

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

Gasfields Limited

ABN

96 107 708 305

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  | Convertible Notes (Notes)<br>Options     |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 907,386,363 Notes<br>383,522,728 Options |

+ See chapter 19 for defined terms.

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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)

#### Notes

- a) 300,000,000 Notes with a face value of \$0.001 per note convertible at \$0.001 per share with a maturity date of 21 February 2019 and coupon rate of 10% per annum
- b) 511,363,636 Notes with a face value of \$0.00176 per note convertible at \$0.00176 per share with a maturity date of 21 February 2019 and coupon rate of 10% per annum
- c) 56,818,181 Notes with a face value of \$0.00176 per note convertible at \$0.00176 per share with a maturity date of 22 February 2019 and coupon rate of 10% per annum
- d) 14,204,546 Notes with a face value of \$0.00176 per note convertible at \$0.00176 per share with a maturity date of 20 March 2019 and coupon rate of 10% per annum
- e) 25,000,000 Notes Notes with a face value of \$0.001 per note convertible at \$0.001 per share with a maturity date of 26 March 2019 and coupon rate of 10% per annum

#### Options

Quoted options, exercise price of \$0.003 with an expiry date of 31 October 2020

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+ See chapter 19 for defined terms.

4	<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"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>The Notes do not rank equally with an existing class of security. The Notes do not carry any entitlement to participate in any dividends. All shares issued upon their exercise will rank equally with all other fully paid ordinary shares on issue.</p> <p>The options are rank equally with the existing class of quoted options.</p>
5	Issue price or consideration	<p>325,000,000 Notes with Face Value of \$0.001 per note</p> <p>582,386,363 Notes with Face Value of \$0.00176 per note</p> <p>Nil per option</p>
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>325,000,000 Notes with Face Value of \$0.001 per note issued to lenders</p> <p>582,386,363 Notes with Face Value of \$0.00176 per note issued to lenders</p> <p>Options are being issued as attaching options to loan notes and offered for nil consideration.</p>
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	No
6b	The date the security holder resolution under rule 7.1A was passed	N/A

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6c	Number of +securities issued without security holder approval under rule 7.1	N/A
6d	Number of +securities issued with security holder approval under rule 7.1A	N/A
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	<p>325,000,000 Notes with Face Value of \$0.001 per note</p> <p>582,386,363 Notes with Face Value of \$0.00176 per note</p> <p>383,522,728 options</p> <p>Date of Meeting 22 February 2019</p>
6f	Number of +securities issued under an exception in rule 7.2	N/A
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.	N/A
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
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	<p>7.1: 1,594,823,729</p> <p>7.1A: N/A</p>
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>	1 March 2019

+ See chapter 19 for defined terms.

	Number	+Class	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	9,851,196,993	Ordinary Shares
		555,555,555	Ordinary Shares subject to voluntary escrow until 7 August 2019
		138,888,889	Ordinary Shares subject to voluntary escrow until 17 August 2019
		267,806,533	Ordinary Shares subject to voluntary escrow until 1 May 2019
		27,193,467	Ordinary Shares subject to voluntary escrow until 29 July 2019
		3,742,669,863	Options, exercisable at \$0.003 with an expiry date of 31/10/2020

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	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	275,000,000	Options, exercisable at \$0.002 with an expiry date of 31/10/2020
	4,200,000,000	Options, exercisable at \$0.0025 with an expiry date of 2/08/2019
	300,000,000	Notes with a face value of \$0.001 per note convertible at \$0.001 per share with a maturity date of 21 February 2019 and coupon rate of 10% per annum
	511,363,636	Notes with a face value of \$0.00176 per note convertible at \$0.00176 per share with a maturity date of 21 February 2019 and coupon rate of 10% per annum
	56,818,181	Notes with a face value of \$0.00176 per note convertible at \$0.00176 per share with a maturity date of 22 February 2019 and coupon rate of 10% per annum
	14,204,546	Notes with a face value of \$0.00176 per note convertible at \$0.00176 per share with a maturity date of 20 March 2019 and coupon rate of 10% per annum

+ See chapter 19 for defined terms.

9		25,000,000	Notes with a face value of \$0.001 per note convertible at \$0.001 per share with a maturity date of 26 March 2019 and coupon rate of 10% per annum
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

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+ See chapter 19 for defined terms.

## Part 2 - Pro rata issue

- |    |  |     |
|----|--|-----|
| 11 | Is security holder approval required?  | N/A |
| 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<br><br><small>Note: Security holders must be told how their entitlements are to be dealt with.<br/>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   |     |

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+ See chapter 19 for defined terms.



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)	
30	How do security holders sell their entitlements <i>in full</i> through a broker?	
31	How do security holders sell <i>part</i> 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	

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+ See chapter 19 for defined terms.

## Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of <sup>+</sup>securities  
(tick one)

(a)  <sup>+</sup>Securities described in Part 1

(b)  All other <sup>+</sup>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 <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders

36  If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>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 <sup>+</sup>securities

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+ See chapter 19 for defined terms.

**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 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- a) the date from which they do
- b) the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- c) the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)		

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+ 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

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	9,691,196,993
<p><b>Add</b> the following:</p> <ul style="list-style-type: none"> <li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 138,888,889 shares (ratified at EGM 30.11.18)</li> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval 555,555,555 shares (ratified at EGM 30.11.18)</li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period 160,000,000 shares (ratified at EGM 30.11.18)</li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period 267,806,533 shares (ratified at AGM 22.02.19)</li> </ul> <p><b>Note:</b></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	0
<b>“A”</b>	10,813,447,970

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<b>Step 2: Calculate 15% of “A”</b>	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply “A” by 0.15</b>	1,622,017,196
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><i>Insert</i> 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"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	27,193,467 Shares (Appendix 3B dated 29 January 2019)
“C”	<b>27,193,467</b>
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	1,622,017,196
<b>Subtract “C”</b> <i>Note: number must be same as shown in Step 3</i>	27,193,467
<b>Total [“A” x 0.15] – “C”</b>	1,594,823,729 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b>  <i>Note: number must be same as shown in Step 1 of Part 1</i>	N/A
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10  <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	N/A
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<i>Insert</i> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <b>Notes:</b> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>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</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	N/A
<b>“E”</b>	N/A

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<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	N/A
<b>Subtract “E”</b> <i>Note: number must be same as shown in Step 3</i>	N/A
<b>Total</b> [“A” x 0.10] – “E”	N/A <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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