

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Cooper Energy Limited

ABN

93 096 170 295

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |   |   |
|---|---|---|
| 1 | +Class of +securities issued or to be issued  | Fully paid ordinary shares.   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <p>150,000,000 fully paid ordinary shares under a fully underwritten institutional placement (<b>Placement</b>), as detailed in Cooper Energy's ASX announcement dated 29 March 2017.</p> <p>Up to 330,100,000 fully paid ordinary shares pursuant to a fully underwritten accelerated non-renounceable pro rata entitlement offer (<b>Entitlement Offer</b>), as detailed in Cooper Energy's ASX announcement dated 29 March 2017.</p> <p>The exact number of shares to be issued under the:</p> <ul style="list-style-type: none"><li>• institutional component of the Entitlement Offer; and</li><li>• retail component of the Entitlement Offer,</li></ul> <p>is to be finalised and is subject to reconciliation of shareholder entitlements and rounding.</p> |

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+ See chapter 19 for defined terms.

3	Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	As per existing fully paid ordinary shares.
4	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Yes. The new shares rank equally in all respects with other fully paid ordinary shares.</p>
5	Issue price or consideration	\$0.315 per share.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The funds raised under the Placement and Entitlement Offer will be used to partly fund Cooper Energy's Sole gas project, as described in Cooper Energy's ASX announcement dated 29 March 2017.
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	Yes.
6b	The date the security holder resolution under rule 7.1A was passed	10 November 2016
6c	Number of +securities issued without security holder approval under rule 7.1	84,044,165

+ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A	65,955,835				
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil.				
6f	Number of +securities issued under an exception in rule 7.2	Up to 330,100,000				
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	To be confirmed on the date of issue of Placement shares under Listing Rule 7.1A (scheduled for Monday, 10 April 2017) and calculated in accordance with Listing Rule 7.1A.3(b).				
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable.				
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	See Annexure 1.				
7	+Issue dates  Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.  Cross reference: item 33 of Appendix 3B.	The issue date under the Placement and institutional component of the Entitlement Offer is scheduled for Monday, 10 April 2017.  The issue date under the retail component of the Entitlement Offer is scheduled for Monday, 1 May 2017.				
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>Up to 1,140,228,354</td> <td>Fully paid ordinary shares.</td> </tr> </tbody> </table>	Number	+Class	Up to 1,140,228,354	Fully paid ordinary shares.
Number	+Class					
Up to 1,140,228,354	Fully paid ordinary shares.					

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	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	5,727,028	Performance Rights issued under the Cooper Energy Employee Incentive Scheme approved by shareholders in November 2012.
	330,594	Performance Rights (STIP) issued under the Equity Incentive Plan approved by shareholders in November 2015.
	10,994,298	Performance Rights (LTIP) issued under the Equity Incentive Plan approved by shareholders in November 2015.
	30,118,716	Share Appreciation Rights (LTIP) issued under the Equity Incentive Plan approved by shareholders in November 2015.

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	None presently.
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## Part 2 - Pro rata issue

11 Is security holder approval required?	No.
12 Is the issue renounceable or non-renounceable?	Non-renounceable.
13 Ratio in which the +securities will be offered	One new fully paid ordinary share for every two fully paid ordinary shares held at the record date.
14 +Class of +securities to which the offer relates	Fully paid ordinary shares.
15 +Record date to determine entitlements	7:00pm (Sydney time) on Friday, 31 March 2017.

+ See chapter 19 for defined terms.

16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No.
17	Policy for deciding entitlements in relation to fractions	Any fractions arising in the calculation of entitlements will be rounded up to the nearest whole number of shares.
18	Names of countries in which the entity has security holders who will not be sent new offer documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	For the institutional component of the Entitlement Offer, all countries other than Australia, New Zealand, Canada, Hong Kong, Singapore, Switzerland and the United Kingdom.  For the retail component of the Entitlement Offer, all countries other than Australia and New Zealand.
19	Closing date for receipt of acceptances or renunciations	The institutional component of the Entitlement Offer is scheduled to close on Thursday, 30 March 2017.  The retail component of the Entitlement Offer is scheduled to close on Friday 21 April 2017.
20	Names of any underwriters	Euroz Securities Limited and Canaccord Genuity (Australia) Limited ( <b>Underwriters</b> ).
21	Amount of any underwriting fee or commission	Each of the the Underwriters will be paid its respective proportion of: <ul style="list-style-type: none"> <li>• an underwriting fee of 2.50% (excluding GST); and</li> <li>• a management fee of 0.75% (excluding GST),</li> </ul> of the gross proceeds raised under each of the Placement, the institutional component of the Entitlement Offer and the retail component of the Entitlement Offer.  Subject to the Underwriters having performed their obligations under their Underwriting Agreement with Cooper Energy, Cooper Energy may, in its absolute discretion, pay incentive fees to either or both of the Underwriters of amounts determined by Cooper Energy of up to 0.75% of gross proceeds raised under the Placement and the Entitlement Offer.
22	Names of any brokers to the issue	Not applicable.
23	Fee or commission payable to the broker to the issue	Not applicable.

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+ See chapter 19 for defined terms.

24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable.
25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable.
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	A retail entitlement offer booklet and entitlement and acceptance form are scheduled to be sent to eligible retail shareholders on or around Wednesday, 5 April 2017.  No prospectus is being prepared for the Entitlement Offer. An Investor Presentation has been provided to ASX with this Appendix 3B.
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable.
28	Date rights trading will begin (if applicable)	Not applicable.
29	Date rights trading will end (if applicable)	Not applicable.
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not applicable.
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable.
32	How do security holders dispose of their entitlements (except by sale through a broker)?	Not applicable.
33	<sup>+</sup> Issue date	The issue date under the Placement and institutional component of the Entitlement Offer is scheduled for Monday, 10 April 2017.  The issue date under the retail component of the Entitlement Offer is scheduled for Monday, 1 May 2017.

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

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+ See chapter 19 for defined terms.

34 Type of +securities  
(tick one)

(a)  +Securities described in Part 1

(b)  All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

37  A copy of any trust deed for the additional +securities

### Entities that have ticked box 34(b)

38 Number of +securities for which +quotation is sought

39 +Class of +securities for which quotation is sought

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+ See chapter 19 for defined terms.

40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

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41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

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42 Number and +class of all +securities quoted on ASX (*including* the +securities in clause 38)

Number	+Class

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+ See chapter 19 for defined terms.



## Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.  
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:   
(Company secretary)

Date: 29 March 2017

Print name: .....  
Alison Evans

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+ See chapter 19 for defined terms.

# Appendix 3B – Annexure 1

## Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

### Part 1

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	333,747,268
<p><b>Add</b> the following:</p> <ul style="list-style-type: none"> <li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<p>66,902 (issued on 2 May 2016)</p> <p>325,453 (issued on 31 May 2016)</p> <p>17,609,690 (issued on 20 June 2016)</p> <p>4,006,836 (issued on 11 October 2016)</p> <p>144,204,068 (issued on 4 November 2016)</p> <p>83,436,816 (issued on 18 May 2016 and approved by shareholders on 10 November 2016)</p> <p>75,393,042 (issued on 22 November 2016)</p> <p>768,279 (issued on 20 December 2016)</p> <p>Up to 330,100,000 shares to be issued under the Entitlement Offer (with shares issued under the institutional component of the Entitlement Offer to be issued on 10 April 2017 and shares to be issued under the retail component of the Entitlement Offer to be issued on 1 May 2017).</p> <p>Total: up to 655,911,086</p>
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	Zero
<b>“A”</b>	Up to 989,658,354

+ See chapter 19 for defined terms.

<b>Step 2: Calculate 15% of “A”</b>	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply</b> “A” by 0.15	Up to 148,448,753
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<p>570,000 (issued 3 February 2017)</p> <p>84,044,165 (to be issued on 10 April 2017)</p>
“C”	84,614,165
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	Up to 148,448,753
<p><b>Subtract</b> “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	84,614,165
<p><b>Total</b> [“A” x 0.15] – “C”</p>	<p>Up to 63,834,588</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

+ See chapter 19 for defined terms.

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b>  <i>Note: number must be same as shown in Step 1 of Part 1</i>	Up to 989,658,354
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10  <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	Up to 98,965,835
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <i>Notes:</i> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	65,955,835
<b>“E”</b>	65,955,835

+ See chapter 19 for defined terms.

<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
“A” x 0.10  <i>Note: number must be same as shown in Step 2</i>	Up to 98,965,835
<b>Subtract “E”</b>  <i>Note: number must be same as shown in Step 3</i>	65,955,835
<b>Total</b> [“A” x 0.10] – “E”	Up to 33,010,000  <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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+ See chapter 19 for defined terms.