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3D Oil Limited

ASX Release

12 September 2018

3D Oil Share Purchase Plan Offer Documents

3D Oil Limited (ASX: TDO, “3D Oil” or the “Company”) is pleased to advise that it has despatched the Share Purchase Plan (SPP) documentation to eligible shareholders and the Company has now officially opened the Offer. A copy of the SPP Offer Document, and Application form are attached to this announcement.

As announced on 5 September 2018, eligible shareholders are being provided with the opportunity to apply for new fully paid ordinary shares (“Shares”) in the Company under a Share Purchase Plan (the “SPP”) at an issue price of \$0.115 (11.5 cents) per share.

Under the SPP, each eligible shareholder of the Company as at 7:00pm (Melbourne time) on Tuesday 4 September 2018 will have an opportunity to subscribe for up to \$15,000 of new ordinary shares in the Company at an issue price of \$0.115 (11.5 cents) per share. The Company may determine to raise a higher amount or decide to scale back Applications under the SPP at its absolute discretion. The terms and conditions of the SPP offer are contained in the SPP offer documents attached to this announcement.

The SPP is fully underwritten by Safari Capital Pty Ltd (“Underwriter”) up to the amount of \$500,000 (“Underwritten Amount”). Taylor Collison Limited is the Lead Manager to the SPP.

The proceeds from the SPP will be used to pay the costs of the Placement and SPP, WA-527-P Seismic purchase and comprehensive Prospectivity update, WA-527-P Seismic planning and provide working capital for the Company.

The SPP is scheduled to close at 5:00pm (Melbourne time) on Wednesday, 26 September 2018.

If you have any questions in relation to how to participate in the SPP, please contact Computershare Investor Services Limited on 1300 850 505 or +61 3 9415 4000.

For further information please contact:

Noel Newell
Executive Chairman
3D Oil Limited
Phone: +613 9650 9866



ABN 40 105 597 279
Share Purchase Plan

12 SEPTEMBER 2018

OFFER OPENS
12 September 2018

OFFER CLOSES
26 September 2018

IMPORTANT NOTICE

This is an important document and requires your immediate attention. **You should read this document in full.** This document provides details of the 3D Oil Limited Share Purchase Plan which offers eligible shareholders the opportunity to apply to purchase up to a maximum of \$15,000 of new fully paid ordinary shares in 3D Oil Limited without paying brokerage or transaction costs.

The offer contained in this document does not take into account the individual investment objectives, financial situation or particular needs of each eligible shareholder. You should consider seeking independent financial and taxation advice before making a decision as to whether or not to accept the offer. The distribution of this document (including electronic copies) outside Australia and New Zealand may be restricted by law.

This document may not be released or distributed in the United States.

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12 September 2018

Dear Shareholder,

On behalf of the Directors of 3D Oil Limited ACN 105 597 279 (**3D Oil** or **Company**) (ASX: TDO), I am pleased to offer you the opportunity to participate in 3D Oil's Share Purchase Plan (**SPP**).

The SPP gives Eligible Shareholders the opportunity to acquire up to a maximum of \$15,000 of new fully paid ordinary shares in 3D Oil (**New Shares**), at a discount (see "*Issue Price*" in the offer document for further detail) and without incurring brokerage or transaction costs. The SPP aims to raise approximately \$0.5 million and is fully underwritten by Safari Capital Pty Ltd and Taylor Collison Limited has been appointed as Lead Manager. 3D Oil may determine to raise a higher amount or decide to scale back Applications under the SPP at its absolute discretion.

3D Oil will also be concurrently undertaking a placement of new fully paid ordinary shares to sophisticated and professional investors raising approximately \$2.5 million (**Placement**). Further details of the Placement (and a copy of the Capital Raising Presentation) can be found in the ASX announcements dated 5 September 2018. The proceeds of SPP and the Placement will be used to pay the costs of the placement and SPP, WA-527-P Seismic purchase and comprehensive prospectivity update, WA-527-P Seismic planning and provide working capital for the Company.

Key features of the SPP

- **Price** — Shares are offered under the SPP at an Issue Price of \$0.115 per New Share, which represents a 11.5% discount to the closing price of \$0.130 per Share on ASX on Friday, 31 August 2018.
- **Eligible Shareholders** — Participation in the SPP is optional and is open to Eligible Shareholders, including Eligible Shareholders who are custodians on behalf of Participating Beneficiaries on the term and conditions set out in this document. Your right to participate in the SPP is not transferable.
- **Offer Period** — The SPP opens on Wednesday, 12 September 2018 and is expected to close at 5:00pm (AEST) on Wednesday, 26 September 2018.
- **Priority** — All New Shares issued under the SPP will rank equally with existing 3D Oil Shares.

The terms and conditions of the SPP are set out in this Offer Booklet. I urge you to read this Offer Booklet in its entirety, and seek your own financial, taxation and other professional advice in relation to the SPP before you decide whether to participate.

How to apply

To apply for New Shares under the SPP, you can make a payment directly via BPAY® (details below) or complete the Application Form and return it to Computershare Investor Services Limited, together with your cheque, bank draft or money order made payable to '3D Oil Limited' in accordance with the instructions on the Application Form. Applications for New Shares can only be made in \$1,000 increments and must be for a minimum of \$1,000 and a maximum of \$15,000.

If you have any questions in relation to how to participate in the SPP, please contact Computershare Investor Services Limited (contact details are shown on the Application Form).

On behalf of the Board, I thank you for your continued support.

Yours sincerely

Noel Newell

1 3D Oil Share Purchase Plan

- 1.1 3D Oil Limited (**3D Oil or the Company**) is pleased to provide eligible 3D Oil shareholders (as set out below) with the opportunity to participate in the 3D Oil Share Purchase Plan (**SPP**) by paying up to \$0.115 per share to subscribe for additional new fully paid ordinary shares in 3D Oil (**New Shares**) without incurring brokerage or other transaction costs subject to and in accordance with the terms and conditions set out below (**SPP Terms and Conditions**). Details of this offer and how to participate are set out below.

1.2 **Summary of key dates**

Announcement of the SPP	5 September 2018
Record Date (the date that eligibility to participate in the SPP is determined)	7:00pm (Melbourne time) on 4 September 2018
Offer opens	9:00am (Melbourne time) on 12 September 2018
Offer closes	5:00pm (Melbourne time) on 26 September 2018
Notification of shortfall to ASX	28 September 2018
Settlement of New Shares	1 October 2018
Allotment of New Shares	3 October 2018
Expected quotation on the ASX and normal trading of New Shares commences	4 October 2018
Despatch of holding statements	5 October 2018

3D Oil may change any of the above key dates at its discretion (even if the offer has opened or applications have been received).

2 Purpose of the SPP.

- 2.1 Eligible Australian and New Zealand shareholders are now invited to participate in the SPP. 3D Oil intends to raise approximately \$0.5 million under the SPP (subject to 3D Oil's discretion to accept oversubscriptions and to scaleback applications).
- 2.2 3D Oil intends to use the proceeds of this offer in conjunction with the Placement funds to provide for working capital for the Company, costs of the placement and SPP, WA-527-P Seismic purchase and comprehensive prospectivity update, and WA-527-P Seismic planning.

3 Eligibility to participate in the SPP

- 3.1 You are an eligible shareholder and may participate in the SPP (**Eligible Shareholder**) if you were a direct holder of fully paid ordinary shares in 3D Oil (**Shares**) at 7:00pm (Melbourne time) on Tuesday, 4 September 2018 (**Record Date**) with an address on the share register in Australia or New Zealand, *unless*:
- (a) you hold Shares on behalf of another person who resides outside Australia or New Zealand and do not hold Shares in any other capacity; or
 - (b) you are in the United States or acting for the account or benefit of a person in the United States.
- 3.2 The offer under the SPP to New Zealand residents is made pursuant to the provisions of the Securities Act 1978 (New Zealand) and, specifically, to the provisions of the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand).
- 3.3 The board of directors of 3D Oil (**Board**) has determined that because of foreign securities laws, it is not practical for holders of Shares with registered addresses in jurisdictions other than Australia or New Zealand to participate in the SPP. Accordingly, this offer is not made to holders of Shares with a registered address outside Australia or New Zealand.
- 3.4 **Single holders:** If you are the only registered holder of a holding of Shares, but you receive more than one offer under the SPP (for example, due to multiple registered holdings such as a holding in your personal name and a holding in your self-managed superannuation fund), you may only contribute up to a maximum of \$15,000 in applying for New Shares.
- 3.5 **Joint holders:** If you are recorded with one or more other persons as the joint holder of a holding of Shares, that joint holding is considered to be a single registered holder for the purpose of the SPP, and the joint holders are entitled to participate in the SPP in respect of that holding. If the same joint holders receive more than one offer under the SPP due to multiple identical holdings, the joint holders may only contribute up to a maximum of \$15,000 in applying for New Shares across all your holdings. An agreement, acknowledgment or certification given by any joint holder of Shares is taken to be an agreement, acknowledgement or certification given by all joint holders.
- 3.6 **Custodians:** Where a custodian (as defined in ASIC Class Order [CO 09/425] (**ASIC CO 09/425**)) is a registered holder of Shares and holds Shares on behalf of one or more persons (**Beneficiaries**), the SPP offer is made to the custodian and the custodian has the discretion whether to extend the SPP offer to the Beneficiaries. If a custodian applies for New Shares on behalf of a Beneficiary, 3D Oil will not issue New Shares unless the custodian certifies the following in writing to 3D Oil:
- (a) either or both of the following:
 - (i) that the custodian holds the Shares on behalf of one or more persons that are not custodians (each a **Participating Beneficiary**); or
 - (ii) that another custodian (**Downstream Custodian**) holds beneficial interests in Shares on behalf of a Participating Beneficiary, and the custodian holds the Shares to which those beneficial interests relate on behalf of the Downstream Custodian or another custodian,on the Record Date and that each Participating Beneficiary has subsequently instructed the following persons:
 - (iii) where sub-paragraph (a)(i) applies — the custodian; and
 - (iv) where sub-paragraph (a)(ii) applies — the Downstream Custodian,to apply for Shares under the SPP on their behalf;
 - (b) the number of Participating Beneficiaries;

- (c) the name and address of each Participating Beneficiary;
- (d) in respect of each Participating Beneficiary:
 - (i) where sub-paragraph (a)(i) applies — the number of Shares that the custodian holds on their behalf; and
 - (ii) where sub-paragraph (a)(ii) applies — the number of Shares to which the beneficial interests relate;
- (e) in respect of each Participating Beneficiary:
 - (i) where sub-paragraph (a)(i) applies — the number or the dollar amount of Shares they instructed the custodian to apply for on their behalf; and
 - (ii) where sub-paragraph (a)(ii) applies — the number or the dollar amount of Shares they instructed the Downstream Custodian to apply for on their behalf;
- (f) there are no Participating Beneficiaries in respect of which the total of the application price for the following exceeds \$15,000:
 - (i) the Shares applied for by the custodian under the SPP in accordance with the instructions referred to in sub-paragraph (e); and
 - (ii) any other Shares issued to the custodian in the 12 months before the application as a result of an instruction given by them to the custodian or the Downstream Custodian to apply for Shares on their behalf under an arrangement similar to the SPP;
- (g) that a copy of this SPP booklet was given to each Participating Beneficiary; and
- (h) where sub-paragraph (a)(ii) applies — the name and address of each custodian who holds beneficial interests in the Shares held by the custodian in relation to each Participating Beneficiary.

3.7 Custodians must request a **"Custodian Certificate"** when making an application on behalf of Beneficiaries. To request a Custodian Certificate or further information about the custodian application process, shareholders should contact 3D Oil's Company Secretary on (03) 9650 9866 (within Australia) or +61 3 9650 9866 (within New Zealand) between 8.30am and 5.00pm (AEST time) Monday to Friday. Applications received from custodians must be accompanied by a duly completed and signed Custodian Certificate.

3.8 **Trustees and Nominees:** If you hold Shares as a trustee or nominee for another person and are expressly noted on the 3D Oil register as holding Shares on account of another person (a beneficiary) but you are not a Custodian, the beneficiary will be taken to be the registered holder of those Shares. In this instance, an Application by the trustee or nominee will be taken to be an Application by the beneficiary. This means the beneficiary will be treated as the registered holder and clause 3.4 applies.

3.9 Custodians, trustees and nominees may not participate in the SPP on behalf of beneficial shareholders located outside Australia and New Zealand.

4 Participation is optional

4.1 Participation in the SPP is entirely optional (subject to the eligibility criteria set out above). The offer to acquire New Shares is not a recommendation.

4.2 If you are in any doubt about this offer, whether you should participate in the SPP or how such participation will affect you (including taxation implications), you should contact a professional advisor. 3D Oil also recommends that you monitor the 3D Oil share price, which can be found on ASX's website at www.asx.com.au.

5 Issue price

- 5.1 The issue price for each New Share under the SPP is \$0.115, which is the same price at which Shares were issued under the Placement. The issue price represents a discount to the market price of the Shares on 31 August 2018 being a specified period not more than 30 days before the date of this offer, in accordance with ASIC CO 09/425.
- 5.2 No brokerage commission or other transaction costs are payable by shareholders in respect of the issue of New Shares under the SPP.
- 5.3 In accordance with the requirements under ASX Listing Rules 7.2 and 10.12, the issue price of \$0.115 is at least 80% of the volume weighted average market price for Shares over the last 5 days on which sales in the Shares were recorded before the date on which the SPP was announced (being, 5 September 2018). The issue price of each new share represents a 10.2% discount to the 5-day VWAP prior to the announcement date.
- 5.4 You should note that 3D Oil's share price may rise or fall between the date of this offer and the date when New Shares are issued under the SPP. This means that the price you would pay per New Share pursuant to this offer may be either higher or lower than the 3D Oil share price at the time the New Shares are issued under the SPP.

6 Number of New Shares offered under the SPP

- 6.1 Applications may only be made for New Shares in the amounts as designated on your Application Form from a minimum of \$1,000 up to a maximum of \$15,000. Your payment must correspond to one of the amounts as detailed in the Application Form (in increments of \$1,000 to a maximum of \$15,000).
- 6.2 Subject to scaleback, the number of New Shares that will be allotted to you will be determined by dividing the amount of your application monies by the issue price of \$0.115, rounded down to the nearest whole number of New Shares.
- 6.3 You agree to pay the issue price of \$0.115 per New Share for the number of New Shares that are allocated to you in accordance with these SPP Terms and Conditions.

7 Scaleback

- 7.1 Although 3D Oil intends to raise approximately \$0.5 million under the SPP, 3D Oil has the discretion to determine the aggregate amount of funds to be raised through the SPP. Accordingly, the aggregate amount of funds to be raised through the SPP may be more than \$0.5 million. 3D Oil will scaleback applications if it receives applications of more than the aggregate amount of funds it determines to be raised. A "scaleback" is a reduction in the number of New Shares issued (compared to the number applied for). 3D Oil will undertake a scaleback in the event that it receives applications under the SPP for more New Shares than it wishes to issue. 3D Oil intends to raise approximately \$0.5 million under the SPP (subject to 3D Oil's discretion to accept oversubscriptions and to scaleback applications).
- 7.2 If applications are scaled back, 3D Oil will refund to applicants the difference between the New Shares issued to that applicant and the parcel that applicant applied for (calculated at the issue price of \$0.115), without interest payable to the applicant.
- 7.3 If a scaleback produces a fractional number of New Shares when applied to your parcel, the number of New Shares you will be issued will be rounded down to the nearest whole number of New Shares.

8 Maximum Applications

- 8.1 The offer under the SPP needs to comply with requirements prescribed by the Australian Securities and Investments Commission (**ASIC**). Under ASIC CO 09/425, Eligible Shareholders may only pay up to \$15,000 to subscribe for additional New Shares under a share purchase plan in any 12 month period. 3D Oil has not conducted a share purchase plan in the 12 months preceding the date of this offer.
- 8.2 Under these requirements, the maximum limitation of \$15,000 applies irrespective of the number of Shares you held on the Record Date. In light of these requirements, 3D Oil has determined that the maximum number of New Shares that will be offered under the SPP to each Eligible Shareholder will be 130,434 New Shares. This limit applies irrespective of whether you hold Shares in more than one account or capacity or are sent more than one Application Form.
- 8.3 Please note that as part of your application for New Shares under the SPP you must certify that the aggregate application amount of all your applications under the SPP does not exceed \$15,000.
- 8.4 3D Oil reserves the right to reject or reduce any application for New Shares under the SPP to the extent it considers that the application (whether alone or in conjunction with other applications) does not comply with these requirements.

9 Non-renounceable offer

The offer to purchase New Shares under the SPP is non-renounceable. This means that you cannot transfer your right to purchase New Shares under the offer to anyone else.

10 No other participation costs

No brokerage, commission or other participation costs are payable by you in respect of the acquisition of New Shares under the SPP.

11 Ranking of New Shares

All New Shares issued under the SPP will rank equally with existing Shares from the date of issue, and therefore will carry the same voting rights, dividend rights and other entitlements as existing Shares.

12 Binding terms

By accepting the offer to purchase New Shares under the SPP, you agree to be bound by these SPP Terms and Conditions and 3D Oil's constitution.

13 New Zealand

- 13.1 The New Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of 3D Oil with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand).

- 13.2 This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Securities Act 1978 (New Zealand). This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

14 Applying for New Shares under the SPP

- 14.1 To participate in the SPP, please carefully read these SPP Terms and Conditions and the instructions on the enclosed application form (**Application Form**). To apply and pay for New Shares under the SPP you have two options:

Option 1: BPAY®¹

If you have an Australian bank account, you may make a BPAY® payment by using the personalised customer reference number shown on your Application Form which is required to identify your holding. If you make your payment by BPAY®, you are not required to return your Application Form, but your payment will constitute your application for New Shares under the SPP and you are taken to make the certifications and representations described in these SPP Terms and Conditions.

Option 2: Application Form and cheque, bank draft or money order

You can complete the Application Form and return it to Computershare Investor Services Limited, together with your cheque, bank draft or money order made payable to '3D Oil Limited' in accordance with the instructions on the Application Form.

Cheques, bank drafts and money orders must be made in Australian currency, drawn on an Australian bank for the correct amount and sent in the enclosed reply paid envelope (New Zealand holders will need to affix the appropriate postage stamp).

Do not forward cash. Receipts for payment will not be issued.

- 14.2 It is your responsibility to ensure that your Application Form or BPAY® payment is received by no later than 5.00pm (Melbourne time) on Wednesday, 26 September 2018. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment, and you should therefore take this into consideration when making payment. Applications received after that time will not be accepted.
- 14.3 Applications may only be made for New Shares in the amounts as designated on your Application Form from a minimum of \$1,000 up to a maximum of \$15,000. If the amount of the cheque, bank draft or money order tendered with your Application Form or your BPAY® payment:
- (a) is less than \$1,000 - 3D Oil will not allot any New Shares to you and will refund your application money to you;
 - (b) is greater than \$15,000 - subject to scale back, 3D Oil will allot the maximum number of New Shares to you in relation to \$15,000 and will refund the excess application money to you; or
 - (c) does not correspond to the amounts as designated on your Application Form (in increments of \$1,000 up to a maximum of \$15,000) 3D Oil will reduce the amount to the nearest designated amount and refund you the excess application money.
- 14.4 3D Oil will refund application monies received from persons it does not consider to be an Eligible Shareholder, subject to compliance with its legal obligations.

¹ registered to BPAY® Limited ABN 69 079 137 518.

- 14.5 If your cheque does not clear, your application will not be accepted and you agree to be responsible for any dishonour fees or other costs incurred. If your cheque is dishonoured, it will not be re-presented.
- 14.6 If your Application Form is incomplete, contains errors or is otherwise invalid or defective, 3D Oil may, in its sole discretion, accept, reject, correct or amend your application, issue such number of New Shares to you as it considers appropriate, refund your application money, or take any combination of these actions.
- 14.7 Applications and payments under the SPP may not be withdrawn once they have been received by 3D Oil. Application money will not bear interest under any circumstances.
- 14.8 Please read the enclosed Application Form for further details of how to apply for New Shares under the SPP.

15 Shareholder Representations

By applying to participate in the SPP by submitting a BPAY® payment or completing and returning the Application Form with application monies, you will be deemed to have represented, warranted and agreed on behalf of each person on whose account you are acting that:

- (a) your application is made in accordance with, and subject to, these SPP Terms and Conditions, the terms set out in the Application Form and that you cannot withdraw or cancel your application and your application is unconditional;
- (b) you acknowledge that you have read these SPP Terms and Conditions and the terms set out in the Application Form in full and you warrant that all details and statements in your application are true and complete and not misleading;
- (c) you are an Eligible Shareholder and are eligible to participate in the SPP, and represent and warrant that you are not in the United States and are not acting for the account or benefit of a person in the United States and are not a person to whom it would otherwise be illegal to make an offer or issue New Shares under the SPP;
- (d) you acknowledge that no interest will be paid on any application monies held pending the issue of New Shares or subsequently refunded to you for any reason;
- (e) 3D Oil, including its officers and agents, are not liable for any consequences of the exercise or non-exercise of its discretions referred to in these SPP Terms and Conditions;
- (f) you acknowledge that the New Shares have not been, and will not be, registered under the US Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States, or in any other jurisdiction outside Australia or New Zealand, and accordingly, the New Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable securities laws;
- (g) you have not, and will not, send, release or distribute this document or any materials relating to the SPP to any person in the United States or any other country outside Australia and New Zealand;
- (h) if in the future you decide to sell or otherwise transfer the New Shares, you will do so in a regular way on ASX where neither you nor any person acting on your behalf know, or have reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States;

- (i) if you are acting as a trustee, nominee or custodian, each beneficial holder on whose behalf you are participating is resident in Australia or New Zealand, and you have not sent this document, or any materials relating to the SPP, to any person outside Australia and New Zealand;
- (j) you accept the risk associated with any refund that may be despatched to you by direct credit or cheque to your address shown on 3D Oil's share register;
- (k) you agree to be bound by the constitution of 3D Oil (as it may be amended from time to time);
- (l) you acknowledge that none of 3D Oil, its advisers or agents, has provided you with any financial product or investment advice or taxation advice in relation to the SPP, or has any obligation to provide such advice; and
- (m) you authorise 3D Oil, and its officers and agents, to do anything on your behalf necessary for New Shares to be issued to you in accordance with these SPP Terms and Conditions.

16 Shareholder Certification

- 16.1 By completing and submitting the Application Form with the application monies or making a BPAY[®] payment **you certify** that the aggregate of the application price paid by you for:
- (a) the New Shares the subject of your Application Form or BPAY[®] payment; and
 - (b) any other Shares applied for by you, or which you have instructed a Custodian (or Downstream Custodian) to acquire on your behalf, under the SPP in the 12 months prior to the date of lodgement of the Application Form or BPAY[®] payment,²
- does not exceed \$15,000.
- 16.2 3D Oil reserves the right, and in certain circumstances may be required by ASIC CO 09/425 or other conditions, to reject any application for New Shares under the SPP (in whole or in part), including where it considers that the application (whether alone or in conjunction with other applications) does not comply with these or any other legal requirements.

17 Allotment and quotation dates

- 17.1 New Shares are expected to be allotted under the SPP on Wednesday, 3 October 2018, and 3D Oil will apply for those New Shares to be listed for quotation on ASX.
- 17.2 3D Oil's share registry will dispatch a holding statement or confirmation advice in respect of the New Shares allotted to you under the SPP. You should confirm your holding before trading in any New Shares you believe have been allotted to you under the SPP.

18 Foreign securities restrictions

- 18.1 This document does not constitute an offer of securities, or a solicitation of an offer to buy securities, in the United States or to, or for the account or benefit of, any person in the United States and may not be sent or disseminated in, directly or indirectly, the United States. The New Shares have not been, and will not be, registered under the US Securities Act of 1933, or the securities laws of any state or other jurisdiction of the United States and accordingly, the New Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable securities laws.

² 3D Oil has not conducted a share purchase plan or similar plan in the prior 12 months.

- 18.2 Because of these legal restrictions, you must not send any materials relating to the SPP to any person in the United States or anywhere else outside Australia and New Zealand.
- 18.3 Consistent with the representations contained in these SPP Terms and Conditions and the Application Form, you may not submit an application under this SPP for any person in the United States or anywhere else outside Australia and New Zealand. Failure to comply with these restrictions may result in violations of applicable securities laws.

19 ASIC CO 09/425 compliance

This offer for New Shares under the SPP is made in accordance with the requirements of ASIC CO 09/425. ASIC CO 09/425 grants relief from the requirement of the *Corporations Act 2001* (Cth) to prepare a prospectus / disclosure document for the offer of Shares under the SPP, subject to satisfaction of certain conditions.

20 Withdrawal, suspension, termination, anomalies and disputes

- 20.1 3D Oil reserves the right to waive strict compliance with any provision of these SPP Terms and Conditions, to amend or vary these SPP Terms and Conditions and to withdraw this offer or to suspend or terminate the SPP at any time. Any such amendment, variation, withdrawal, suspension or termination will be binding on all Eligible Shareholders, even where 3D Oil does not notify you of that event. 3D Oil reserves the right at any time to not accept an application, not issue New Shares or issue New Shares to a value less than that applied for under the SPP by an Eligible Shareholder (including a custodian applying on behalf of its eligible beneficiaries).
- 20.2 In the event that the SPP is withdrawn or terminated all of your application monies will be refunded to you. No interest will be paid on any money returned to you.
- 20.3 3D Oil 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 determinations by 3D Oil will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates.
- 20.4 3D Oil's powers and rights under these SPP Terms and Conditions may be exercised by the Board or any delegate or representative of the Board.

21 Underwriting

The Offer is fully underwritten by Safari Capital Pty Ltd ACN 625 630 239 (**Underwriter**). Taylor Collison Limited ACN 008 172 450 (**Lead Manager**) has been appointed Lead Manager to the SPP and the Placement. In the event that Eligible Shareholders do not subscribe for at least \$0.5 million of Shares under the Plan then the Underwriter will apply for any Shortfall Shares up to a maximum value of \$0.5 million (**Underwritten Amount**).

If applications under the Offer total an amount less than \$0.5 million, the amount of Shortfall Shares up to the Underwritten Amount will be taken up by the Underwriter.

For their services, the Underwriter and Lead Manager will be paid in total, an aggregate amount that is equal to 5.0% of the gross amount raised. The Underwriting Agreement contains customary conditions, warranties and undertakings and is subject to various termination events exercisable by the Underwriter. The placement of any Shortfall Shares to the Underwriter is subject to capacity being available under the Company's 15% placement capacity and such capacity is available to the Company.

22 Currency

References to \$ means Australian dollars.

23 Privacy

Chapter 2C of the *Corporations Act 2001* (Cth) requires information about shareholders (including name, address and details of the shares held) to be included in 3D Oil's public register. If a shareholder ceases to be a shareholder, Chapter 2C of the *Corporations Act 2001* (Cth) requires this information to be retained in 3D Oil's public register. These statutory obligations are not altered by the *Privacy Act 1988* (Cth) as amended. Information is collected to administer shareholder's security holdings.

24 Governing law

- 24.1 This offer and these SPP Terms and Conditions are governed by the laws in force in Victoria. By accepting this offer, you submit to the non-exclusive jurisdiction of the courts of Victoria.
- 24.2 Other terms and conditions, rights and obligations of the New Shares are contained in the constitution of 3D Oil. These SPP Terms and Conditions prevail to the extent of any inconsistency with the Application Form.

25 Additional questions

- 25.1 If you have any questions in respect of the SPP, please call the Company Secretary on (03) 9650 9866 (within Australia), or +61 3 9650 9866 (outside Australia), between 8.30am and 5.00pm (Melbourne time), Monday to Friday.

DEFINITIONS

Application Form means your personalised application from enclosed within this offer booklet.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ABN 98 008 624 691) or the Australian Securities Exchange (as applicable).

Board means the board of directors of the Company.

Company or **3D Oil** means the 3D Oil Limited (ABN 40 105 597 279) (ASX: TDO)

Eligible Shareholder means a holder of fully paid ordinary shares in 3D Oil at 7:00pm (Melbourne time) on Tuesday, 4 September 2018 that meets the criteria set out in Section 3.

New Shares means Shares issued under the SPP.

Placement means the \$2.5 million share placement at an issue price of \$0.115 per share as announced on ASX on 5 September 2018.

Record Date means 7.00pm (Melbourne time) on Tuesday, 4 September 2018.

Shares means fully paid ordinary shares in the capital of the Company.

SPP means the offer made to Eligible Shareholders under this offer booklet.

SPP Terms and Conditions means the SPP terms and conditions



3D Oil Limited

ABN 40 105 597 279

For all enquiries:

Phone:



(within Australia) 1300 850 505

(outside Australia) +61 (03) 9415 4000

Web:



www.investorcentre.com/contact

TDO

MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Make your payment:



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

Share Purchase Plan Application Form

Your payment must be received by 5:00pm (Melbourne time) Wednesday, 26 September 2018

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 3D Oil Limited and that the submission of this payment constitutes an irrevocable offer by you to subscribe for 3D Oil Limited shares on the terms of the Share Purchase Plan (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.

3D Oil 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.

Any determinations by 3D Oil Limited will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. 3D Oil 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 3D Oil 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

Note that shares may be purchased in increments of \$1,000 subject to purchase of the minimum value and not exceeding the maximum value. 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 "3D Oil 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.

3D Oil Limited Share Purchase Plan Application Form

Payment must be received by 5:00pm (Melbourne time) Wednesday, 26 September 2018


© Registered to BPAY Pty Limited ABN 69 079 137 518

Turn over for details of the Offer →

Share Purchase Plan Application Form

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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 (Melbourne time) Tuesday, 4 September 2018**

Minimum value available to purchase: **\$1,000**

Maximum value available to purchase: **\$15,000**

STEP 2**Make Your Payment**

Billers Code: 288266
Ref No: 1234 5678 9123 4567 89

Pay by Mail:

Make your cheque, bank draft or money order payable to **"3D Oil 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

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

Lodgement of Acceptance

If you are applying for New 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 (Melbourne time) Wednesday, 26 September 2018. 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 3D Oil 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 (Melbourne time) Wednesday, 26 September 2018. 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 3D Oil 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 Computershare Investor Services Pty Limited (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

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Purchase Details for 3D Oil Limited

Amount between \$1,000 and \$15,000 in
\$1,000 increments

A\$



You may apply for securities in \$1,000 increments from a minimum of \$1,000 up to a maximum of \$15,000.

Entitlement No: 12345678

Payment must be received by 5:00pm (Melbourne time) Wednesday, 26 September 2018

Contact Details

Contact Name _____ **Daytime Telephone** _____

Cheque Details

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	A\$ <input type="text"/>

123456789123456789+0000000001-3051+14