

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

Name of entity

Tangiers Petroleum Limited (TPT)

ABN

80 072 964 179

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

1. Fully paid ordinary shares
2. Fully paid ordinary shares
3. Fully paid ordinary shares
4. Fully paid ordinary shares
5. Fully paid ordinary shares
6. Fully paid ordinary shares
7. Unlisted options
8. Unlisted options
9. Unlisted options
10. Unlisted Options

- 2 Number of +securities issued or to be issued (if known) or maximum number which may be issued

1. 540,000
2. 1,000,000
3. 4,500,000
4. 8,330,880
5. 7,848,832
6. 25,000,000
7. 1,000,000
8. 2,000,000
9. 1,000,000
10. 6,200,000

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

- | | |
|--|---|
| <p>3 Principal terms of the ⁺securities (eg, 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)</p> | <ol style="list-style-type: none">1. Ordinary Fully Paid Shares subject to vesting conditions.2. Ordinary Fully Paid Shares subject to vesting conditions.3. Ordinary Fully Paid Shares subject to vesting and performance conditions.4. Ordinary Fully Paid Shares.5. Ordinary Fully Paid Shares.6. Ordinary Fully Paid Shares.7. Unlisted options exercisable at \$0.42 on or before 12 June 2017.8. Unlisted options exercisable at \$0.28 on or before 12 June 2017.9. Unlisted new options exercisable at \$0.30 on or before 22 April 2016.10. Unlisted new options exercisable at \$0.16 on or before 12 June 2017. |
|--|---|

⁺ See chapter 19 for defined terms.

<p>4 Do the ⁺securities rank equally in all respects from the date of allotment 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"> • 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 	<ol style="list-style-type: none"> 1. Yes 2. Yes 3. Yes 4. Yes 5. Yes 6. Yes 7. The unlisted options will rank equally on conversion of these securities into ordinary shares 8. The unlisted options will rank equally on conversion of these securities into ordinary shares 9. The unlisted options will rank equally on conversion of these securities into ordinary shares 10. The unlisted options will rank equally on conversion of these securities into ordinary shares
<p>5 Issue price or consideration</p>	<ol style="list-style-type: none"> 1. \$0.29 per share 2. \$0.29 per share 3. \$0.29 per share 4. \$0.16 per share 5. \$0.16 per share 6. \$0.16 per share 7. Nil 8. Nil 9. Nil 10. Nil

⁺ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<ol style="list-style-type: none"> 1. Issued under Company's Share Plan approved at AGM on 12 June 2014 pursuant to Resolution 6 of Notice of Meeting released 13 May 2014. 2. Issued as remuneration to Director pursuant to Resolution 8 in Notice of Meeting released 13 May 2014 and approved at the AGM on 12 June 2014. 3. Issued as remuneration to Director pursuant to Resolution 7 in Notice of Meeting released 13 May 2014 and approved at AGM on 12 June 2014. 4. 6,051,168 shares issued as consideration for advisory services provided approved at the AGM 12 June 2014 pursuant to Resolution 13 in Notice of Meeting dated 13 May 2014. Remaining 2,279,712 shares Issued under Company's placement capacity under Listing Rule 7.1. 5. Issue to raise funds for support of Company's exploration activities at Tarfaya Offshore project as approved at the AGM 12 June 2014 pursuant to Resolution 13 in Notice of Meeting dated 13 May 2014. 6. Issue to raise funds for support of Company's exploration activities at Tarfaya Offshore project as approved at the AGM 12 June 2014 pursuant to Resolution 13 in Notice of Meeting dated 13 May 2014. 7. Issued as remuneration to Director pursuant to Resolution 9 of Notice of Meeting released 13 May 2014 and approved at AGM on 12 June 2014. 8. Issued as remuneration to Director pursuant to Resolution 10 of Notice of Meeting released 13 May 2014 and approved at AGM on 12 June 2014. 9. Issued pursuant to mandates for capital raising services provided 10. Issued pursuant to mandates for capital raising services provided.
<p>6a Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the ⁺securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>12 June 2014</p>

⁺ See chapter 19 for defined terms.

6c	Number of +securities issued without security holder approval under rule 7.1	12,066,595
6d	Number of +securities issued with security holder approval under rule 7.1A	Nil
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	<p>Below issues approved at AGM on 12 June 2014:</p> <ol style="list-style-type: none"> 1. 540,000 2. 1,000,000 3. 4,500,000 4. 6,051,168 5. 7,848,832 6. 25,000,000 7. 1,000,000 8. 2,000,000
6f	Number of securities issued under an exception in rule 7.2	As above in 6e
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.	N/A
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	N/A
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	<p>24,548,582 under rule 7.1A (Full Capacity)</p> <p>24,756,277 under rule 7.1</p>
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	<ol style="list-style-type: none"> 1. 16 June 2014 2. 16 June 2014 3. 13 June 2014 4. 13 June 2014 5. 13 June 2014 6. 13 June 2014 7. 13 June 2014 8. 13 June 2014 9. 13 June 2014 10. 13 June 2014

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

8 Number and ⁺class of all
⁺securities quoted on ASX
(*including* the securities in section
2 if applicable)

Number	⁺ Class
245,485,815	Ordinary fully paid shares

⁺ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	Number	+Class
		1,000,000	Unlisted options exercisable at \$0.22 on or before 19 July 2014
		6,000,000	Unlisted options exercisable at \$0.60 on or before 16 December 2014
		1,000,000	Unlisted options exercisable at \$0.22 on or before 16 December 2014
		500,000	Unlisted options exercisable at \$0.50 on or before 2 April 2015
		3,274,124	Unlisted options exercisable at \$0.60 on or before 2 April 2015
		3,500,000	Unlisted options exercisable at \$0.70 on or before 2 April 2015
		300,000	Unlisted options exercisable at \$0.50 on or before 10 April 2016
		213,733	Unlisted options exercisable at GBP£0.256 (A\$0.393) on or before 19 November 2015
		487,230	Unlisted options exercisable at GBP£0.242 (A\$0.383) on or before 19 November 2015
		2,000,000	Unlisted options exercisable at \$0.28 on or before 26 November 2015
		1,500,000	Unlisted options exercisable at \$0.28 on or before 26 November 2015 (vesting conditions apply)
		3,000,000	Unlisted options exercisable at \$0.28 on or before 26 November 2015
		2,500,000	Unlisted options exercisable at \$0.45 on or before 31 March 2016
		2,500,000	Unlisted options exercisable at \$0.45 on or before 31 October 2016 (voluntary escrow for 12 months)
		1,000,000	Unlisted options exercisable at \$0.42 on or before 12 June 2017 (vesting conditions apply)
		2,000,000	Unlisted options exercisable at \$0.28 on or before 12 June 2017
		1,000,000	Unlisted options exercisable at \$0.30 on or before 22 April 2016
		6,200,000	Unlisted options exercisable at \$0.16 on or before 12 June 2017

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

- | | |
|---|---|
| 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) | Issued shares will rank equally in with all other shares with respect to dividend policy. |
|---|---|

Part 2 - Bonus issue or pro rata issue

- | | |
|--|--|
| 11 Is security holder approval required? | |
| 12 Is the issue renounceable or non-renounceable? | |
| 13 Ratio in which the +securities will be offered | |
| 14 +Class of +securities to which the offer relates | |
| 15 +Record date to determine entitlements | |
| 16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | |
| 17 Policy for deciding entitlements in relation to fractions | |
| 18 Names of countries in which the entity has +security holders who will not be sent new issue documents

<small>Note: Security holders must be told how their entitlements are to be dealt with.
Cross reference: rule 7.7.</small> | |
| 19 Closing date for receipt of acceptances or renunciations | |

+ See chapter 19 for defined terms.

20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders	
25	If the issue is contingent on ⁺ security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	
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	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	
31	How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	
32	How do ⁺ security holders dispose of their entitlements (except by sale through a broker)?	

⁺ See chapter 19 for defined terms.

33 ⁺Despatch date

Part 3 - Quotation of securities

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

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

⁺ See chapter 19 for defined terms.

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					
40	<p>Do the +securities rank equally in all respects from the date of allotment 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"> • 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 					
41	<p>Reason for request for quotation now</p> <p><small>Example: In the case of restricted securities, end of restriction period</small></p> <p>(if issued upon conversion of another security, clearly identify that other security)</p>					
42	Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; text-align: center;">Number</th> <th style="width: 50%; text-align: center;">+Class</th> </tr> </thead> <tbody> <tr> <td style="height: 60px;"></td> <td></td> </tr> </tbody> </table>	Number	+Class		
Number	+Class					

+ 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 not available now, 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:Date: 13 June 2014
(Joint Company Secretary)

Print name: Robert Dalton
.....

== == == == ==

+ 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

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	174,579,220
Add the following: <ul style="list-style-type: none"> Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2 Number of fully paid ordinary securities issued in that 12 month period with shareholder approval Number of partly paid ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	Nil 23,686,883 Issued 13 May 2014 (T1 Placement) 47,219,712 Issued 13 June 2014 Nil
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	Nil
“A”	245,485,815

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	36,822,872
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert 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"> Under an exception in rule 7.2 Under rule 7.1A With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	<p>86,883 Ordinary Shares issued 13 May 2014 (additional over shareholder approved T1 Placement)</p> <p>2,500,000 Unlisted Options (\$0.45; 31 October 2016) issued 6 November 2013</p> <p>2,279,712 Ordinary Shares issued 13 June 2014</p> <p>1,000,000 Unlisted Options (\$0.30; 22 April 2016) issued on 13 June 2014</p> <p>6,200,000 New Options (\$0.16; 12 June 2017) issued 13 June 2014</p>
“C”	12,066,595
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	36,822,872
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	12,066,595
Total [“A” x 0.15] – “C”	24,756,277 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	245,485,815
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	24,548,582
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert 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"> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • 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 • It may be useful to set out issues of securities on different dates as separate line items 	nil
“E”	nil

+ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	24,548,582
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	nil
Total [“A” x 0.10] – “E”	24,548,582 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.