

18 June 2020

88 ENERGY OFFERS DECLARED UNCONDITIONAL

XCD Energy Limited (ASX: XCD) (“XCD” or the “Company”) refers to the announcement by 88 Energy Limited (ASX: 88E) (“88 Energy”) on 18 June 2020 whereby it declared its off-market takeover bid for XCD shares and XCD listed options (“Offers”) unconditional.

Furthermore, 88 Energy has declared the consideration under the Offers as final (and won't be increased) and that 88 Energy is also providing accelerated payment terms such that XCD shareholders and listed option holders will be paid within 7 business days after receipt of valid acceptances.

Following 88 Energy's declaration, XCD shareholders and listed option holders who accept the Offers are assured of receiving their 88 Energy share consideration as outlined in the Target's Statement dated 25 May 2020.

The Company refers to its Target's Statement and particularly to the recommendation from the board of directors who unanimously recommend that XCD shareholders and listed option holders accept the 88 Energy Offers in the absence of a Superior Proposal. 88 Energy's intention to make a bid was announced to ASX on 27 April 2020 and, since that date, no Superior Proposal has arisen or otherwise been proposed to XCD. Furthermore, the Independent Expert continues to consider the Offers to be fair and reasonable as at the date of this announcement.

Given today's declaration by 88 Energy and the prevailing circumstances, the **XCD board of directors continues to unanimously recommend that shareholders and listed option holders accept the Offers** and sees no reason for XCD security holders to delay accepting the Offers. The directors of XCD have accepted the Offers for all shares and listed options that they hold or control.

With the Offers now declared unconditional and 88 Energy having received over 59% acceptances of XCD shares, the Board has today released all remaining securities subject to voluntary escrow to allow these security holders to accept the Offers. Please refer to the Company's ASX announcement of 17 June 2020 for details on the securities that were subject to voluntary escrow.

The 88 Energy Offer is currently scheduled to close at 7.00pm (Sydney time) on 25 June 2020, unless it is extended or withdrawn in accordance with the Corporations Act.

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For further information on XCD Energy, please visit the Company's website at www.xcdenergy.com.

This ASX announcement was approved and authorized for release by XCD Energy's Board of Directors.