Announcement Summary

Entity name

XCD ENERGY LIMITED

Announcement Type

New announcement

Date of this announcement

Tuesday February 4, 2020

The Proposed issue is:

A non pro rata offer of securities under a disclosure document or product disclosure statement (PDS)

Total number of +securities proposed to be issued for a non pro rata offer of securities under a disclosure document or product disclosure statement (PDS)

ASX +Security Code	+Security Description	Maximum Number of +securities to be issued
n/a	XCDOA, quoted options with a nil issue price, exercise price of $0.02 and expiry date of 30 Nov 2022	117,500,000

Closing date for receipt of acceptances

Wednesday February 19, 2020

Proposed +issue date

Wednesday February 19, 2020

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

XCD ENERGY LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

1.2 Registered Number Type	**Registration Number**
ABN	43108403425

1.3 ASX issuer code

XCD

1.4 The announcement is

☑ New announcement

1.5 Date of this announcement

Tuesday February 4, 2020

1.6 The Proposed issue is:

☑ A non-+pro rata offer of +securities under a +disclosure document or +PDS

Part 5 - Details of proposed non-pro rata offer under a disclosure document or PDS

Part 5A - Conditions

5A.1 - Are any of the following approvals required for the non-+pro rata offer of +securities under a +disclosure document or +PDS?
- **+Security holder approval**
- **Court approval**
- **Lodgement of court order with +ASIC**
- **ACCC approval**
- **FIRB approval**
- **Another approval/condition external to the entity**

Yes

5A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	Friday November 29, 2019	Actual	Yes

Comments

Part 5B - Offer details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?
New class

Will the proposed issue of this +security include an offer of attaching +securities?
No

Details of +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?
No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?
Yes

ASX +Security Code

New class-code to be confirmed

+Security Description

XCDOA, quoted options with a nil issue price, exercise price of $0.02 and expiry date of 30 Nov 2022

+Security Type

Options

Maximum Number of +securities proposed to be issued

117,500,000

Minimum Number of +securities proposed to be offered to each individual +security holder

75,000

Maximum Number of +securities proposed to be offered to each individual +security holder

10,000,000

Minimum subscription $ amount proposed to be offered to each individual security holder

375

Maximum subscription $ amount proposed to be offered to each individual security holder

50,000

Purpose of the issue

An offer of up to 17,500,000 quoted Broker Options each exercisable at $0.02 on or before 30 November 2022, and seeking quotation of 100,000,000 unquoted Placement Options each exercisable at $0.02 on or before 30 November 2022 that are already on issue.

In what currency will the offer be made?

AUD - Australian Dollar

What is the offer price per +security?

AUD 0.00001

Offer price details for institutional security holders

Could offer price per +security be determined by bookbuild?
☑ No

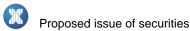## Oversubscription & Scale back details

Are +security holders allowed to oversubscribe?
☑ No

May a scale back be applied to this event?
☑ No

Will all the +securities issued in this class rank equally in all respects from their issue date?
☑ Yes

Options details

+Security Currency	Exercise Price	Expiry date
AUD - Australian Dollar	AUD 0.0200	Wednesday November 30, 2022

Details of the existing class of +security that will be issued upon exercise or conversion of this new class of company option

Other

Description

XCDOA

Please provide any further information relating to the principal terms of the +securities

100,000,000 unquoted options with an exercise price of $0.02 and an expiry date of 30 November 2022 will convert into quoted options.

Part 5C - Timetable

5C.1 Lodgement date of +disclosure document or +PDS with ASIC

Wednesday February 5, 2020

5C.2 Date when +disclosure document or +PDS and acceptance forms will be made available to investors

Thursday February 6, 2020

5C.3 Offer open date

Thursday February 6, 2020

5C.4 Closing date for receipt of acceptances

Wednesday February 19, 2020

5C.6 Proposed +issue date

Wednesday February 19, 2020

Part 5D - Listing Rule requirements

5D.1 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?
☑ Yes

5D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1

Friday November 29, 2019

Part 5E - Fees and expenses

5E.1 Will there be a lead manager or broker to the proposed offer?
☑ No

5E.2 Is the proposed offer to be underwritten?
☑ No

5E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?
☑ No

5E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

Part 5F - Further Information

5F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?
☑ No

5F.2 The entity's allocation policy for the offer, including whether or not acceptances from existing +security holders will be given priority

N/A

5F.3 URL on the entity's website where investors can download the +disclosure document or +PDS

https://xcdenergy.com

5F.4 Any other information the entity wishes to provide about the proposed offer

Please see Prospectus dated 5 February 2020.