

24 November 2017



Despatch of Share Purchase Plan documentation

On 15 November 2017, AWE Limited announced its intention to offer a non-underwritten Share Purchase Plan (SPP) to eligible shareholders.

In accordance with ASX Listing Rule 3.17, attached are copies of the Chairman's Letter and SPP Terms and Conditions (including Application Form) to be dispatched to eligible shareholders today.

Yours sincerely

MR NEVILLE KELLY
COMPANY SECRETARY



24 November 2017



Dear Shareholder,

On 15 November 2017, your company announced its first equity raising since 2006.

The first stage of this was the issue of shares equivalent to 15% of the issued capital of AWE Limited (**AWE**) to institutional shareholders and new investors which raised approximately \$38 million through a placement of shares at a fixed offer price of \$0.50 per share (the **Placement**).

The institutional response was overwhelmingly supportive and was significantly oversubscribed.

The second stage of the equity raising is to offer all shareholders, but predominantly for the benefit of our smaller shareholders, the opportunity to participate in a share purchase plan (**SPP**), allowing them to invest up to \$15,000 in new fully paid ordinary shares in AWE (**Shares**).

This SPP is an opportunity for all eligible shareholders to purchase additional Shares at a price equal to the lower of:

- \$0.50, being the issue price under the Placement; and
- the price equal to the volume weighted average price of the Shares traded on the ASX for the five trading days ending on (and including) the closing date of the SPP offer, being on 14 December 2017.

The proceeds from the SPP and Placement will go towards a range of purposes:

- Strengthen AWE's balance sheet
 - Provide greater financial strength in negotiating commercial arrangements for Waitsia Stage 2 project construction, gas term sheets and gas sales agreements
 - Strengthen AWE's financial position prior to renewal of its corporate debt facility and the financing of the Waitsia Stage 2 project
- Waitsia Stage 2 funding
 - Provide sufficient equity to fund AWE's share of the Waitsia Stage 2 project if a Build Own Operate ("BOO") development model is selected, or
 - Part fund AWE's share if an Engineering Procurement Construction ("EPC") development model is selected
- Other existing portfolio development and growth opportunities
 - A range of corporate purposes including capital expenditure on other development projects including the next stage of the Casino-Henry gas project

For more information about the Placement, including key risks associated with an investment in AWE generally, please read the investor presentation released to ASX on 15 November 2017. The investor presentation can be found on AWE's announcements page at <http://www.awexplore.com/irm/content/asx-announcements.aspx?RID=8>



Under the SPP:

- if you are an eligible Shareholder you can contribute \$2,500, \$5,000, \$10,000 or \$15,000 to acquire Shares under the SPP;
- the number of Shares allotted to you will be based on your application money, divided by the issue price and rounded up to the nearest whole number of Shares; and
- there are no brokerage or participation costs payable.

Participation in the SPP is optional. It is open to Shareholders who were holders of Shares at 7:00pm (Sydney time) on 14 November 2017 (the **Record Date**) and whose registered address is in Australia or New Zealand. For Shareholders in New Zealand, you must still be a Shareholder on the date of this letter.

All Directors of AWE have confirmed that they will participate to the maximum extent possible in the SPP.

The offer to participate in the SPP will open on 24 November 2017, and will remain open until 5.00pm (Sydney time) on 14 December 2017.

If you have any queries in relation to your shareholding, please contact Computershare Investor Services Pty Limited on 1300 145 327 (within Australia).

If you have any queries in relation to the SPP, please call the SPP Information Line on 1300 145 327 (within Australia) or +61 3 9415 4244 (outside Australia) Monday to Friday, 8.30am to 5.00pm (Sydney time) or contact your professional adviser.

To the extent that applications received from eligible shareholders who participate in the SPP total more than \$10 million, AWE may, in its absolute discretion, undertake a scale-back to the extent and in the manner it sees fit. If it does, you may be allocated fewer Shares than the parcel of Shares for which you applied, and excess application funds will be returned to you without interest.

How to apply

To apply for Shares under the SPP, please carefully read the enclosed Terms and Conditions and follow the instructions on the enclosed Application Form. You will need to ensure your application is received with cleared funds no later than 5.00pm (Sydney time) on 14 December 2017.

If you are unsure about whether to participate, please contact your professional adviser.

Our loyal Shareholder base has always been a great strength of AWE and we look forward to building on that.

Thank you for your support. We hope you are in a position to take advantage of this latest Share offer.

Yours sincerely,



Bruce J Phillips
Chairman

AWE Limited

Share Purchase Plan - Terms and Conditions

1 The Offer

Under the Share Purchase Plan (**SPP**), you will be eligible to apply for up to \$15,000 of fully paid ordinary shares (**Shares**) in AWE Limited (**AWE**), with a minimum of \$2,500 worth of Shares up to the maximum amount of \$15,000 of Shares (in certain increments as set out below).

On 16 November 2017, AWE announced that it had raised approximately \$38 million through a placement of Shares to institutional investors at a fixed offer price of \$0.50 per share (the **Placement**).

The issue price for each Share under the SPP will be the lower of:

- (a) the issue price under the Placement of \$0.50; and
- (b) the price equal to the volume weighted average price of the Shares traded on the ASX for the five trading days ending on (and including) the closing date of the SPP offer, being on 14 December 2017 (**5 day VWAP**).

The maximum issue price will be \$0.50 per Share.

For example:

If the price equal to the 5 day VWAP is \$0.60 (that is, an amount greater than \$0.50), the issue price for each Share under the SPP will be \$0.50.	If the price equal to the 5 day VWAP is \$0.40 (that is, an amount less than \$0.50), the issue price for each Share under the SPP will be \$0.40.
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We expect that the Shares allotted to you under the SPP will be quoted on ASX on or about 22 December 2017 and you should receive your holding statement or confirmation advice shortly after this date. You should check your holding statement to confirm your holding before trading in any Shares you believe have been allotted to you under the SPP.

You will be eligible to participate in the SPP if you were a registered holder of Shares at 7.00pm (Sydney time) on 14 November 2017 (the **Record Date**), with a registered address in either Australia or New Zealand (and for Shareholders in New Zealand, you must still be a holder of Shares on 24 November 2017). To the extent that you hold Shares on behalf of another person resident outside Australia or New Zealand, it is your responsibility to ensure that any acceptance complies with all applicable foreign laws.

Participation in the SPP is entirely at your option. The offer is also non-renounceable, which means that you cannot transfer your right to acquire Shares under the offer to anyone else. Once submitted, an application for Shares under the SPP cannot be withdrawn or altered.

2 The Terms of the Offer

If you are eligible to purchase Shares under the SPP, you may select only one of the following offers:

Offer A	Offer B	Offer C	Offer D
\$2,500 of Shares	\$5,000 of Shares	\$10,000 of Shares	\$15,000 of Shares

The number of Shares that you will be allotted will be equal to the dollar amount specified in the offer you accept, divided by the issue price of Shares under the SPP. If the number of

Shares you are entitled to is not a whole number, then that fractional entitlement will be rounded up to the nearest whole number of Shares.

For example:

If you elect to accept Offer A (\$2,500 of Shares) and the issue price of Shares under the SPP is \$0.50, you will be allotted 5,000 Shares.	If you elect to accept Offer D (\$15,000 of Shares) and the issue price of Shares under the SPP is \$0.50, you will be allotted 30,000 Shares.
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To the extent that applications received from eligible Shareholders who participate in the SPP total more than \$10 million, AWE may, in its absolute discretion, undertake a scale-back to the extent and in the manner it sees fit. If it does, you may be allocated fewer Shares than the parcel of Shares for which you applied, and excess application funds will be returned to you without interest.

You should note that the market price of Shares may rise or fall between the date of this offer and the date when AWE issues the Shares to you under the SPP. This means that the price you pay per Share under this offer may exceed, or be less than, the market price of the Shares at the time of issue of the Shares under this offer. You are encouraged to seek your own financial advice in relation to this offer and your participation under the SPP.

3 General

AWE may make determinations in any manner it thinks fit in relation to any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP whether generally or in relation to any participant or application. Any determination by AWE will be conclusive and binding on all eligible Shareholders and other persons to whom the determination relates. AWE reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP, to amend or vary those terms and conditions and to suspend or terminate the SPP at any time.

Any such waiver, amendment, variation, suspension or termination will be binding on all eligible Shareholders even where AWE does not notify an eligible Shareholder of that matter.

4 Key terms and dates

Minimum purchase price for Shares	\$2,500
Maximum purchase price for Shares	\$15,000
Price per share	The lower of: <ul style="list-style-type: none">• \$0.50; and• the price equal to the 5 day VWAP
Record date	7.00pm (Sydney time) on 14 November 2017
Closing date	5.00pm (Sydney time) on 14 December 2017
Allotment date	On or about 21 December 2017
Commencement of trading of new Shares	On or about 22 December 2017

5 Acknowledgements

If you apply to participate in the SPP by submitting a BPAY® payment or completing and returning the personalised application form attached (**Application Form**), you will be deemed to have represented on behalf of each person on whose account you are acting that:

- (a) you acknowledge that you are, and each person on whose account or benefit you are acting is, a Shareholder eligible to participate in the SPP;
- (b) you, and each person for whose account you are acting, are not in the United States;
- (c) you agree that your application is made on, and you agree to be bound by, the terms and conditions of the SPP set out in these Terms and Conditions, the Application Form, and AWE's constitution;
- (d) you declare that all details and statements in your Application Form are true and complete and not misleading;
- (e) your application is irrevocable and unconditional;
- (f) you acknowledge that the Shares have not been, and will not be, registered under the U.S. Securities Act of 1933 (**U.S. Securities Act**) or the securities laws of any state or other jurisdictions in the United States, or in any other jurisdiction outside Australia or New Zealand and accordingly, the Shares may not be offered, sold or resold, directly or indirectly in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any applicable U.S. state securities laws;
- (g) you have not, and you agree that you will not, send any materials relating to the SPP to any person in the United States, or to any person located in any other country outside Australia and New Zealand;
- (h) the total of the application price for the following does not exceed \$15,000:
 - (i) the Shares the subject of your Application Form or BPAY® payment under the SPP;
 - (ii) any other Shares applied for by you under the SPP; and
 - (iii) any other Shares which you have instructed a custodian to acquire on your behalf under the SPP, even though you may have received more than one offer under the SPP or received offers in more than one capacity under the SPP;
- (i) you are in compliance with all relevant laws and regulations; and
- (j) you acknowledge that the market price of Shares may rise or fall between the date the SPP commences and the date when Shares are allotted, or otherwise allocated, to you under the SPP and that the issue price you pay per Share pursuant to the SPP may exceed the market price of Shares at the time the Shares are allotted, or otherwise allocated, to you under the SPP.

6 Custodians and nominees

Eligible Shareholders who hold Shares as custodian or nominee (**Custodian**) for one or more persons on the Record Date (**Beneficiaries**) may apply for up to a maximum amount of \$15,000 of new Shares in respect of each Beneficiary, subject to the Custodian certifying to AWE:

- (a) that the Custodian is (directly or indirectly) an eligible holder of Shares on behalf of one or more Beneficiaries, and that each Beneficiary has instructed the Custodian to apply for Shares under the SPP;
- (b) the number of Beneficiaries instructing the Custodian (directly or indirectly) to participate;
- (c) the name and address of each participating Beneficiary;
- (d) in respect of each participating Beneficiary:
 - (i) the number of Shares that the Custodian holds (directly or indirectly) on their behalf; and
 - (ii) the number or the dollar amount of new Shares they instructed the Custodian to apply for on their behalf;
- (e) for each participating Beneficiary, that the application price for the new Shares applied for on the Beneficiary's behalf, and any other Shares applied for on that Beneficiary's behalf (directly or indirectly) under a similar arrangement in the previous 12 months, does not exceed \$15,000;
- (f) that a copy of the written offer document was given to each participating Beneficiary; and
- (g) where the Custodian holds Shares on behalf of a beneficiary indirectly, through one or more interposed Custodians, the name and address of each interposed Custodian.

By completing and submitting the personalised Application Form which accompanies this offer, a Custodian certifies the above.

Please contact Computershare Investor Services Pty Limited on 1300 145 327 (within Australia) or +61 3 9415 4244 (outside Australia) from 8.30am to 5.00pm (Sydney time), Monday to Friday, to obtain the relevant certification material and submit this together with the completed personalised Application Form. If a Custodian holds Shares jointly on behalf of two or more persons, the \$15,000 limit applies jointly in relation to those persons as if the Custodian held the Shares on behalf of a single person.

IMPORTANT INFORMATION FOR SHAREHOLDERS OUTSIDE AUSTRALIA AND NEW ZEALAND

To the extent that you hold shares on behalf of another person resident outside Australia or New Zealand, you may not distribute the SPP Terms and Conditions to such persons and may only purchase Shares on behalf of them if you have investment discretion.

This document does not constitute an offer of securities in any place outside Australia or New Zealand. In particular, this document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The Shares have not been and will not be registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Shares may not be offered, sold or resold, directly or indirectly in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any applicable U.S. state securities laws.

Because of these legal restrictions, you must not send copies of this document, the SPP Letter or any other material relating to the SPP to any person resident in the United States or elsewhere outside Australia and New Zealand.



AWE Limited
ABN 70 077 897 440

AWE
MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

For all enquiries:

Phone:
 (within Australia) 1300 145 327
(outside Australia) +61 3 9415 4244

Web:
 www.investorcentre.com/contact

Make your payment:



See overleaf for details of the Offer and how to make your payment

Share Purchase Plan (SPP) Application Form

 **Your payment must be received by 5:00pm (Sydney time) Thursday, 14 December 2017**

This is an important document that requires your immediate attention.

It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

By making payment you agree to be bound by the Constitution of AWE Limited and that the submission of this payment constitutes an irrevocable offer by you to subscribe for AWE Limited shares on the terms of the SPP.

In addition, by making payment you certify that the aggregate of the application price paid by you for:

- the New Shares the subject of the payment slip overleaf; and
- any other shares and interests in the class applied for by you under the SPP or any similar arrangement in the 12 months prior to the date of submission of the payment, does not exceed \$15,000.

AWE Limited may make determinations in any manner it thinks fit, in relation to any difficulties which may arise in connection with the SPP whether generally or in relation to any participant or application.

If you are a custodian, trustee or nominee within the definition of "custodian" in ASIC Class Order [CO 09/425], you must complete and submit an additional schedule that contains additional certifications and details that must be provided (Schedule) before your application will be processed. The Schedule can be obtained by contacting Computershare Investor Services Pty Limited on the phone numbers provided at the top of this Application Form. Applications received by custodians that are not accompanied by the Schedule will be rejected.

Any determinations by AWE Limited will be conclusive and binding on all eligible Shareholders and other persons to whom the determination relates. AWE Limited reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP, to amend or vary those terms and conditions or to suspend or terminate the SPP at any time. Any such amendment, suspension or termination will be binding on all eligible Shareholders even where AWE Limited does not notify you of that event.

Step 1: Registration Name & Offer Details

Details of the shareholding and the Offer are shown overleaf.

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

Step 2: Make Your Payment

Your payment must correspond to one of the options detailed overleaf. You may choose one option only. Note that the amount chosen may be subject to scale back in accordance with the terms of the SPP.

Choose one of the payment methods shown below.

BPAY®: See overleaf. Do not return the payment slip with BPAY payment.

By Mail: Complete the reverse side of this payment slip and detach and return with your payment. Make your cheque, bank draft or money order payable in Australian dollars to "**AWE Limited**" and cross "**Not Negotiable**". The cheque must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your application being rejected. Paperclip (do not staple) your cheque(s) to the payment slip. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you.


AWE Limited Share Purchase Plan (SPP) Application Form
Payment must be received by 5:00pm (Sydney time) Thursday, 14 December 2017

© Registered to BPAY Pty Limited ABN 69 079 137 518

Turn over for details of the Offer →

STEP 1

Registration Name & Offer Details

 For your security keep your SRN/
HIN confidential.

Registration Name:MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Entitlement No: 12345678

Offer Details:Record date:7:00pm (Sydney Time), Tuesday 14 November 2017

Minimum value
available to purchase:\$2,500

Maximum value
available to purchase:\$15,000


STEP 2

Make Your Payment

 Biller Code: 999999
Ref No: 1234 5678 9123 4567 89

Contact your financial institution to make your payment from your cheque or savings account.

Pay by Mail:

 Make your cheque, bank draft or money order payable to "AWE Limited" and cross "Not Negotiable".
Return your cheque with the below payment slip to:
Computershare Investor Services Pty Limited
GPO BOX 505 Melbourne Victoria 3001 Australia

Lodgement of Acceptance
If you are applying for Shares and your payment is being made by BPAY, you do not need to return the payment slip below. Your payment must be received by no later than 5:00pm (Sydney time) Thursday, 14 December 2017. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. Neither Computershare Investor Services Pty Limited (CIS) nor AWE Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.

If you are paying by cheque, bank draft or money order the payment slip below must be received by CIS by no later than 5:00pm (Sydney time) Thursday, 14 December 2017. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for shareholders in Australia. Other eligible Shareholders will need to affix the appropriate postage. Return the payment slip below with cheque attached. Neither CIS nor AWE Limited accepts any responsibility if you lodge the payment slip below at any other address or by any other means.

Privacy Notice
The personal information you provide on this form is collected by CIS, as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.

Detach here

Purchase Details for AWE Limited (choose one option)

☐ \$2,500 worth of securities

OR

☐ \$5,000 worth of securities

OR

☐ \$10,000 worth of securities

☐ \$15,000 worth of securities



Entitlement No: 12345678

Payment must be received by 5:00pm (Sydney time) Thursday, 14 December 2017

MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Contact Details

Contact Name

Daytime Telephone

Cheque Details

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
				A\$