

Appendix 3Y

Change of Director's Interest Notice

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 30/09/01 Amended 01/01/11

| | |
|-----------------------|-----------------------|
| Name of entity | XCD Energy Ltd |
| ABN | 43 108 403 425 |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

| | |
|----------------------------|-----------------------|
| Name of Director | Anthony Michael Walsh |
| Date of last notice | 11 December 2019 |

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Direct or indirect interest | Direct and Indirect |
| Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | Tony Walsh Corporate Services Pty Ltd |
| Date of change | 15 June 2020 |
| No. of securities held prior to change | <p>Direct:</p> <p>1,000,000 Unlisted options expiring 28 November 2020 exercise price \$0.048,</p> <p>1,000,000 Unlisted options expiring 28 November 2020 exercise price \$0.072,</p> <p>1,000,000 Unlisted options expiring 28 November 2020 exercise price \$0.096.</p> <p>Indirect:</p> <p>2,500,000 Fully paid ordinary shares,</p> <p>750,000 Listed options exercisable at \$0.02 each on or before 30 November 2022</p> |
| Class | Fully paid ordinary shares and listed options |
| Number acquired | Nil |

+ See chapter 19 for defined terms.

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| | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Number disposed | 2,500,000 Fully paid ordinary shares, 750,000 Listed options exercisable at \$0.02 each on or before 30 November 2022 |
| Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation | 6,000,000 88 Energy Limited (88E) shares as consideration for XCD Energy (XCD) fully paid ordinary shares; and 525,000 88E shares as consideration for XCD listed options. |
| No. of securities held after change | Direct: 1,000,000 Unlisted options expiring 28 November 2020 exercise price \$0.048, 1,000,000 Unlisted options expiring 28 November 2020 exercise price \$0.072, 1,000,000 Unlisted options expiring 28 November 2020 exercise price \$0.096. |
| Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Director's acceptance of the 88E off market recommended takeover offer of 2.4 88E shares for each XCD fully paid ordinary share and 0.7 88E shares for each XCD listed option. |

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|
| Detail of contract | N/A |
| Nature of interest | N/A |
| Name of registered holder (if issued securities) | N/A |
| Date of change | N/A |
| No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed | N/A |
| Interest acquired | N/A |
| Interest disposed | N/A |
| Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation | N/A |
| Interest after change | N/A |

+ See chapter 19 for defined terms.

Part 3 – +Closed period

| | |
|----------------------------------------------------------------------------------------------------------------------------------------------------|-----|
| Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required? | N/A |
| If so, was prior written clearance provided to allow the trade to proceed during this period? | N/A |
| If prior written clearance was provided, on what date was this provided? | N/A |

Date of notice: 15 June 2020

+ See chapter 19 for defined terms.