

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, 04/03/13

Name of entity

Mermaid Marine Australia Limited

ABN

21 083 185 693

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 | <ol style="list-style-type: none">1. Fully-paid ordinary shares.2. Performance Rights under the Mermaid Marine Australia Limited Performance Rights Plan – 2014 (2014 Employee Plan).3. Performance Rights under the Mermaid Marine Australia Limited Performance Rights Plan – 2014 (2014 Employee Plan).4. Performance Rights under the Mermaid Marine Australia Limited Performance Rights Plan – 2014 (2014 Employee Plan). |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <ol style="list-style-type: none">1. 272 fully-paid ordinary shares2. 1,052,625 Performance Rights3. 51,546 Performance Rights4. 70,000 Performance Rights |

3 Principal terms of the +securities (e.g. 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)

1. **272** fully-paid ordinary shares (**Shares**) in relation to the vesting in-part of the 2011 Employee Performance Rights.

2. **1,052,625** Performance Rights issued to senior executives of the Company under the 2014 Employee Plan:

The principle terms of these Performance Rights are as follows:

- The Performance Rights have been issued for nil consideration;
- Each Performance Right carries an entitlement to one ordinary fully-paid share in the Company for each Performance Right vested;
- Vesting only occurs after the end of the Performance Period (30 June 2017) and the number of Performance Rights that vest (if any) will depend on:
 - the growth in earnings per share of Mermaid Marine Australia Limited over a period of 3 years from 1 July 2014 to 30 June 2017; and
 - total shareholder return relative to a selected peer group of companies over a period of 3 years from 1 July 2014 to 30 June 2017.
- Unvested Performance Rights lapse on cessation of a holder's employment with the Mermaid Marine Group;
- Any Performance Rights that do not vest after the end of the Performance Period (30 June 2017) will automatically lapse; and
- No amount is payable by a holder of Performance Rights in respect of the shares allocated upon vesting of the Performance Rights.

3. **51,546** Performance Rights issued to the CFO & COO of the Company under the 2014 Employee Plan, being the deferred equity portion of their FY2014 bonus:

The principle terms of these Performance Rights are as follows:

- The Performance Rights have been issued for nil consideration;
- Each Performance Right carries an entitlement to one ordinary fully-paid share in the Company for each Performance Right vested;

+ See chapter 19 for defined terms.

- Vesting only occurs after the end of the Performance Period (30 June 2015) subject to the relevant holder's continued employment by a Group Member during the Performance Period;
- Unvested Performance Rights lapse on cessation of a holder's employment with the Mermaid Marine Group; and
- No amount is payable by a holder of Performance Rights in respect of the shares allocated upon vesting of the Performance Rights.

4. **70,000** Performance Rights issued to Mr George Horsington under the 2014 Employee Plan in consideration for his employment by the Company:

The principle terms of these Performance Rights are as follows:

- The Performance Rights have been issued for nil consideration;
- Each Performance Right carries an entitlement to one ordinary fully-paid share in the Company for each Performance Right vested;
- Vesting only occurs after the end of the Performance Period (4 June 2016) subject to the holder's continued employment by a Group Member during the Performance Period;
- Unvested Performance Rights lapse on cessation of a holder's employment with the Mermaid Marine Group; and
- No amount is payable by a holder of Performance Rights in respect of the shares allocated upon vesting of the Performance Rights.

<p>4 Do the ⁺securities rank equally in all respects from the ⁺issue date 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. The shares issued and allotted on vesting of the Performance Rights rank equally with all existing quoted ordinary fully-paid shares on issue. 2. Prior to vesting, the Performance Rights issued under the 2014 Employee Plan do not carry a right to vote, receive dividends or generally participate in other corporate actions. Ordinary shares allocated upon vesting of Performance Rights will rank equally with all existing fully-paid ordinary shares on issue. 3. Prior to vesting, the Performance Rights issued under the 2014 Employee Plan and do not carry a right to vote, receive dividends or generally participate in other corporate actions. Ordinary shares allocated upon vesting of Performance Rights will rank equally with all existing fully-paid ordinary shares on issue. 4. Prior to vesting, the Performance Rights issued under the 2014 Employee Plan and do not carry a right to vote, receive dividends or generally participate in other corporate actions. Ordinary shares allocated upon vesting of Performance Rights will rank equally with all existing fully-paid ordinary shares on issue.
<p>5 Issue price or consideration</p>	<ol style="list-style-type: none"> 1. Nil. 2. Nil. 3. Nil. 4. Nil.
<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. The shares issued are in relation to the vesting in part of the 2011 Employee Performance Rights which were issued on 7 October 2011. The balance of the 2011 Performance Rights have lapsed in accordance with the terms of the relevant Plan Rules. 2. The Performance Rights are issued under the 2014 Employee Plan, an incentive plan applying to senior executives of the Company. 3. The Performance Rights are issued to the CFO & COO of the Company under the 2014 Employee Plan being the deferred equity portion of their FY2014 bonus. 4. The Performance Rights are issued to Mr George Horsington under the 2014 Employee Plan as consideration for his employment by the Company.

⁺ See chapter 19 for defined terms.

6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?	Not applicable.
	If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i> , and comply with section 6i	
6b	The date the security holder resolution under rule 7.1A was passed	Not applicable.
6c	Number of +securities issued without security holder approval under rule 7.1	Not applicable.
6d	Number of +securities issued with security holder approval under rule 7.1A	Not applicable.
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not applicable.
6f	Number of +securities issued under an exception in rule 7.2	Not applicable.
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.	Not applicable.
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	Not applicable.
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	Not applicable.

7 +Issue dates

Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.

Cross reference: item 33 of Appendix 3B.

22 October 2014

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

Number	+Class
368,666,221	Fully paid ordinary shares

+ See chapter 19 for defined terms.

	Number	+Class
9		Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)
	615,869	Employee Performance Rights – Expiry 1 July 2015
	317,865	Managing Director’s Performance Rights – Expiry 1 July 2015
	346,023	Managing Director’s Performance Rights – Expiry 1 July 2016
	1,431,622	Employee Performance Rights – Expiry 1 July 2016
	1,052,625	Employee Performance Rights – Expiry 1 July 2017
	51,546	Employee Performance Rights – Expiry 1 July 2015
	70,000	Employee Performance Rights – Expiry 4 June 2016
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	There has been no change to Mermaid Marine Australia Limited’s dividend policy.

Part 2 - 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 offer 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 | |
| 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 offer documents 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) | |

+ See chapter 19 for defined terms.

- 30 How do security holders sell their entitlements *in full* through a broker?
- 31 How do security holders sell *part* 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)?
- 33 ⁺Issue 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

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 +issue date 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>Example: In the case of restricted securities, end of restriction period</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"> <thead> <tr> <th data-bbox="710 1366 1013 1400">Number</th> <th data-bbox="1013 1366 1300 1400">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="710 1400 1013 1588">N/A</td> <td data-bbox="1013 1400 1300 1588">N/A</td> </tr> </tbody> </table>	Number	+Class	N/A	N/A
Number	+Class					
N/A	N/A					

+ 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 is not available now, we 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: 27th October 2014
Company Secretary

Print name: Dylan Darbyshire-Roberts