

Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Abilene Oil and Gas Limited

ACN/ARSN 000 752 849

1. Details of substantial holder (1)

Name Holdrey Pty Ltd, together with Craig Donald Mathieson and Donald Douglas Vincent Mathieson (collectively the "Substantial Holder")

ACN/ARSN (if applicable) ACN 006 501 524

There was a change in the interests of the substantial holder on

23 December 2014

The previous notice was given to the company on **28 October 2014**

The previous notice was dated **27 October 2014**

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully Paid Ordinary Shares ("FPOs")	259,929,800	19.80%	16,513,157	22.55%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
4 Dec 2014	Substantial Holder	Change of holding following share consolidation on a 20:1 basis	Nil	12,996,490 FPOs	12,996,490 FPOs (Nil change in holding)
23 Dec 2014	Substantial Holder	Acquisition of shares through capital raising	\$211,000	3,516,667 FPOs	FPOs (Increase in holding of 2.75% to 22.55%)

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Holdrey Pty Ltd	Holdrey Pty Ltd	Holdrey Pty Ltd	Registered Holder	FPO Shares 16,513,157	16,513,157
Craig Donald Mathieson	Holdrey Pty Ltd	Holdrey Pty Ltd	As a director and practical controller of Holdrey Pty Ltd, Craig Mathieson has a relevant interest pursuant to s608(3)(b) of the Corporations Act.	FPO Shares 16,513,157	16,513,157
Donald Douglas Vincent Mathieson	Holdrey Pty Ltd	Holdrey Pty Ltd	As a holder of voting power in Holdrey Pty Ltd of more than 20%, Donald Mathieson has a relevant interest pursuant to s608(3)(a) of the Corporations Act.	FPO Shares 16,513,157	16,513,157

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	

6. Addresses

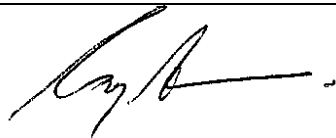
The addresses of persons named in this form are as follows:

Name	Address
Holdrey Pty Ltd	Level 1, 25 Palmerston Crescent, South Melbourne VIC 3205
Craig Donald Mathieson	43 Rathmines Road, Hawthorn East VIC 3123
Donald Douglas Vincent Mathieson	31 Kooyongkoot Road, Hawthorn

Signature

print name **Craig Donald Mathieson** capacity **Director**

sign here



date 29 December 2014

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.