

ASX RELEASE**TOP END ENERGY LIMITED – WAIVERS****1. PERFORMANCE RIGHTS**

Based solely on the information provided, ASX Limited ('ASX') grants Top End Energy Limited (the 'Company') a waiver from listing rule 1.1 condition 12 to the extent necessary to permit the Company to have on issue 3,000,000 performance rights ('Performance Rights') with an exercise price of less than \$0.20, issued under its employee securities incentive plan, on the condition that the material terms and conditions of the Performance Rights are clearly disclosed in the Company's initial public offering prospectus.

ASX has considered Listing Rule 1.1 Condition 12 only and makes no statement as to the Company's compliance with other listing rules.

Basis for Waiver Decision**Listing Rule 1.1 Condition 12**

If an entity seeking admission to the official list has options or performance rights on issue, the exercise price for each underlying security must be at least 20 cents in cash. This rule supports listing rule 2.1 condition 2 which requires the issue price or sale price of all securities for which an entity is seeking quotation (except options) upon admission to the official list to be at least 20 cents in cash. These requirements together support the integrity of the ASX market, as they demonstrate that the entity's ordinary securities have a minimum value suitable for a listed entity.

Facts and Reasons for granting the waiver

The Company is proposing to issue the Performance Rights to the Managing Director/CEO under the company's existing employee securities incentive plan. The Performance Rights are expected to represent approximately 4.6% of the Company's ordinary shares on issue at the time of admission on an undiluted basis. The Performance Rights are issued for nil consideration, are subject to various vesting conditions, and will convert with a nil exercise price. At the time of listing, the Performance Rights will be akin to unlisted zero exercise price options. It is considered that the existence of the Performance Rights will not undermine the 20 cent rule in the circumstances.

This announcement was authorised for release by the Board of Directors of Top End Energy Limited.

For more information please contact:

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