



14 March 2017

**A\$17M PLACEMENT
NOTICE UNDER SECTION 708A(5)(e) OF THE CORPORATIONS ACT**

Further to the announcement released to ASX on 6 March 2017, the Directors of 88 Energy Limited (**"the Company"**) provide a notice for the purposes of section 708A(5)(e) of the Corporations Act 2001.

A total of 459,459,460 fully paid ordinary shares were issued to professional and sophisticated investors at an issue price of A\$0.037 per Share under the Company's 10% Placement Capacity under Listing Rule 7.1A, and 15% Placement Capacity under Listing Rule 7.1. In addition, the Company has issued 4,054,054 shares in lieu of fees under its 15% Placement Capacity under Listing Rule 7.1.

The Shares are part of a class of securities quoted on ASX and may be subject to a subsequent offer for sale.

The Company issued the Shares above without a disclosure document to investors under Part 6D.2 of the Corporations Act.

The Company, as at the date of this notice, has complied with:

- (a) the provisions of Chapter 2M of the Corporations Act; and
- (b) section 674 of the Corporations Act.

There is no excluded information, as defined in sections 708A(7) and 708A(8) of the Corporations Act, as at the date of this notice.

Yours faithfully

A handwritten signature in blue ink, appearing to read 'Dave Wall', with a horizontal line extending to the right.

Dave Wall
Managing Director
88 Energy Ltd



Media and Investor Relations:

88 Energy Ltd

Dave Wall, Managing Director

Tel: +61 8 9485 0990

Email: admin@88energy.com

Tel: +44 7976 248471

Finlay Thomson, Investor Relations

Hartleys Ltd

Dale Bryan

Tel: + 61 8 9268 2829

Cenkos Securities

Neil McDonald/Derrick Lee

Tel: +44 131 220 6939

This announcement contains inside information.

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

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

88 ENERGY LIMITED

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 | <ol style="list-style-type: none">1. Fully Paid Ordinary Shares2. Fully Paid Ordinary Shares3. Unlisted Options |
| 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. 459,459,4602. 4,054,0543. 90,000,000 |
| 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) | <ol style="list-style-type: none">1. Fully Paid Ordinary Shares2. Fully Paid Ordinary Shares3. Unlisted Options exercisable at \$0.06 on or before 14 March 2020) |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

| | |
|---|---|
| <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. Yes 2. Yes 3. No – the Unlisted Options will rank equally upon conversion into Ordinary Shares |
| <p>5 Issue price or consideration</p> | <ol style="list-style-type: none"> 1. \$0.037 per share 2. Nil 3. 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. Placement announced to ASX on 6 March 2017 under the Company's 15% placement capacity under Listing Rule 7.1, and 10% placement capacity under Listing Rule 7.1A. Funds will be used for the drilling of the Company's Icewine #2 well, for lease payments due in respect of the significant new acreage awarded and ongoing exploration activities 2. Shares issued in lieu of cash fees for services provided 3. Unlisted Options issued to Directors and Employees under the Company's Incentive Option Scheme. The issue of the Options to Directors was approved by shareholders at the AGM held 9 March 2017 |

+ See chapter 19 for defined terms.

| | | |
|----|---|--|
| 6a | Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i | Yes |
| 6b | The date the security holder resolution under rule 7.1A was passed | 9 March 2017 |
| 6c | Number of +securities issued without security holder approval under rule 7.1 | 1. 42,541,418 ordinary shares (placement) 2. 4,054,054 ordinary shares (fee shares) |
| 6d | Number of +securities issued with security holder approval under rule 7.1A | 416,918,042 ordinary shares (placement) |
| 6e | Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting) | 30,000,000 Unlisted Options (exercisable at \$0.06 on or before 14 March 2020) issued to Directors under Incentive Option Scheme and approved by shareholders at the AGM held 9 March 2017 |
| 6f | Number of +securities issued under an exception in rule 7.2 | 60,000,000 Unlisted Options (exercisable at \$0.06 on or before 14 March 2020) issued to Employees under Incentive Option Scheme |
| 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. | Yes Issue Price: \$0.037 75% of 15 Day VWAP: \$0.031 Issue Date: 14 March 2017 Source: Commsec |
| 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 |

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

| 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 | 578,781,591 under rule 7.1 Nil under rule 7.1A 578,781,591 Total | | | | | | |
|---------------|---|---|--------|--------------------|---------------|----------------------------|-------------|--|
| 7 | <p>⁺Issue dates</p> <p>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.</p> <p>Cross reference: item 33 of Appendix 3B.</p> | 14 March 2017 | | | | | | |
| 8 | Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the ⁺ securities in section 2 if applicable) | <table><tr><th>Number</th><th>⁺Class</th></tr><tr><td>4,632,693,932</td><td>Fully paid ordinary shares</td></tr><tr><td>413,459,650</td><td>Listed Options (\$0.02; Expiry 2 March 2018)</td></tr></table> | Number | ⁺ Class | 4,632,693,932 | Fully paid ordinary shares | 413,459,650 | Listed Options (\$0.02; Expiry 2 March 2018) |
| Number | ⁺ Class | | | | | | | |
| 4,632,693,932 | Fully paid ordinary shares | | | | | | | |
| 413,459,650 | Listed Options (\$0.02; Expiry 2 March 2018) | | | | | | | |

⁺ 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) | |
| | 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 |
| | 250,000 | Unlisted options exercisable at \$0.16 on or before 12 June 2017 |
| | 1,000,000 | Unlisted options exercisable at \$0.014 on or before 2 March 2018 |
| | 45,000,000 | Unlisted options exercisable at \$0.015 on or before 18 February 2018 |
| | 13,224,952 | Unlisted options exercisable at \$0.016 on or before 31 August 2018 |
| | 62,965,301 | Unlisted options exercisable at \$0.021 on or before 1 November 2018 |
| | 137,500,000 | Unlisted options exercisable at \$0.055 on or before 27 October 2021 |
| 10 | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) | |
| | | N/A |
| | | |

Part 2 - Pro rata issue

| | | |
|----|--|-----|
| 11 | Is security holder approval required? | N/A |
| 12 | Is the issue renounceable or non-renounceable? | N/A |

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

| | | |
|----|---|-----|
| 13 | Ratio in which the ⁺ securities will be offered | N/A |
| 14 | ⁺ Class of ⁺ securities to which the offer relates | N/A |
| 15 | ⁺ Record date to determine entitlements | N/A |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | N/A |
| 17 | Policy for deciding entitlements in relation to fractions | N/A |
| 18 | <p>Names of countries in which the entity has security holders who will not be sent new offer documents</p> <p>Note: Security holders must be told how their entitlements are to be dealt with.</p> <p>Cross reference: rule 7.7.</p> | N/A |
| 19 | Closing date for receipt of acceptances or renunciations | N/A |

⁺ See chapter 19 for defined terms.

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

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

- 32 How do security holders dispose of their entitlements (except by sale through a broker)? N/A
- 33 ⁺Issue date N/A

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 | N/A | |
| 39 | +Class of +securities for which quotation is sought | N/A | |
| 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 | N/A | |
| 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> | N/A | |
| 42 | Number and +class of all +securities quoted on ASX (including the +securities in clause 38) | Number | +Class |
| | | 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:



(Company Secretary)

Date: 14 March 2017

Print name: Sarah Smith

== == == == ==

+ 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 Amended 04/03/13

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 the +issue date or date of agreement to issue | 3,178,987,990 |
| 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>1,416,666 issued 11 March 2016 (on exercise of options previously approved by Shareholders)</p> <p>500,000 issued 11 March 2016 (on exercise of options previously approved by Shareholders)</p> <p>3,000,000 issued 17 March 2016 (on exercise of Options previously issued under Employee Incentive Option Scheme)</p> <p>200,000 issued 19 April 2016 (on exercise of Options previously approved by Shareholders)</p> <p>51,215 issued 18 May 2016 (on exercise of Options previously approved by Shareholders)</p> <p>476,709,698 issued 3 May 2016 and ratified at AGM on 31 May 2016</p> <p>238,354,849 issued 3 May 2016 and ratified at AGM on 31 May 2016</p> <p>1,000,000 issued 9 September 2016 (on exercise of Options previously approved by Shareholders)</p> <p>275,000,000 Ordinary Shares issued 25 October 2016</p> |

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

| | |
|--|----------------------|
| <i>Note:</i> <ul style="list-style-type: none">• <i>Include only ordinary securities here – other classes of equity securities cannot be added</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> | |
| Subtract the number of fully paid +ordinary securities cancelled during that 12 month period | 5,500,000 540,000 |
| “A” | 4,169,180,418 |

+ 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 | 625,377,063 |
| 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>42,541,418 ordinary shares issued 14 March 2017</p> <p>4,054,054 ordinary shares issued 14 March 2017</p> |
| “C” | 46,595,472 |
| 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> | 625,377,063 |
| <p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p> | 46,595,473 |
| Total [“A” x 0.15] – “C” | 578,781,591 <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> | 4,169,180,418 |
| Step 2: Calculate 10% of “A” | |
| “D” | 0.10 <i>Note: this value cannot be changed</i> |
| Multiply “A” by 0.10 | 416,918,042 |
| 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 Notes: <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 | 416,918,042 ordinary shares issued 14 March 2017 |
| “E” | 416,918,042 |

⁺ 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> | 416,918,042 |
| Subtract “E” <i>Note: number must be same as shown in Step 3</i> | 416,918,042 |
| Total [“A” x 0.10] – “E” | Nil <i>Note: this is the remaining placement capacity under rule 7.1A</i> |

+ See chapter 19 for defined terms.