



ANTARES ENERGY LIMITED

A.C.N. 009 230 835

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27 October 2014

Companies Announcements Office
ASX Securities Exchange Ltd

**APPENDIX 3C
ON MARKET SHARE BUY-BACK**

Please find attached an Appendix 3C announcing an on-market share buy-back by Antares Energy Limited. Also attached is ASIC Form 281. The key points of the on-market buyback are:

- Buy back up to 10% of the issued capital, being 25,500,000;
- Commencing 10 November 2014 for a maximum of 12 months; and
- Buy back through on market transactions.

Yours faithfully
ANTARES ENERGY LIMITED

Graeme Smith
SECRETARY
+61 8 9 382 8822

Appendix 3C

Announcement of buy-back (except minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity

ABN/ARSN

ANTARES ENERGY LIMITED

75 009 230 835

We (the entity) give ASX the following information.

Information about buy-back

1	Type of buy-back	On Market
2	⁺ Class of shares/units which is the subject of the buy-back (eg, ordinary/preference)	Ordinary
3	Voting rights (eg, one for one)	One for one
4	Fully paid/partly paid (and if partly paid, details of how much has been paid and how much is outstanding)	Fully paid
5	Number of shares/units in the ⁺ class on issue	255,000,000
6	Whether shareholder/unitholder approval is required for buy-back	No
7	Reason for buy-back	Effectively manage capital for the benefit of shareholders

Appendix 3C

Announcement of buy-back

8	Any other information material to a shareholder's/unitholder's decision whether to accept the offer (<i>eg, details of any proposed takeover bid</i>)	None
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On-market buy-back

9	Name of broker who will act on the company's behalf	Hartleys Limited
10	Deleted 30/9/2001.	
11	If the company/trust intends to buy back a maximum number of shares - that number <small>Note: This requires a figure to be included, not a percentage.</small>	25,500,000
12	If the company/trust intends to buy back shares/units within a period of time - that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention	12 months from 10 November 2014
13	If the company/trust intends to buy back shares/units if conditions are met - those conditions	N/A

Employee share scheme buy-back

14	Number of shares proposed to be bought back	
15	Price to be offered for shares	

⁺ See chapter 19 for defined terms.

Selective buy-back

- | | | |
|----|--|--|
| 16 | Name of person or description of class of person whose shares are proposed to be bought back | |
| 17 | Number of shares proposed to be bought back | |
| 18 | Price to be offered for shares | |

Equal access scheme

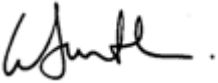
- | | | |
|----|---|--|
| 19 | Percentage of shares proposed to be bought back | |
| 20 | Total number of shares proposed to be bought back if all offers are accepted | |
| 21 | Price to be offered for shares | |
| 22 | +Record date for participation in offer
<small>Cross reference: Appendix 7A, clause 9.</small> | |

Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

or, for trusts only:

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here:  Date: 27 October 2014
(Company secretary)

Print name: Graeme Smith

⁺ See chapter 19 for defined terms.



Notice of intention to carry out a share buy-back

Related forms:

280 Notification of share buy-back details

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) and submit as part of this lodgement

Company details	Company name	<input type="text"/>
	ACN/ABN	<input type="text"/>
Lodgement details	Who should ASIC contact if there is a query about this form?	
	Firm/organisation	<input type="text"/>
	Contact name/position description	<input type="text"/>
	ASIC registered agent number (if applicable)	<input type="text"/>
	Telephone number	<input type="text"/>
	Postal address	<input type="text"/> <input type="text"/>

1 Type of share buy-back

For guidance on when a Form 281 needs to be lodged, see the BUY-BACK PROCEDURE table on page 2.

Tick the box for the type of share buy-back and provide the dates as requested.

The 10/12 limit is 10% of the smallest number, at any time during the last 12 months, of votes attaching to voting shares of the company.

<input type="checkbox"/> Employee share scheme buy-back (within 10/12 limit)	Proposed date for buy-back agreement to be entered into <div> <div><input type="text"/></div><div><input type="text"/></div> / <div><input type="text"/></div><div><input type="text"/></div> / <div><input type="text"/></div><div><input type="text"/></div> </div> <div> <div>[D]</div><div>[D]</div> / <div>[M]</div><div>[M]</div> / <div>[Y]</div><div>[Y]</div> </div>	
<input type="checkbox"/> Employee share scheme buy-back (over 10/12 limit)	Proposed date for buy-back agreement to be entered into <div> <div><input type="text"/></div><div><input type="text"/></div> / <div><input type="text"/></div><div><input type="text"/></div> / <div><input type="text"/></div><div><input type="text"/></div> </div> <div> <div>[D]</div><div>[D]</div> / <div>[M]</div><div>[M]</div> / <div>[Y]</div><div>[Y]</div> </div>	AND Proposed date for passing the resolution to approve the buy-back <div> <div><input type="text"/></div><div><input type="text"/></div> / <div><input type="text"/></div><div><input type="text"/></div> / <div><input type="text"/></div><div><input type="text"/></div> </div> <div> <div>[D]</div><div>[D]</div> / <div>[M]</div><div>[M]</div> / <div>[Y]</div><div>[Y]</div> </div>
<input type="checkbox"/> On-market buy-back (within 10/12 limit)	Period of buy-back From <div> <div><input type="text"/></div><div><input type="text"/></div> / <div><input type="text"/></div><div><input type="text"/></div> / <div><input type="text"/></div><div><input type="text"/></div> </div> <div> <div>[D]</div><div>[D]</div> / <div>[M]</div><div>[M]</div> / <div>[Y]</div><div>[Y]</div> </div>	to <div> <div><input type="text"/></div><div><input type="text"/></div> / <div><input type="text"/></div><div><input type="text"/></div> / <div><input type="text"/></div><div><input type="text"/></div> </div> <div> <div>[D]</div><div>[D]</div> / <div>[M]</div><div>[M]</div> / <div>[Y]</div><div>[Y]</div> </div>
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<input type="checkbox"/> Equal access scheme buy-back (within 10/12 limit)	Proposed date for buy-back agreement to be entered into <div> <div><input type="text"/></div><div><input type="text"/></div> / <div><input type="text"/></div><div><input type="text"/></div> / <div><input type="text"/></div><div><input type="text"/></div> </div> <div> <div>[D]</div><div>[D]</div> / <div>[M]</div><div>[M]</div> / <div>[Y]</div><div>[Y]</div> </div>	

1 Continued... Type of share buy-back

<input type="checkbox"/> Equal access scheme buy-back (over 10/12 limit)	Proposed date for buy-back agreement to be entered into <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> [D] [D] / [M] [M] / [Y] [Y]	AND Proposed date for passing the resolution to approve the buy-back <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> [D] [D] / [M] [M] / [Y] [Y]
<input type="checkbox"/> Selective buy-back	Proposed date for buy-back agreement to be entered into <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> [D] [D] / [M] [M] / [Y] [Y]	AND Proposed date for passing the resolution to approve the buy-back <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> [D] [D] / [M] [M] / [Y] [Y]

Signature

This form must be signed by a director or secretary.

Name

Capacity

☐ Director

☐ Secretary

Signature

Date signed

 / /
 [D] [D] / [M] [M] / [Y] [Y]

Lodgement

Send completed and signed forms to:
 Australian Securities and Investments Commission,
 PO Box 4000, Gippsland Mail Centre VIC 3841.

For more information

Web www.asic.gov.au

Need help? www.asic.gov.au/question

Telephone 1300 300 630

BUY-BACK PROCEDURE

The following table specifies the steps required for, and the sections (and forms) that apply to, the different types of buy-back.

Procedures (and sections applied)	Minimum holding	Employee share scheme buy-back		On-market buy-back		Equal access scheme buy-back		Selective buy-back
		within 10/12 limit	over 10/12 limit	within 10/12 limit	over 10/12 limit	within 10/12 limit	over 10/12 limit	
Ordinary resolutions (s257C)			YES		YES		YES	
Special/unanimous resolutions (s257D)								YES
Lodge offer documents with ASIC (s257E)						YES	YES	YES
14 days notice (s257F)		YES	YES	YES	YES	YES	YES	YES
Disclose relevant information when offer made (s257G)						YES	YES	YES
Cancel shares (S257H)	YES	YES	YES	YES	YES	YES	YES	YES
Notify cancellation to ASIC on Form 484 (s254Y)	YES	YES	YES	YES	YES	YES	YES	YES
Lodge Form 280 with ASIC	NO	NO	YES	NO	YES	YES	YES	YES
Lodge Form 281 with ASIC	NO	YES	See Note 1	YES	See Note 1	See Note 1 & 2	See Note 1 & 2	See Note 1 & 2

NOTE 1 The company should lodge a Form 281 if it intends to give short (less than 14 days) notice of a meeting to approve the buy-back and lodge the notice of meeting (with a Form 280) less than 14 days before the relevant date.

NOTE 2 The company should lodge a Form 281 if it lodges the documents referred to in s257E less than 14 days before the relevant date.

Relevant dates and lodgement periods

- If the buy-back agreement is conditional on the passing of a resolution — the relevant date is date the resolution is passed.
- If the buy-back is not conditional on the passing of a resolution — the relevant date is the date the agreement is entered into (s257F).
- If a resolution is to be passed by way of a circular to all members that complies with s249A, an estimated last date for signing the circular should be used.

The Form 281 must be lodged at least 14 days before the relevant date.

Guide:

Notice of intention to carry out a share buy-back

This guide is not part of the form. It is included by ASIC to assist you in completing and lodging the Form 281.

Related forms:

280 Notification of share buy-back details

Signature	This form must be signed by a director or secretary of the company.													
Lodging fee	Nil A form is not considered lodged until it is received and accepted by ASIC as being in compliance with s1274(8) of the Corporations Act 2001. A receipt will not be issued unless requested.													
Lodgement period	If the buy-back agreement is conditional on the passing of a resolution and a Form 281 is required, it must be lodged at least 14 days before the resolution is passed. If the buy-back agreement is not conditional on the passing of a resolution and a Form 281 is required, it must be lodged at least 14 days before the agreement is entered into (s257F).													
Other forms	A Form 280 <i>Notification of share buy-back details</i> may also be required to be lodged in certain circumstances (see table on page 2 of the form).													
Additional information	<p>Policy Statement 110 <i>Share buy-backs</i> - see www.asic.gov.au/ps Information sheet <i>Share buy-backs</i> - see www.asic.gov.au/infosheets</p> <table><tr><th>Definitions of terms</th><th>Corporations Act 2001</th></tr><tr><td>Equal access scheme</td><td>See s257B(2) & (3)</td></tr><tr><td>On market buy-back</td><td>See s257B(6) & (7)</td></tr><tr><td>Minimum holding buy-back</td><td>See s9</td></tr><tr><td>Employee share scheme buy-back</td><td>See s9</td></tr><tr><td>Selective buy-back</td><td>See s9</td></tr></table>		Definitions of terms	Corporations Act 2001	Equal access scheme	See s257B(2) & (3)	On market buy-back	See s257B(6) & (7)	Minimum holding buy-back	See s9	Employee share scheme buy-back	See s9	Selective buy-back	See s9
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Employee share scheme buy-back	See s9													
Selective buy-back	See s9													
Lodgement	Send completed and signed forms to: Australian Securities and Investments Commission, PO Box 4000, Gippsland Mail Centre VIC 3841.	For more information Web www.asic.gov.au Need help? www.asic.gov.au/question Telephone 1300 300 630												