UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

[X] QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended October 31, 2012

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from to

Commission file number: 000-52687

Alamo Energy Corp.
(Exact name of registrant as specified in its charter)

Nevada	98-0489669
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

10575 Katy Freeway, Suite 300, Houston, Texas 77024
(Address of principal executive offices) (Zip Code)

(832) 436-1832
(Registrant's telephone number, including area code)

____
(Former name or former address, if changed since last report)

Indicate by check mark whether the issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. x Yes o No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). x Yes o No

Indicate by check mark whether the registrant is a large accelerated file, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	o		Accelerated filer	o
Non-accelerated filer	o	(Do not check if a smaller reporting company)	Small reporting company	x

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). o Yes x No

As of December 14, 2012, there were 77,379,955 shares of the issuer's $.001 par value common stock issued and outstanding.

TABLE OF CONTENTS

PART I
FINANCIAL INFORMATION

PART II
OTHER INFORMATION

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements.

ALAMO ENERGY CORP.

(An Exploration Stage Company)
CONSOLIDATED BALANCE SHEETS
OCTOBER 31, 2012 AND APRIL 30, 2012

ASSETS

	October 31, 2012 (Unaudited)	April 30, 2012
Current assets:		
Cash and cash equivalents	$ 56,884	$ 80,903
Accounts receivable	37,353	49,220
Total current assets	94,237	130,123
Oil and gas properties		
Proved	1,983,105	1,983,105
Unproved	3,348,674	3,322,158
Property, plant and equipment		
Well machinery and equipment	1,672,979	1,755,472
Furniture, fixtures and other	251,019	279,070
Less: accumulated depletion, depreciation and amortization	(490,367)	(348,686)
Net oil and gas properties, plant and equipment	6,765,410	6,991,119
Goodwill	1,394,215	1,394,215
Total assets	$ 8,253,862	$ 8,515,457

LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities:		
Accounts payable	$ 6,112	$ 4,024
Accrued liabilities	703,603	604,472
Senior convertible promissory notes net of discount of $0 and 243,770, respectively	2,000,000	1,756,230
Total current liabilities	2,709,715	2,364,726
Senior convertible promissory notes, net of discount of $24,161 and $84,716, respectively	835,841	775,284
Stockholders' Equity:		
Common stock, $0.001 par value, 3,000,000,000 shares authorized, 77,379,955 and 59,484,145 shares issued and outstanding, respectively	77,380	59,484
Additional paid in capital	10,638,480	10,584,870

Deficit accumulated during exploration stage		(6,007,554)		(5,268,907)
Total stockholders' equity		4,708,306		5,375,447
Total liabilities and stockholders' equity	$	8,253,862	$	8,515,457

See accompanying notes to financial statements.

3

ALAMO ENERGY CORP.

(An Exploration Stage Company)
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	Three Months Ended October 31, 2012	Three Months Ended October 31, 2011	Six Months Ended October 31, 2012	Six Months Ended October 31, 2011	Inception (September 1, 2009) through October 31, 2012
Oil and gas revenues	$ 257,069	$ 203,902	$ 322,804	$ 408,079	$ 1,344,510
Operating costs and expenses:					
Lease operating costs	28,950	40,529	51,640	51,380	261,597
Production costs	97,650	38,570	124,960	108,100	361,524
Depletion, depreciation and amortization	62,441	72,978	141,682	151,999	490,367
Salaries, wages and related expense	155,767	170,006	195,830	274,926	903,906
Legal and professional	54,307	360,073	118,948	425,099	947,640
Other general and administrative	89,365	146,845	127,953	221,457	1,162,670
Total operating costs and expenses	488,480	829,001	761,013	1,232,961	4,127,704
Loss from operations	(231,411)	(625,099)	(438,209)	(824,882)	(2,783,194)
Other income (expense):					
Interest expense	(63,270)	(66,568)	(120,940)	(134,820)	(756,966)
Interest expense – debt discount amortization	(39,345)	(428,682)	(304,325)	(678,087)	(2,608,780)
Other income (expense)	(4,252)	-	24	-	16,583
Gain on sale of equipment	-	-	124,803	-	124,803
Total other income (expense)	(106,867)	(495,250)	(300,438)	(812,907)	(3,224,360)
Net loss before income taxes	(338,278)	(1,120,349)	(738,647)	(1,637,789)	(6,007,554)
Provision for income taxes	-	-	-		

See accompanying notes to financial statements.

4

ALAMO ENERGY CORP.
(An Exploration Stage Company)
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	Three Months Ended October 31, 2012	Three Months Ended October 31, 2011	Six Months Ended October 31, 2012	Six Months Ended October 31, 2011	Inception (September 1, 2009) through October 31, 2012
Net loss	$ (338,278)	$ (1,120,349)	$ (738,647)	$ (1,637,789)	$ (6,007,554)
Net loss per share – basic and diluted	$ (0.00)	$ (0.02)	$ (0.01)	$ (0.03)	
Weighted average shares outstanding – basic and diluted	77,257,995	57,606,133	68,371,071	57,419,455	

See accompanying notes to financial statements.

ALAMO ENERGY CORP.

(An Exploration Stage Company)
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
FOR THE PERIOD FROM INCEPTION (SEPTEMBER 1, 2009) THROUGH OCTOBER 31, 2012

	Shares	Amount	Additional Paid-In Capital	Deficit Accumulated During Exploration Stage	Total Stockholders' Equity
Balance, September 1, 2009	176,668,500	$ 176,669	$ (176,669)	$ -	$ -
Shares issued for oil and gas properties	10,500,000	10,500	289,500	-	300,000
Cancellation of shares for cash and assumption of liabilities	(138,499,980)	(138,500)	58,635	-	(79,865)
Discount on convertible notes payable	-	-	900,935	-	900,935
Contribution of facilities rent	-	-	2,800	-	2,800
Net loss	-	-	-	(502,262)	(502,262)
Balance, April 30, 2010	48,668,250	48,669	1,075,201	(502,262)	621,608
Shares issued for acquisition	8,500,000	8,500	6,366,500	-	6,375,000
Shares issued for services	64,257	64	64,193	-	64,256
Discount on convertible notes payable	-	-	1,395,095	-	1,395,095
Contribution of facilities rent	-	-	4,200	-	4,200

See accompanying notes to financial statements.

ALAMO ENERGY CORP.
(An Exploration Stage Company)
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
FOR THE PERIOD FROM INCEPTION (SEPTEMBER 1, 2009) THROUGH OCTOBER 31, 2012

	Shares	Amount	Additional Paid-In Capital	Deficit Accumulated During Exploration Stage	Total Stockholders' Equity
Net loss	-	-	-	(1,804,169)	(1,804,169)
Balance, April 30, 2011	57,232,777	57,233	8,905,189	(2,306,432)	6,655,990
Additional shares issued for acquisition	1,534,561	1,535	(1,535)	-	-
Shares issued for services	222,207	222	167,613	-	167,835
Discount on convertible notes payable	-	-	1,483,685	-	1,483,685
Shares issued for conversion of notes payable	494,600	494	29,918	-	30,412
Net loss	-	-	-	(2,962,475)	(2,962,475)
Balance, April 30, 2012	59,484,145	59,484	10,584,870	(5,268,907)	5,375,447
Shares issued for conversion of notes payable	17,720,493	17,721	50,279	-	68,000
Shares issued for services, net of 1,900,000 shares cancelled	175,317	175	3,331	-	3,506
Net loss	-	-	-	(738,647)	(738,647)
Balance, October 31, 2012 (Unaudited)	77,379,955	$ 77,380	$ 10,638,480	$ (6,007,554)	$ 4,708,306

See accompanying notes to financial statements.

ALAMO ENERGY CORP.

(An Exploration Stage Company)
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Six Months Ended October 31, 2012	Six Months Ended October 31, 2011	Inception (September 1, 2009) through October 31, 2012
Cash flows from operating activities:			
Net loss	$ (738,647)	$ (1,637,789)	$ (6,007,554)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:			
Gain on sale of equipment	(124,803)	-	(124,803)
Warrants issued to placement agent	-	62,188	62,188
Depletion, depreciation and amortization	141,682	153,094	490,367
Rent contributed by officer	-	-	7,000
Common stock issued for services	3,506	73,835	235,596
Accretion of debt discount	304,325	678,087	2,608,780
Changes in operating assets and liabilities:		-	
(Increase) decrease in accounts receivable	11,867	15,756	(37,353)
(Increase) decrease in prepaid expenses	-	2,585	-
Increase (decrease) in accounts payable	(2,088)	(53,583)	6,112
Increase in accrued liabilities	171,305	82,690	771,603
Net cash used in operating activities	(232,853)	(623,137)	(1,988,064)
Cash flows from investing activities:			
Purchase of oil and gas properties	(14,013)	(694,639)	(2,122,614)
Purchase of property and equipment	(3,949)	(15,121)	(33,234)
Proceeds from the sale of equipment	226,796	-	226,796
Net cash provided by(used in) investing activities	208,834	(709,760)	(1,929,052)
Cash flows from financing activities:			
Proceeds from issuance of senior convertible notes	-	1,514,000	3,974,000
Net cash provided by financing activities	-	1,514,000	3,974,000
Net increase (decrease) in cash	(24,019)	181,103	56,884
	80,903	45,098	-

Cash and cash equivalents, beginning of period						
Cash and cash equivalents, end of period	$	56,884	$	226,201	$	56,884
Supplemental Cash Flow Information						
Cash paid for:						
Interest	$	-	$	-	$	-
Income taxes	$	-	$	-	$	-
Non-cash transactions:						
Common stock issued for oil and gas properties	$	-	$	-	$	6,675,000

See accompanying notes to financial statements.

ALAMO ENERGY CORP.

(An Exploration Stage Company)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
OCTOBER 31, 2012
(Unaudited)

1. ORGANIZATION AND BASIS OF PRESENTATION

Alamo Energy Corp. is an early stage oil and gas company focused on exploration and production of oil and natural gas.

Alamo Energy Corp. (the Company) was incorporated as Alamo Oil Limited, a UK corporation (Alamo Oil) on September 1, 2009. On November 18, 2009 (the Closing Date), Alamo Oil completed an Asset Purchase and Sale Agreement (the Asset Purchase Agreement) with Green Irons Holdings Corporation (Green Irons). Following the closing of the Asset Purchase Agreement and pursuant to the Plan of Merger (the Merger), the assets of Alamo Oil were acquired by Green Irons and a wholly-owned subsidiary of Green Irons was then merged with Green Irons, and Green Irons changed its name to Alamo Energy Corp. For accounting purposes, the Asset Purchase was treated as a reverse merger and a recapitalization of Alamo Oil. Effective November 19, 2009, the Company effectuated a thirty-for-one split (the Stock Split) of the authorized number of shares of its common stock and all of its then-issued and outstanding common stock, par value $0.001 per share.

On April 12, 2011, the Company acquired 100% of the membership interest of three (3) affiliated entities, KYTX Oil and Gas, LLC, KYTX Pipeline, LLC, and KYTX Drilling, LLC from their sole member. As a result, the each of the entities became wholly owned subsidiaries to further exploit the oil and gas properties held by KYTX Oil and Gas, LLC and to utilize the related well equipment and gathering assets held by KYTX Pipeline, LLC and KYTX Drilling, LLC, respectively.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of Alamo Energy Corp and our wholly-owned subsidiaries from the date of acquisition. All intercompany transactions have been eliminated.

Exploration Stage

The Company has not produced significant revenues from its principal business and is in the exploration stage company as defined by ASC 915, Development Stage Entities.

As of October 31, 2012, the Company owns a 100% working interest in certain oil and gas leases in Knox County, Kentucky, a 20% working interest in certain oil and gas leases in Brown County, Texas, a 50% working interest in certain leases in Ritchie County, West Virginia, and farm-in and participation rights agreements in onshore oil and gas properties in the UK.

The Company’s success will depend in large part on its ability to obtain and develop oil and gas interests within the United States and other countries. There can be no assurance that oil and gas properties obtained by the Company will contain reserves or that properties with reserves will be profitable to extract. The Company will be subject to local and national laws and regulations which could impact our ability to execute our business plan. As discussed in Note 4, the accompanying financial statements have been prepared assuming the Company will continue as a going concern.

ALAMO ENERGY CORP.
(An Exploration Stage Company)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
OCTOBER 31, 2012
(Unaudited)

1. ORGANIZATION AND BASIS OF PRESENTATION (Continued)

Basis of Presentation

The unaudited consolidated financial statements included herein have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to Form 10-Q and Item 10, Article 8, of Regulation S-X. They do not include all information and notes required by generally accepted accounting principles for complete financial statements. However, except as disclosed herein, there has been no material changes in the information disclosed in the notes to the financial statements included in the Company's annual report on Form 10-K for the year ended April 30, 2012. In the opinion of management, all adjustments (including normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three and six months ended October 31, 2012, are not necessarily indicative of the results that may be expected for any other interim period or the entire year. For further information, these unaudited financial statements and the related notes should be read in conjunction with our audited financial statements for the year ended April 30, 2012, included in the Company's annual report on Form 10-K.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities and the reported amounts of revenues and expenses. Actual amounts could materially differ from those estimates.

Revenue Recognition

Working interest, royalty and net profit interests are recognized as revenue when oil and gas are sold. The Company records the sale of its interests in prospects generally as a reduction to the cost pool without gain or loss recognition unless such a sale would significantly alter the relationship between capitalized costs and the proved reserves attributable to a cost center. A significant alteration would typically involve a sale of 25% or more of the proved reserves related to a single full cost pool. All terms of the sale are to be finalized and price readily determinable.

Stock Based Compensation

Stock based compensation is recorded in accordance with ASC 718, Compensation – Stock Compensation. ASC 718 establishes standards for the accounting for transactions in which an entity exchanges its equity instruments for goods or services. ASC 718 requires a public entity to measure the cost of services received in exchange for an award of equity instruments based on the grant-date fair value of the award. That cost will be recognized over the period during which an employee is required to provide service in exchange for the award - the requisite service period (usually the vesting period).

Reclassifications

Certain amounts in the 2011 financial statements have been reclassified for comparative purposes to conform to the current year presentation.

ALAMO ENERGY CORP.
(An Exploration Stage Company)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
OCTOBER 31, 2012
(Unaudited)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basic and Diluted Earnings (Loss) Per Share

Basic earnings (loss) per common share is computed by dividing net income (loss) available to common shareholders by the weighted average number of common shares outstanding during the period. Diluted earnings (loss) per common share is computed in the same way as basic earnings (loss) per common share except that the denominator is increased to include the number of additional common shares that would be outstanding if all potential common shares had been issued and if the additional common shares were dilutive.

Recent Accounting Pronouncements

In September 2011, the FASB issued Accounting Standards Update No. 2011-08, Intangibles - Goodwill and Other (Topic 350) - Testing Goodwill for Impairment (ASU 2011-08), to allow entities to use a qualitative approach to test goodwill for impairment. ASU 2011-08 permits an entity to first perform a qualitative assessment to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying value. If it is concluded that this is the case, it is necessary to perform the currently prescribed two-step goodwill impairment test. Otherwise, the two-step goodwill impairment test is not required. ASU 2011-08 is effective for us in fiscal 2013. The Company’s adoption of ASU 2011-08 is not currently expected to have an effect on our consolidated financial statements.

There were various accounting updates recently issued, most of which represented technical corrections to the accounting literature or application to specific industries and are not expected to a have a material impact on our condensed consolidated financial position, results of operations or cash flows.

3. CONCENTRATION OF CREDIT RISK AND ECONOMIC DEPENDENCY

The Company collects its receivables on its working interests in oil and gas properties from the well operators. As such, the Company generally has relatively few customers. These receivables are unsecured and the Company performs ongoing credit evaluations of the well operators’ financial condition whenever necessary. At October 31, 2012, the Company had three (3) customers that accounted for 100% of its outstanding receivables and correspondingly, its oil and gas sales. Bad debt expense is recognized on an account-by-account review after all means of collection have been exhausted and recovery is not probable. There has been no bad debt expense for the period ended October 31, 2012.

The Company receives certain well drilling and pipeline transportation services from its subsidiaries.

4. GOING CONCERN

The Company is in the exploration stage, has minimal revenues and has incurred losses from operations of $6,007,554 since inception. Due to the Company’s sustained losses, additional debt and equity financing will be required by the Company to fund its activities and to support operations. There is no assurance that the Company will be able to obtain additional financing. Furthermore, the Company's existence is dependent upon management's ability to develop profitable operations. These factors, among others, raise substantial doubt that the Company will be able to continue as a going concern.

Management is currently devoting substantially all of its efforts to exploit its existing oil and gas properties and recover as much of the resources available. The Company also continues to search for additional productive properties. There can be no assurance that the Company's efforts will be successful, or that those efforts will translate in a beneficial manner to the Company. The accompanying statements do not include any adjustments that might result should the Company be unable to continue as a going concern.

ALAMO ENERGY CORP.
(An Exploration Stage Company)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
OCTOBER 31, 2012
(Unaudited)

5. OIL AND GAS PROPERTIES

The following table presents information regarding the Company's net costs incurred in the purchase of proved and unproved properties and in exploration and development activities:

Property acquisition costs:	October 31, 2012	April 30, 2012
Proved	$ 1,983,105	$ 1,983,105
Unproved	2,993,305	2,993,305
Exploration costs	42,628	42,628
Development costs	312,741	286,225
Totals	$ 5,331,779	$ 5,305,263

On October 28, 2011, the Company sold its 75% working interest in proved properties located in Frio County, Texas for $160,000. Since this transaction did not result in a significant alteration to the Company's cost pool, this amount reduced the Company's proved property pool and accordingly, no gain or loss was recorded.

As October 31, 2012 and April 30, 2011, the Company's unproved properties consist of leasehold acquisition and exploration costs in the following geographical areas:

	October 31, 2012	April 30, 2012
Kentucky	$ 2,489,026	$ 2,489,026
West Virginia	332,625	332,625
Tennesee	97,500	97,500
Texas	74,154	74,154
Totals	$ 2,993,305	$ 2,993,305

The following table sets forth a summary of oil and gas property costs not being amortized as of October 31, 2012, by the year in which such costs were incurred:

	Balance 10/31/12	4/30/12	4/30/11	Prior
	Costs Incurred During Periods Ended			
Acquisition costs	$ 2,660,680	$ 168,336	$ 2,188,976	$ 303,368
Exploration costs	332,625	-	332,625	-
Total	$ 2,993,305	$ 168,336	$ 2,521,601	$ 303,368

12

ALAMO ENERGY CORP.
(An Exploration Stage Company)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
OCTOBER 31, 2012
(Unaudited)

5. OIL AND GAS PROPERTIES (Continued)

The Company believes that the majority of its unproved costs will become subject to depletion within the next five to ten years, by proving up reserves relating to the acreage through exploration and development activities, by impairing the acreage that will expire before the Company explore or develop it further, or by making decisions that further exploration and development activity will not occur.

6. SENIOR CONVERTIBLE PROMISSORY NOTES

In connection with the Asset Purchase Agreement on November 18, 2009, the Company entered into a Note and Warrant Purchase Agreement (First Financing Agreement) with Eurasian Capital Partners Limited (Eurasian) pursuant to which Eurasian agreed to lend up to $2,000,000 to the Company in multiple installments in exchange for senior secured convertible promissory notes that mature November 18, 2012, together with interest at 8% per annum, convertible at any time at the option of the holder, with a conversion price of $0.50 per share (the Conversion Feature) and five-year warrants to acquire shares of common stock at an exercise price of $1.00 per share (the Warrants) in the amount of each installment.

As of October 31, 2012, the Company had issued all $2,000,000 in senior convertible promissory notes along with 2,000,000 in warrants pursuant to the First Financing Agreement.

On April 12, 2011, the Company entered into an additional Note and Warrant Purchase Agreement (Second Financing Agreement) with Eurasian pursuant to which Eurasian agreed to lend up to $2,400,000 to the Company in multiple installments in exchange for senior secured convertible promissory notes that mature April 12, 2014, together with interest at 8% per annum, convertible at any time at the option of the holder, with a conversion price of $1.00 per share (the Conversion Feature) and five-year warrants to acquire shares of common stock at an exercise price of $1.25 per share (the Warrants) in the amount of each installment.

As of October 31, 2012, the Company had issued $860,000 in senior convertible promissory notes along with 860,000 in warrants pursuant the Second Financing Agreement.

On August 1, 2011, the Company closed a Securities Purchase Agreement with the purchasers identified therein (each a “Purchaser” and, collectively, the “Purchasers”) providing for the issuance and sale by the Registrant to the Purchasers of an aggregate principal value of approximately $1,310,621 of 5% original issue discount convertible debentures (the “Debentures”) and three series of warrants, the Series A Warrants, the Series B Warrants and the Series C Warrants, to purchase an aggregate of 2,621,241 shares of the Registrant’s Common Stock (collectively, the “Warrants” and the shares issuable upon exercise of the Warrants, collectively, the “Warrant Shares”), in exchange for the aggregate purchase price of approximately $1,114,000.

On August 1, 2012, the Company issued 16,724,329 shares to the Purchasers in exchange for all of the outstanding Discount Debentures and Series Warrants held by the Purchasers. The number of shares issued in exchange for the Discount Debentures was calculated by dividing the applicable principal and interest due on the Discount Debentures by the conversion rate of $0.07 per share. The number of shares issued in exchange for the Series Warrants was equal to the number of shares underlying the Series A Warrants. Following such consummation, the Discount Debentures and the Series Warrants are no longer outstanding, and the Company extinguished $1,076,613 in principal and accrued and unpaid interest due under the Discount Debentures and 1,344,150 shares of common stock underlying the Series Warrants.

ALAMO ENERGY CORP.
(An Exploration Stage Company)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
OCTOBER 31, 2012
(Unaudited)

6. SENIOR CONVERTIBLE PROMISSORY NOTES (Continued)

On August 1, 2012, the Company issued an aggregate of 523,483 shares of the Purchasers holding only Series A Warrants in exchange for the Series A Warrants held by those Purchasers. The number of shares issued in exchange for the Series A Warrants was equal to the number of shares underlying the Series A Warrants. Following such consummation, the Series A Warrants are no longer outstanding, and the Company extinguished 523,483 shares of common stock underlying the Series A Warrants.

During the prior year, certain Purchasers of the Company's Debentures converted their outstanding balances of approximately $247,300 into 494,600 shares of the Company's common stock. On November 18, 2012, the $2,000,000 of notes issued pursuant to the First Financing Agreement became due and unless the Company can renegotiate these debt obligations, these notes will be in default. Pursuant to the terms of the notes, the non-payment of principal and unpaid accrued interest constitutes an event of default and, as a result, the holder of the notes may accelerate payment of all amounts outstanding under the notes by giving written notice. If the holder of the notes were to declare the notes due and payable, the Company presently does not have the ability to pay these notes.

7. WARRANTS

A summary of warrant activity for the period ended October 31, 2012 is presented below:

	Number of Warrants		Weighted Average Exercise Price	Weighted Average Remaining Contract Term
Outstanding May 1, 2011	2,460,000	$	1.05	3.5 years
Issued	3,021,241	$	1.14	2.4 years
Exercised	(1,677,091)		-	
Outstanding, October 31, 2012	3,804,150	$	1.10	2.9 years
Exercisable, October 31, 2012	3,804,150	$	1.10	2.9 years

The assumptions used in the Black-Scholes option pricing model for the Warrants and Conversion Features of the convertible notes were as follows:

Risk-free interest rate	0.25% to 0.41%
Expected volatility of common stock	100.0%
Dividend yield	0.00%
Expected life of warrants and conversion feature	5 years
	$0.65 - $1.34

Weighted average warrants and conversion feature

The Company has reserved shares for future issuance upon conversion of convertible notes payable and warrants as follows:

Conversion of notes payable	5,676,021
Warrants	6,120,877
Reserved shares at October 31, 2012	11,796,898

14

ALAMO ENERGY CORP.
(An Exploration Stage Company)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
OCTOBER 31, 2012
(Unaudited)

8. STOCK OPTION PLAN

On December 21, 2011, the Company's Board of Directors approved the Alamo Energy Corp. 2011 Stock Option Plan (the "Plan"). The Plan permits flexibility in types of awards, and specific terms of awards, which will allow future awards to be based on then-current objectives for aligning compensation with increasing long-term shareholder value.

The Board of Directors, acting as a compensation committee (the "Committee") will generally administer the Plan. The Committee will have full power and authority to determine when and to whom awards will be granted, including the type, amount, form of payment and other terms and conditions of each award, consistent with the provisions of the Plan. In addition, the Committee has the authority to interpret the Plan and the awards granted under the Plan, and establish rules and regulations for the administration of the Plan.

Awards under the Plan may be granted to any person who is (i) an employee of the Registrant, (ii) a non-employee member of the Board of Directors or the board of directors of any subsidiary, or (iii) a consultant who provides services to the Company; provided that stock appreciation rights and non-qualified stock options shall be granted only to persons as to which the Company is the "service recipient," as such term is defined in Section 409A of the Internal Revenue Code.

The Plan will terminate on December 21, 2021, unless all shares available for issuance have been issued, the Plan is earlier terminated by the Board or the Committee, or the Plan is extended by an amendment approved by the Company's shareholders. No awards may be made after the termination date. However, unless otherwise expressly provided in an applicable award agreement, any award granted under the Plan prior to the termination date may extend beyond the end of such period through the award's normal expiration date.

The aggregate number of shares of the common stock authorized for issuance as awards under the Plan is 7,500,000. The maximum aggregate number of shares of common stock subject to stock options, stock appreciation rights, restricted stock or stock unit awards which may be granted to any one participant in any one year under the Plan is 1,000,000.

9. COMMON STOCK

On October 3, 2012, the Company issued 25,000 of common stock to an officer of the Company for services performed per the employment agreement dated May 1, 2011. The 25,000 common shares were valued at $500 or $0.02 per share, based upon the quoted market price of the Company's stock on the date of issuance.

On October 3, 2012, the Company issued 15,000 shares of common stock to an employee of the Company per the employment agreement dated May 1, 2011. The 15,000 shares were valued at $300 or $0.02 per share; based upon the quoted market price of the Company's stock on the date of issuance.

On October 3, 2012, the Company issued 135,317 shares of common stock to consultants for service performed per the Independent Contractors' Agreement dated May 1, 2011. The 135,317 common shares were valued at $2,706, or $0.02 per share based upon the quoted market price of the Company's stock on the date issuance.

10. SUBSEQUENT EVENTS

On November 18, 2012, the $2,000,000 of Senior Convertible Promissory notes issued pursuant to the Company's First Financial Agreement became due and are in default. The Company is currently negotiating to extend the terms as discussed in Note 6.

On December 7, 2012, the Company cancelled 1,900,000 shares of its common stock that it had previously issued for services.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Forward-looking Statements.

This Quarterly Report of Alamo Energy Corp. on Form 10-Q contains forward-looking statements, particularly those identified with the words, "anticipates," "believes," "expects," "plans," "intends," "objectives," and similar expressions. These statements reflect management's best judgment based on factors known at the time of such statements. The reader may find discussions containing such forward-looking statements in the material set forth under "Management's Discussion and Analysis of Financial Condition and Results of Operations," generally, and specifically therein under the captions "Liquidity and Capital Resources" as well as elsewhere in this Quarterly Report on Form 10-Q. Actual events or results may differ materially from those discussed herein. The forward-looking statements specified in the following information have been compiled by our management on the basis of assumptions made by management and considered by management to be reasonable. Our future operating results, however, are impossible to predict and no representation, guaranty, or warranty is to be inferred from those forward-looking statements. The assumptions used for purposes of the forward-looking statements specified in the following information represent estimates of future events and are subject to uncertainty as to possible changes in economic, legislative, industry, and other circumstances. As a result, the identification and interpretation of data and other information and their use in developing and selecting assumptions from and among reasonable alternatives require the exercise of judgment. To the extent that the assumed events do not occur, the outcome may vary substantially from anticipated or projected results, and, accordingly, no opinion is expressed on the achievability of those forward-looking statements. No assurance can be given that any of the assumptions relating to the forward-looking statements specified in the following information are accurate, and we assume no obligation to update any such forward-looking statements.

Any of the factors described above, elsewhere in this report or in the "Risk Factors" section of our Annual Report on Form 10-K for the fiscal year ended April 30, 2012, filed with the SEC on August 14, 2012, could cause our financial results, including our net income or loss or growth in net income or loss to differ materially from prior results, which in turn could, among other things, cause the price of our common stock to fluctuate substantially.

Critical Accounting Policy and Estimates. Our Management's Discussion and Analysis of Financial Condition and Results of Operations section discusses our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an on-going basis, management evaluates its estimates and judgments, including those related to revenue recognition, accrued expenses, financing operations, and contingencies and litigation. Management bases its estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. The most significant accounting estimates inherent in the preparation of our financial statements include estimates as to the appropriate carrying value of certain assets and liabilities which are not readily apparent from other sources. In addition, our accounting policies are described at relevant sections in this discussion and analysis and in the notes to the financial statements included in this Quarterly Report on Form 10-Q for the period ended October 31, 2012.

Overview. We are an oil and gas company led by an experienced management team and focused on exploration, production and development of oil and natural gas within North America and the United Kingdom. Our business plan is to acquire oil and gas properties for exploration, appraisal and development with the intent to bring the projects to feasibility at which time we will either contract out the operations or joint venture the project with qualified interested parties. Our main priority will be given to projects with near term cash flow potential, although consideration will be given to projects that may not be as advanced from a technical standpoint but demonstrate the potential for significant upside.

In the United States, we have focus on the Appalachian Basin with an operation base in Gray, Kentucky. We are the operator of our wells in Knox County, Kentucky. We also own working interests in properties located in Texas and West Virginia where we are not the operator. In the United Kingdom, we have focus on the Weald Basin in the South of England. We currently have proved reserves in the States of Texas, Kentucky and West Virginia.

Our operations in Kentucky increased substantially in April 2011, with our acquisition of all of the membership interests of KYTX Oil and Gas, LLC, KYTX Pipeline, LLC, and KYTX Drilling Company, LLC from Range Kentucky Holdings, LLC (“Range”). The acquired interests include: (i) 71 wells located on approximately 4,040 acres in Kentucky, all of which are held by production, (ii) a 23-mile pipeline network capable of handling up to 9,000,000 cubic feet per day and (iii) drilling equipment including one drilling rig, one service rig and additional well-servicing equipment (collectively, the “KYTX Interests”). We have devoted a significant portion of our operations to the development of the KYTX Interests and other assets in the southern Appalachian basin.

The following discussion of our financial condition and results of operations should be read in conjunction with our audited financial statements for the year ended April 30, 2012, together with notes thereto, as previously filed with our Annual Report on Form 10-K, and our financial statements for the period ended October 31, 2012, together with notes thereto, which are included in this report.

For the three months ended October 31, 2012, as compared to the three months ended October 31, 2011.

Results of Operations.

Revenues. We had oil and gas revenues of $257,069 for the three months ended October 31, 2012, as compared to oil and gas revenues of $203,902 for the three months ended October 31, 2011. Those revenues were generated from our oil and gas interests in Texas, West Virginia and Kentucky. We expect the revenues from those oil and gas interests will continue with slow decline for the foreseeable future. Our revenues have been negatively impacted by declining market prices of natural gas during the period ended October 31, 2012 and we expect that natural gas prices will remain low for the foreseeable future.

To implement our business plan during the next twelve months, we need to generate increased revenues from the KYTX properties and other interests. Our failure to do so will hinder our ability to increase the size of our operations and to generate additional revenues. If we are not able to generate additional revenues to cover our operating costs, we may not be able to expand our operations.

Operating Costs and Expenses. For the three months ended October 31, 2012, our total operating costs and expenses were $488,480 which was comprised of lease operating costs of $28,950, production costs of $97,650, depreciation, depletion and amortization costs of $62,441, wage related expenses of $155,767, professional fees of $54,307, and general and administrative expenses of $89,365. By comparison, our total operating costs and expenses were $829,001 for the three months ended October 31, 2011, which was comprised of lease operating costs of $40,529, production costs of $38,570, depreciation, depletion and amortization costs of $72,978, wage related expenses of $170,006, professional fees of $360,073, and general and administrative expenses of $146,845. The decrease in total operating costs and expenses from the same three-month period in the prior year was directly related to decreases in lease operating costs, depletion and amortization costs, wage related expenses, professional fees and general and administrative expenses for the three months ended October 31, 2012.

Operating Loss. For the three months ended October 31, 2012, our total loss from operations was $231,411, as compared to a total loss from operations of $625,099 for the three months ended October 31, 2011. We will continue to incur significant general and administrative expenses, but also expect to generate increased revenues after further developing our oil and gas assets.

Other Income and Expenses. For the three months ended October 31, 2012, our net other expense was $106,867, which was comprised of interest expense of $63,270, debt discount amortization of $39,345 and other expense of $4,252. The total other expense is attributed to the interest expense and debt discount amortization that resulted from the senior secured convertible promissory note financing. In comparison, for the three months ended October 31, 2011, our net other expense was $495,250, which was comprised of interest expense of $66,568 and debt discount amortization of $428,682.

Net Loss. For the three months ended October 31, 2012, our net loss was $338,278, as compared to a net loss of $1,120,349 for the three months ended October 31, 2011. The decrease in our net loss between the comparable periods was directly related to lower operating costs and expenses for the three months ended October 31, 2012. We hope to generate additional revenues from our projects to cover our operating costs, which will reduce our net loss in the future. We cannot guarantee that we will be able to generate additional revenues or, if that we do generate additional revenues, that such increased revenues will reduce our net loss in future periods.

For the six months ended October 31, 2012, as compared to the six months ended October 31, 2011.

Results of Operations.

Revenues. We had oil and gas revenues of $322,804 for the six months ended October 31, 2012, as compared to oil and gas revenues of $408,079 for the six months ended October 31, 2011. Those revenues were generated from our oil and gas interests in Texas, West Virginia and Kentucky. We expect the revenues from those oil and gas interests will continue with slow decline for the foreseeable future. Our revenues have been negatively impacted by declining market prices of natural gas during the period ended October 31, 2012 and we expect that natural gas prices will remain low for the foreseeable future.

To implement our business plan during the next twelve months, we need to generate increased revenues from the KYTX properties and other interests. Our failure to do so will hinder our ability to increase the size of our operations and to generate additional revenues. If we are not able to generate additional revenues to cover our operating costs, we may not be able to expand our operations.

Operating Costs and Expenses. For the six months ended October 31, 2012, our total operating costs and expenses were $761,013 which was comprised of lease operating costs of $51,640, production costs of $124,960, depreciation, depletion and amortization costs of $141,682, wage related expenses of $195,830, professional fees of $118,948, and general and administrative expenses of $127,953. By comparison, our total operating costs and expenses were $1,232,961 for the six months ended October 31, 2011, which was comprised of lease operating costs of $51,380, production costs of $108,100, depreciation, depletion and amortization costs of $151,999, wage related expenses of $274,926, professional fees of $425,099, and general and administrative expenses of $221,457. The decrease in total operating costs and expenses from the same six-month period in the prior year was directly related to decreases in depletion and amortization costs, wage related expenses, professional fees and general and administrative expenses for the six months ended October 31, 2012.

Operating Loss. For the six months ended October 31, 2012, our total loss from operations was $438,209, as compared to a total loss from operations of $824,882 for the six months ended October 31, 2011. We will continue to incur significant general and administrative expenses, but also expect to generate increased revenues after further developing our oil and gas assets.

Other Income and Expenses. For the six months ended October 31, 2012, our net other expense was $300,438, which was comprised of interest expense of $120,940, debt discount amortization of $304,325, other income of $24, and gain on sale of equipment of $124,803. The total other expense is attributed to the interest expense and debt discount amortization that resulted from the senior secured convertible promissory note financing. In comparison, for the six months ended October 31, 2011, our net other expense was $812,907, which was comprised of interest expense of $134,820 and debt discount amortization of $678,087.

Net Loss. For the six months ended October 31, 2012, our net loss was $738,647, as compared to a net loss of $1,637,789 for the six months ended October 31, 2011. The decrease in our net loss between the comparable periods was directly related to lower operating costs and expenses for the six months ended October 31, 2012. We hope to generate additional revenues from our projects to cover our operating costs, which will reduce our net loss in the future. We cannot guarantee that we will be able to generate additional revenues or, if that we do generate additional revenues, that such increased revenues will reduce our net loss in future periods.

Financial Condition, Liquidity and Capital Resources. We had cash on hand of $56,884 and accounts receivable of $37,353 as of October 31, 2012, making our total current assets $94,237. We also had $6,765,410 in net property, plant and equipment, which consists of oil and gas properties of $5,331,779, property, plant and equipment of $1,923,998, net less accumulated depletion, depreciation and amortization of $490,367. In addition, we had goodwill of $1,394,215. Therefore, our total assets as of October 31, 2012 were $8,253,862.

On August 1, 2012, we issued 16,724,329 shares to the Purchasers in exchange for all of the outstanding Discount Debentures and Series Warrants held by the Investors. The number of shares issued in exchange for the Discount Debentures was calculated by dividing the applicable principal and interest due on the Discount Debentures by the conversion rate of $0.07 per share. The number of shares issued in exchange for the Series Warrants was equal to the number of shares underlying the Series A Warrants. Following such consummation, the Discount Debentures and the Series Warrants are no longer outstanding, and we extinguished $1,076,612.13 in principal and accrued and unpaid interest due under the Discount Debentures and 1,344,150 shares of common stock underlying the Series Warrants.

On August 1, 2012, we issued an aggregate of 523,483 shares of the Investors holding only Series A Warrants in exchange for the Series A Warrants held by those Investors. The number of shares issued in exchange for the Series A Warrants was equal to the number of shares underlying the Series A Warrants. Following such consummation, the Series A Warrants are no longer outstanding, and we extinguished 523,483 shares of common stock underlying the Series A Warrants.

On July 10, 2012, we participated in an oilfield equipment auction held by Kruse Energy and Equipment. On August 6, 2012, we received $226,796, net of all expenses, for the equipment that was auctioned.

On October 3, 2012, we issued 25,000 shares of our common stock to one of our officers in exchange for services provided to us valued at $500 or $0.02 per share.

On October 3, 2012, we issued 30,000 shares of our common stock to an employee and two independent contractors in exchange for services provided to us valued at $600 or $0.02 per share.

On October 3, 2012, we issued 120,317 shares of our common stock to a consultant in exchange for services provided to us valued at $2,406 or $0.02 per share.

On October 22, 2012, we entered into a fourth amendment to the Additional Shares Agreement dated April 12, 2011 with Range Kentucky Holdings LLC ("Range") to extend the amount of time in which Range must provide notice of their election to adjust the per share price of the shares received pursuant to the Membership Interest Purchase Agreement dated April 12, 2011 from 330 calendar days to 420 calendar days.

Our total liabilities were $3,545,556 as of October 31, 2012. This was comprised of total current liabilities of $2,709,715, represented by accounts payable of $6,112, accrued liabilities of $703,603, and the current portion of senior convertible promissory notes of $2,000,000. We had total long-term liabilities of $835,839, represented by senior secured convertible promissory notes of $835,839, net of discount of $24,161. We had total stockholders' equity of $4,708,306. We had no other liabilities and no long term commitments or contingencies as of October 31, 2012.

As of October 31, 2012, we had cash on hand of $56,884. We estimate that our cash on hand will not be sufficient for us to continue our current operations for the next twelve months. We will need additional cash to expand our operations, including the development of the KYTX Interests. Our forecast for the period for which our financial resources will be adequate to support our operations involves risks and uncertainties and actual results could differ as a result of a number of factors. In addition to generating revenues from our current operations, we will need to raise additional capital to expand our operations to the point at which we are able to operate profitably.

We have been, and intend to continue, working toward identifying and obtaining new sources of financing. No assurances can be given that we will be successful in obtaining additional financing in the future. Any future financing that we may obtain may cause significant dilution to existing stockholders. Any debt financing or other financing of securities senior to common stock that we are able to obtain will likely include financial and other covenants that will restrict our flexibility. Any failure to comply with these covenants would have a negative impact on our business, prospects, financial condition, results of operations and cash flows.

If adequate funds are not available, we may be required to delay, scale back or eliminate portions of our operations or to obtain funds through arrangements with strategic partners or others that may require us to relinquish rights to certain of our assets. Accordingly, the inability to obtain such financing could result in a significant loss of ownership and/or control of our assets and could also adversely affect our ability to fund our continued operations and our expansion efforts with respect to the KYTX Interests.

Further, $2,000,000 of our convertible notes became due on November 18, 2012 and unless we can renegotiate these debt obligations, these notes will be in default. Pursuant to the terms of the notes, the non-payment of principal and unpaid accrued interest by us constitutes an event of default and, as a result, the holder of the notes may accelerate payment of all amounts outstanding under the notes by giving written notice to us and thereby requiring that we immediately pay up to an aggregate of $2,000,000 in principal plus all unpaid accrued interest. If the holder of the notes were to declare the notes due and payable, we presently do not have the ability to pay these notes.

These factors, among others, raise substantial doubt about our ability to continue as a going concern. As a result, our independent registered public accounting firm, in its report on our financial statements for the year ended April 30, 2012, has raised substantial doubt about our ability to continue as a going concern. The financial statements do not include any adjustments that might be necessary should we be unable to continue as a going concern.

During the fiscal year ending 2012, we expect that the declining market prices of natural gas and the legal and accounting costs of being a public company will continue to impact our liquidity. We also expect to make future payments related to certain of our oil and gas projects as discussed above. Other than those items specified above, we are not aware of any other known trends, events or uncertainties, which may affect our future liquidity.

We are not currently conducting any research and development activities. We do not anticipate conducting such activities in the near future. In the event that we expand our operations, then we may need to hire additional employees or independent contractors as well as purchase or lease additional equipment. Our management believes that we do not require the services of independent contractors to operate at our current level of activity. However, if our level of operations increases beyond the level that our current staff can provide, then we may need to supplement our staff in this manner.

Off-Balance Sheet Arrangements. We have no off-balance sheet arrangements.

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

Not Applicable.

Item 4. Controls and Procedures.

Evaluation of disclosure controls and procedures. We maintain controls and procedures that are designed to ensure that information required to be disclosed in the reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and that such information is accumulated and communicated to our management including our principal executive and principal financial officers, as appropriate, to allow timely decisions regarding required disclosures. Based upon their evaluation of those controls and procedures performed as of the end of the period covered by this report, our principal executive officer and our principal financial officer concluded that our disclosure controls and procedures were effective.

Changes in internal controls over financial reporting. There was no change during our most recently completed fiscal quarter that has materially affected or is reasonably likely to materially affect, our internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

None.

Item 1A. Risk Factors.

Not applicable.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

On October 3, 2012, we issued 25,000 shares of our common stock to one of our officers in exchange for services provided to us valued at $500 or $0.02 per share.

On October 3, 2012, we issued 30,000 shares of our common stock to an employee and two independent contractors in exchange for services provided to us valued at $600 or $0.02 per share.

On October 3, 2012, we issued 120,317 shares of our common stock to a consultant in exchange for services provided to us valued at $2,406 or $0.02 per share.

All of the above shares were issued in a transaction which we believe satisfies the requirements of that exemption from the registration and prospectus delivery requirements of the Securities Act of 1933, which exemption is specified by the provisions of Section 4(2) of that act and/or Rule 506 of Regulation D promulgated pursuant to that act by the Securities and Exchange Commission.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

None.

Item 6. Exhibits.

31.1	Certification of Principal Executive Officer, Required By Rule 13a-14(A) of the Securities Exchange Act of 1934, As Amended, As Adopted Pursuant To Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Principal Financial Officer, Required By Rule 13a-14(A) of the Securities Exchange Act of 1934, As Amended, As Adopted Pursuant To Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Principal Executive Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Principal Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.ins	XBRL Instance Document
101.sch	XBRL Taxonomy Schema Document
101.cal	XBRL Taxonomy Calculation Linkbase Document
101.def	XBRL Taxonomy Definition Linkbase Document
101.lab	XBRL Taxonomy Label Linkbase Document
101.pre	XBRL Taxonomy Presentation Linkbase Document

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Alamo Energy Corp.,
a Nevada corporation

December 14, 2012	By:	/s/ Allan Millmaker
		Allan Millmaker
	Its:	Chief Executive Officer, President, and a director (Principal Executive)
December 14, 2012	By:	/s/ Donald Sebastian
		Donald Sebastian
	Its:	Chief Financial Officer (Principal Financial and Accounting Officer)