

23 October 2017

NOTICE GIVEN UNDER SECTION 708A(5) OF THE CORPORATIONS ACT

This notice is given by Elixir Petroleum Limited (**Elixir** or the **Company**) under section 708A(5)(e) of the Corporations Act (the **Act**) in relation to an issue of 42,500,000 fully paid ordinary shares in the Company (the **Placement**), without disclosure to investors under Part 6D.2 of the Corporations Act. A completed Appendix 3B in respect of the issue of 42,500,000 new shares has been lodged today.

The Company hereby notifies ASX under section 708A(5)(e) of the Act that:

1. the Placement shares were issued without disclosure to investors under Part 6D.2 of the Act;
2. the Company is providing this notice under paragraph (5)(e) of section 708A of the Act;
3. as at the date of this notice, the Company has complied with the provisions of Chapter 2M of the Act as they apply to the Company;
4. as at the date of this notice, the Company has complied with section 674 of the Act; and
5. as at the date of this notice, there is no information:
 - (a) that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules other than that an application that has been made for an exploration block in New Zealand which has not yet been offered or awarded to the Company, and if it was offered, the Company has the option to not accept the award. This information, although not considered material at the application stage, may be considered excluded information and has been disclosed for good corporate governance purposes only; and
 - (b) that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
 - (ii) the rights and liabilities attaching to the shares.

(continued on next page)

Information required under Listing Rule 7.1A.4(b) and 3.10.5A

As a result of the Company utilizing its Listing Rule 7.1A capacity, the Company advises the following information required under ASX Listing Rule 3.10.5A.

a) The effect of dilution to pre-Placement shareholders is as follows:

	Shares Issued	Dilution
Shares issued under Listing Rule 7.1	26,842,031	15.0%
Shares issued under Listing Rule 7.1A	15,657,969	8.8%
Total dilution as a result of the Placement	42,500,000	23.8%

- b) The shares were issued by the Company as a Placement under Listing Rule 7.1A to professional and sophisticated investors in order to raise sufficient funds to satisfy a condition precedent under a binding terms sheet with respect to an option to acquire Golden Horde Limited. The Company considered that undertaking a rights issue to raise the additional \$0.6 million required which was raised pursuant to Listing Rule 7.1A was not cost effective. The Board is also cognisant of the benefits in introducing fresh investors in the Company at this stage of its growth plans. A broader investor base allows the Company to be better equipped to raise additional funds in the future if required. It is noted that the Placement completed under Listing Rule 7.1A was at a 2.5% discount to the Company's 15 day VWAP.
- c) The Placement was not underwritten.
- d) The Company will pay a 6% fee (excluding GST) to be settled in cash to brokers of the Placement who introduced the new investors. The Company has also agreed to issue 2,500,000 fully paid ordinary shares to parties who have assisted in placing the Placement shares.

For further enquiries, please contact: **Dougal Ferguson**
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For further information on Elixir Petroleum, please visit the Company's website at www.elixirpetroleum.com