convertible debt				
	securities				
	(description)				
7.6	Changes during				
	quarter				
	(a) Increases				
	through issues				
	(b) Decreases				
	through securities				
	matured,				
	converted				
7.7	Options			Exercise price	Expiry date
	(description and	21,250,000	21,250,000	25 cents	31 December 2014
	conversion factor)	3,000,000	-	25 cents	30 June 2016
		3,000,000	-	30 cents	30 June 2016
		2,400,000	-	50 cents	31 December 2016
7.8	Issued during				
	quarter				
7.9	Exercised during				
7 10	quarter				
7.10	Expired/cancelled during quarter				
7.11	Debentures				<u> </u>
7.11	(totals only)				
7.12	Unsecured notes				
2	(totals only)				
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⁺ See chapter 19 for defined terms.

Compliance statement

- 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 5).
- 2 This statement does give a true and fair view of the matters disclosed.

Sign here: Date: 31 October 2013

(Company secretary)

Print name: Michelle Simson

Notes

- 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.
- 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.
- The definitions in, and provisions of, AASB 6: Exploration for and Evaluation of Mineral Resource sand AASB 107: Statement of Cash Flows apply to this report.
- Accounting Standards ASX will accept, for example, the use of International Financial Reporting 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.