

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder****To** Company Name/Scheme **HORIZON OIL LIMITED**ACN/ARSN **009 799 455****1. Details of substantial holder (1)**Name **SPHERIA ASSET MANAGEMENT PTY LIMITED**ACN/ARSN (if applicable) **611 081 326**There was a change in the interests of the
substantial holder on**24/08/2018**

The previous notice was given to the company on

01/05/2018

The previous notice was dated

27/04/2018**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
ORDINARY	93,894,827	7.21%	109,519,176	8.41%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
See Annexure A					

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
See Annexure B					

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
SPHERIA ASSET MANAGEMENT PTY LIMITED	LEVEL 35, 60 MARGARET STREET, SYDNEY NSW 2000

Signature

print name **MATTHEW BOOKER**

capacity **DIRECTOR**

sign here



date **28/08/2018**

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

HORIZON OIL LIMITED
Annexure A

Date of change	Person whose relevant interest changed	Nature of change	Consideration		Class of Securities	Number of securities	Person's votes affected
			Cash	Non-cash			
2/05/2018	Spheria Asset Management Pty Limited	Purchase	\$ 444,998.90		ORDINARY FULLY PAID	3,115,543	3,115,543
3/05/2018	As above	Purchase	\$ 50,012.48		ORDINARY FULLY PAID	350,983	350,983
4/05/2018	As above	Purchase	\$ 11,375.83		ORDINARY FULLY PAID	78,454	78,454
7/05/2018	As above	Sale	-\$ 13,172.70		ORDINARY FULLY PAID	- 87,373	- 87,373
8/05/2018	As above	Sale	-\$ 27,212.00		ORDINARY FULLY PAID	- 180,633	- 180,633
9/05/2018	As above	Sale	-\$ 11,019.15		ORDINARY FULLY PAID	- 73,461	- 73,461
10/05/2018	As above	Sale	-\$ 122,090.53		ORDINARY FULLY PAID	- 805,081	- 805,081
11/05/2018	As above	Sale	-\$ 914,999.99		ORDINARY FULLY PAID	- 6,000,000	- 6,000,000
24/05/2018	As above	Purchase	\$ 7,181.61		ORDINARY FULLY PAID	53,197	53,197
25/05/2018	As above	Purchase	\$ 15,734.03		ORDINARY FULLY PAID	118,205	118,205
28/05/2018	As above	Purchase	\$ 49,283.03		ORDINARY FULLY PAID	379,582	379,582
29/05/2018	As above	Purchase	\$ 73,756.67		ORDINARY FULLY PAID	567,359	567,359
31/05/2018	As above	Purchase	\$ 28,111.87		ORDINARY FULLY PAID	208,236	208,236
1/06/2018	As above	Purchase	\$ 27,098.56		ORDINARY FULLY PAID	200,730	200,730
4/06/2018	As above	Purchase	\$ 20,373.13		ORDINARY FULLY PAID	150,912	150,912
5/06/2018	As above	Purchase	\$ 28,907.76		ORDINARY FULLY PAID	206,484	206,484
6/06/2018	As above	Purchase	\$ 62,413.96		ORDINARY FULLY PAID	445,814	445,814
8/06/2018	As above	Purchase	\$ 5,400.01		ORDINARY FULLY PAID	40,000	40,000
12/06/2018	As above	Purchase	\$ 95,389.84		ORDINARY FULLY PAID	681,356	681,356
19/07/2018	As above	Purchase	\$ 27,947.48		ORDINARY FULLY PAID	254,068	254,068
20/07/2018	As above	Purchase	\$ 600,569.05		ORDINARY FULLY PAID	5,700,008	5,700,008
23/07/2018	As above	Purchase	\$ 13,974.66		ORDINARY FULLY PAID	133,092	133,092
24/07/2018	As above	Purchase	\$ 220,000.00		ORDINARY FULLY PAID	2,000,000	2,000,000
9/08/2018	As above	Purchase	\$ 240,000.00		ORDINARY FULLY PAID	2,000,000	2,000,000
10/08/2018	As above	Purchase	\$ 5,094.78		ORDINARY FULLY PAID	42,470	42,470
13/08/2018	As above	Purchase	\$ 41,424.96		ORDINARY FULLY PAID	345,208	345,208
14/08/2018	As above	Purchase	\$ 61,502.04		ORDINARY FULLY PAID	512,517	512,517
16/08/2018	As above	Purchase	\$ 114,778.13		ORDINARY FULLY PAID	1,020,250	1,020,250
17/08/2018	As above	Purchase	\$ 10,575.01		ORDINARY FULLY PAID	90,000	90,000
20/08/2018	As above	Purchase	\$ 5,244.74		ORDINARY FULLY PAID	44,636	44,636
21/08/2018	As above	Purchase	\$ 62,811.60		ORDINARY FULLY PAID	523,430	523,430
22/08/2018	As above	Purchase	\$ 2,474.88		ORDINARY FULLY PAID	20,624	20,624
23/08/2018	As above	Purchase	\$ 20,345.16		ORDINARY FULLY PAID	169,543	169,543
24/08/2018	As above	Purchase	\$ 398,183.52		ORDINARY FULLY PAID	3,318,196	3,318,196

This is Annexure "A" as mentioned in form 604 Notice of change of interests of substantial holder



Matthew Booker

Director

Date: 28/08/2018

HORIZON OIL LIMITED**Annexure B**

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Number of securities	Class of securities	Person's votes
Spheria Asset Management Pty Limited	Citibank NA	Citibank NA	12,713,712	Ordinary fully paid	12,713,712
Spheria Asset Management Pty Limited	National Australia Bank Ltd	National Australia Bank Ltd	11,790,064	Ordinary fully paid	11,790,064
Spheria Asset Management Pty Limited	JP Morgan Chase Bank	JP Morgan Chase Bank	30,477,559	Ordinary fully paid	30,477,559
Spheria Asset Management Pty Limited	RBC Investor Services Trust	RBC Investor Services Trust	54,537,841	Ordinary fully paid	54,537,841

This is Annexure "B" of 1 page as mentioned in form 604 Notice of change of interests of substantial holder



Matthew Booker

Director

Date: 28/08/2018