

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 **Refer to the attached Annexure A to this notice.**ACN/ARSN (if applicable) **As above**There was a change in the interests of the
substantial holder on **23 / 12 / 2014**The previous notice was given to the company on **23 / 07 / 2014**The previous notice was dated **23 / 07 / 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	158,333,333	13.74%	8,749,999	11.95%

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
Refer to Annexure B					

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
Refer to Annexure C					

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
Refer to Annexure A	

Signature

print name Elliot Silman capacity Director of Rokeba Nominees Pty Ltd

sign here



date 23 / 12 / 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.

This is Annexure "A" of 1 page referred to in ASIC Form 604 (Notice of change of interests of substantial holder)

Signature: 

Name: Eliot Silman

Position: Director of Rokeba Nominees Pty Ltd

Date: 23 / 12 / 2014

DETAILS OF SUBSTANTIAL HOLDERS

Entity	Address
Rokeba Nominees Pty Ltd	PO Box 4056, Hopetoun Gardens, VIC 3162
New Hopetoun Pty Ltd	16 Laura Street, Caulfield South, VIC 3162
Maurice Silman	16 Maxwell Grove, Caulfield, VIC 3162
Ezra Silman	16 Laura Street, Caulfield South, VIC 3162
Burjoe Pty Ltd ACN 010 826 613	
Cadmium Pty Ltd ACN 010 883 717	
Drybridge Pty Ltd ACN 006 758 354	
Fossbridge Pty Ltd ACN 006 564 807	
Langley Pty Ltd ACN 007 157 619	
Ragadon Investments Pty Ltd ACN 006 093 303	
Rochgate Pty Ltd ACN 006 766 347	
Staepoe Pty Ltd ACN 010 823 604	
Stagefront Pty Ltd ACN 006 865 550	
Tashlich Nominees Pty Ltd ACN 005 489 814	

This is Annexure "B" of 1 page referred to in ASIC Form 604 (Notice of change of interests of substantial holder)

Signature: 

Name: Eliot Silman

Position: Director of Rokeba Nominees Pty Ltd

Date: 23 / 12 / 2014

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
14/10/2014	Rokeba Nominees Pty Ltd	Acquisition of shares issued by the Company via capital raising placement	\$50,000.00	16,666,667 FPOs	16,666,667
14/10/2014	Maurice Silman	Issue of ordinary shares by the Company to Rokeba Nominees Pty Ltd via placement	Nil	16,666,667 FPOs	16,666,667
04/12/2014	Rokeba Nominees Pty Ltd	Consolidation of shares on a 20:1 basis.	Nil	7,916,666 FPOs	7,916,666 (no change in holding)
04/12/2014	Maurice Silman	Consolidation of shares on a 20:1 basis, affecting Rokeba Nominees Pty Ltd	Nil	7,916,666 FPOs	7,916,666 (no change in holding)
04/12/2014	New Hopetoun Pty Ltd	Consolidation of shares on a 20:1 basis	Nil	833,333 FPOs	833,333 (no change in holding)
04/12/2014	Ezra Silman	Consolidation of shares on a 20:1 basis, affecting New Hopetoun Pty Ltd	Nil	833,333 FPOs	833,333 (no change in holding)
23/12/2014	All holders listed in Annexure A	Dilution following shares issued by Company	Nil	8,749,999 FPOs	8,749,999

This is Annexure "C" of 1 page referred to in ASIC Form 604 (Notice of change of interests of substantial holder)

Signature:



Name: Eliot Silman

Position: Director of Rokeba Nominees Pty Ltd

Date: 23 / 12 / 2014

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
Rokeba Nominees Pty Ltd	Rokeba Nominees Pty Ltd	Rokeba Nominees Pty Ltd	Registered holder	7,916,666 ordinary shares	7,916,666
Maurice Silman	Rokeba Nominees Pty Ltd	Rokeba Nominees Pty Ltd	As the controller of Rokeba Nominees Pty Ltd, Maurice Silman has a relevant interest pursuant to section 608(3)(b) of the Corporations Act	7,916,666 ordinary shares	7,916,666
New Hopetoun Pty Ltd	New Hopetoun Pty Ltd	New Hopetoun Pty Ltd	Registered holder	833,333 ordinary shares	833,333
Ezra Silman	New Hopetoun Pty Ltd	New Hopetoun Pty Ltd	As the controller of New Hopetoun Pty Ltd, Ezra Silman has a relevant interest pursuant to section 608(3)(b) of the Corporations Act	833,333 ordinary shares	833,333