

19 December 2014

The Manager
ASX Market Announcements
Australian Securities Exchange Limited

Dear Sir/Madam,

CORRECTION TO APPENDIX 3B AND 3Y'S

Please find attached the amended AWD Appendix 3B and 3Y's to replace lodgements made yesterday only in reference to the listed option exercise price, which due to the recent consolidation should be shown as \$0.30.

Yours faithfully,

Ranko Matic

Company Secretary

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

ABN			
39 06	3 074 635		
We (t	We (the entity) give ASX the following information.		
	1 - All issues ust complete the relevant sections (attack	h sheets if there is not enough space).	
1	⁺ Class of ⁺ securities issued or to be issued	Ordinary Shares	
2	Number of *securities issued or to be issued (if known) or maximum number which may be issued	15,542,167	
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)	Fully Paid	

Name of entity

ALEATOR ENERGY LIMITED

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⁺ See chapter 19 for defined terms.

4	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: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Yes
5	Issue price or consideration	\$0.012 each
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	As per Annual General Meeting on 28 November 2014 Resolutions 14 to 17 – conversion of directors fees owed by the Company.
6a	Is the entity an +eligible entity	Yes
	that has obtained security holder approval under rule 7.1A?	
	If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	
6b	The date the security holder resolution under rule 7.1A was passed	28 November 2014
6c	Number of *securities issued without security holder approval under rule 7.1	15,542,167

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⁺ See chapter 19 for defined terms.

6d	Number of *securities issued with security holder approval under rule 7.1A	Nil	
6е	Number of *securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil	
6f	Number of *securities issued under an exception in rule 7.2	Nil	
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	Rule 7.1 Capacity: 24,4 Rule 7.1A Capacity: 16	
-	⁺ Issue dates		
7	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.	17/12/2014	
	Cross reference: item 33 of Appendix 3B.		
		Number	⁺ Class
8	Number and +class of all +securities quoted on ASX (including the +securities in	162,691,746	Ordinary Fully Paid Shares
	section 2 if applicable)	87,938,748	Listed Options exercisable at \$0.30 and expiring 31 January 2015

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⁺ See chapter 19 for defined terms.

		Number	+Class
9	Number and *class of all *securities not quoted on ASX (including the *securities in section 2 if applicable)		
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No dividend policy Company is still in exp	
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		
	Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.		
19	Closing date for receipt of		
,	acceptances or renunciations		

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⁺ See chapter 19 for defined terms.

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	
	A	
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	
25	security holders' approval, the	
	date of the meeting	
26	Date entitlement and acceptance	
20	form and offer documents will be	
	sent to persons entitled	
2=	If the entity has issued entions	
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 part	
	of their entitlements through a broker and accept for the	
	balance?	

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⁺ See chapter 19 for defined terms.

Appendix 31	3
New issue a	nnouncement

	11		
32	of the	do security holders dispose eir entitlements (except by hrough a broker)?	
33	⁺ Issue	e date	
Dt	2 0		
		uotation of securities complete this section if you are applying for quotation of securities	
34	Type (tick o	of *securities one)	
(a)		⁺ Securities described in Part 1	
(b)		All other ⁺ 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	
Entiti	es tha	t have ticked box 34(a)	
Addit	tional	securities forming a new class of securities	
Tick to docume		e you are providing the information or	
35		If the *securities are *equity securities, the names of the 20 largest holders of the additional *securities, and the number and percentage of additional *securities held by those holders	
36		If the *securities are *equity securities, a distribution schedule of the additional *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 *securities	

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⁺ See chapter 19 for defined terms.

Entitie	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: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • 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)		
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	Number	⁺ Class

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⁺ See chapter 19 for defined terms.

Quotation agreement

- ⁺Quotation of our additional ⁺securities is in ASX's absolute discretion. ASX may quote the ⁺securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the *securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those *securities should not be granted *quotation.
 - An offer of the *securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any *securities to be quoted and that no-one has any right to return any *securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the *securities be quoted.
- If we are a trust, we warrant that no person has the right to return the *securities to be quoted under section 1019B of the Corporations Act at the time that we request that the *securities be quoted.
- We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before †quotation of the †securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: Date: 18 December 2014

Sul

Print name: Ranko Matic

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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

Rule 7.1 – Issues exceeding 15% of capital		
Step 1: Calculate "A", the base figure from which the placement capacity is calculated		
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	1,678,448,653	
Add the following:	i. 100,000,000 (7/1/2014) AGM 2013	
Number of fully paid +ordinary securities	ii. 35,000,000 (13/3/14) AGM 2014	
issued in that 12 month period under an exception in rule 7.2	iii. 10,000 (18/3/14) AGM 2014	
Number of fully paid +ordinary securities	iv. 37,319,270 (31/3/14) AGM 2014	
issued in that 12 month period with shareholder approval	v. 120,000,000 (10/4/14) AGM 2014	
Number of partly paid ⁺ ordinary securities that became fully paid in that 12 month period	vi. 236,424,244 (23/5/14) AGM 2014	
	vii. 10,000 (23/5/14) AGM 2014	
Note: Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities	viii. (2,060,062,588) consolidation 12/12/14 AGM 2014	
	ix. 15,542,167 (17/12/14) AGM 2014	
the subject of the Appendix 3B to which this form is annexed		
It may be useful to set out issues of securities on different dates as separate line items		
Subtract the number of fully paid ⁺ ordinary securities cancelled during that 12 month period	Nil	
"A"	162,691,746	

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⁺ See chapter 19 for defined terms.

Step 2: Calculate 15% of "A"	
"B"	0.15
	[Note: this value cannot be changed]
Multiply "A" by 0.15	24,403,762
Step 3: Calculate "C", the amount of 7.1 that has already been used	of placement capacity under ru
Insert number of *equity securities issued or agreed to be issued in that 12 month period not counting those issued:	
Under an exception in rule 7.2	
Under rule 7.1A	
 With security holder approval under rule 7.1 or rule 7.4 	
 Note: This applies to equity securities, unless specifically excluded – not just ordinary securities Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	
"C"	Nil
Step 4: Subtract "C" from ["A" x "E placement capacity under rule 7.1	3"] to calculate remaining
"A" x 0.15	24,403,762
Note: number must be same as shown in Step 2	
Subtract "C"	nil
Note: number must be same as shown in Step 3	
<i>Total</i> ["A" x 0.15] – "C"	24,403,762
	[Note: this is the remaining placement capacity under rule 7.1]

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⁺ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities		
Step 1: Calculate "A", the base figure from which the placement capacity is calculated		
"A"	162,691,746	
Note: number must be same as shown in Step 1 of Part 1		
Step 2: Calculate 10% of "A"		
"D"	0.10	
	Note: this value cannot be changed	
Multiply "A" by 0.10	16,269,175	
Step 3: Calculate "E", the amount of placement capacity under rule 7.1A that has already been used		
 Insert number of *equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: This applies to equity securities – not just ordinary securities Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed 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 It may be useful to set out issues of securities on different dates as separate line items 	nil	

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⁺ See chapter 19 for defined terms.

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A		
"A" x 0.10	16,269,175	
Note: number must be same as shown in Step 2		
Subtract "E"	Nil	
Note: number must be same as shown in Step 3		
Total ["A" x 0.10] – "E"	16,269,175	
	Note: this is the remaining placement capacity under rule 7.1A	

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⁺ See chapter 19 for defined terms.

Rule 3.19A.2

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	Aleator Energy Limited
ABN	39 063 074 635

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	Mark Rowbottam
Date of last notice	7 May 2014

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	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	 (a) Heelmo Holdings Pty Ltd <rowbottam fund="" super=""> (Director/Shareholder/Beneficiary)</rowbottam> (b) Prosperity Capital Pty Ltd (Heelmo Holdings Pty Ltd is a 21% shareholder) (c) M Rowbottam <mjr a="" c="" solutions=""> (Beneficiary)</mjr>
Date of change	(c) 17 December 2014
No. of securities held prior to change	Post-consolidation (a) 1,023,334 Ordinary fully paid and 1,000,000 Options exercisable at \$0.30 expiring 31 January 2015 (b) 666,667 Ordinary fully paid (c) 1,116,660 Ordinary fully paid
Class	(c) Fully Paid Ordinary Shares

⁺ See chapter 19 for defined terms.

Appendix 3Y Change of Director's Interest Notice

Number acquired	(c) 3,894,167
Number disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	(c) \$46,730
No. of securities held after change	Post-consolidation (a) 1,023,334 Ordinary fully paid and 1,000,000 Options exercisable at \$0.30 expiring 31 January 2015 (b) 666,667 Ordinary fully paid (c) 5,010,827 Ordinary fully paid
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	(c) conversion of directors fees

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.

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Part 3 – +Closed period

Were the interests in the securities or contracts detailed	No.
above traded during a +closed period where prior written	
clearance was required?	
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

⁺ See chapter 19 for defined terms.

Rule 3.19A.2

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	Aleator Energy Limited
ABN	39 063 074 635

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	Lewis Cross
Date of last notice	6 July 2011

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	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	 (a) Peterborough Nominees Pty Ltd <capital development="" fund=""> (Director/Shareholder/Beneficiary)</capital> (b) Capital Development Pty Ltd <capital development="" fund=""> (Director/Shareholder/Beneficiary)</capital>
Date of change	(b) 17 December 2014
No. of securities held prior to change	Post-consolidation (a) 512,000 Ordinary fully paid and 1,335,334 Options exercisable at \$0.30 expiring 31 January 2015 (b) Nil
Class	(b) Fully Paid Ordinary Shares
Number acquired	(b) 3,840,167

⁺ See chapter 19 for defined terms.

Appendix 3Y Change of Director's Interest Notice

Number disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	(b) \$46,082
No. of securities held after change	Post-consolidation (a) 512,000 Ordinary fully paid and 1,335,334 Options exercisable at \$0.30 expiring 31 January 2015 (b) 3,840,167 Ordinary fully paid
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	(b) conversion of directors fees

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

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⁺ See chapter 19 for defined terms.

Part 3 – +Closed period

No.

⁺ See chapter 19 for defined terms.

Rule 3.19A.2

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	Aleator Energy Limited
ABN	39 063 074 635

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	Gennady Valentinovich Varitsky
Date of last notice	4 December 2012

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	Indirect	
Nature of indirect interest	Bogart Group Ltd	
(including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	(Director/Shareholder/Beneficiary)	
Date of change	17 December 2014	
No. of securities held prior to change	Post-consolidation	
	1,333,334 Ordinary fully paid and 1,666,667	
	Options exercisable at \$0.30 expiring 31	
	January 2015	
Class	Fully Paid Ordinary Shares	
Number acquired	2,250,000	
Number disposed	N/A	

⁺ See chapter 19 for defined terms.

Appendix 3Y Change of Director's Interest Notice

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$27,000
No. of securities held after change	Post-consolidation 3,583,334 Ordinary fully paid and 1,666,667 Options exercisable at \$0.30 expiring 31 January 2015
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Conversion of directors fees

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

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⁺ See chapter 19 for defined terms.

Part 3 – +Closed period

Were the interests in the securities or contracts detailed	No.
above traded during a +closed period where prior written	
clearance was required?	
If so, was prior written clearance provided to allow the trade	
to proceed during this period?	
If prior written clearance was provided, on what date was this	
provided?	

⁺ See chapter 19 for defined terms.