



Dear Shareholder,

INVITATION TO PARTICIPATE IN ELIXIR SHARE PURCHASE PLAN

Elixir Petroleum Limited (**Elixir** or **Company**) is pleased to offer its shareholders the opportunity to participate in the Share Purchase Plan (**SPP**) at a price equal to the recently announced placement of approximately 258 million shares at \$0.001 each (**Placement**) on a **first in best dressed basis**. Elixir is entering into an exciting phase in its growth with the recent announcement of the signing of an agreement to acquire a 57.5% Working Interest in the producing Cliff Head oil field located in the Perth Basin, Western Australia (**Acquisition**).

The Acquisition will transform Elixir from a junior explorer to a significant domestic oil and gas producer overnight. The current low oil price environment has presented this opportunity and the Board believes now is the right time to be acquiring oil and gas production assets that are well operated, generate cash flow and have no significant short term capital commitments. The Cliff Head oil field meets these criteria and with the low up front acquisition cost, provides excellent leverage to oil prices without significant short term capital exposure.

The Acquisition is subject to a number of conditions precedent including Elixir completing its technical and legal due diligence, regulatory and joint venture consents, and Elixir securing funding of \$3 million. Further details of the Acquisition are provided in the ASX announcement made on 26 October 2015 which is available for viewing on Elixir's website.

In addition to the Placement and the SPP and all subject to shareholder approval, the Directors have committed to invest a further \$50,000 in aggregate in addition to converting 50% of their salaries and fees from 1 October 2015 through to 31 March 2016 into shares in order to preserve the Company's cash during this growth phase.

Proceeds raised through the SPP will principally be used to progress this acquisition which is transformational for the Company. In the event the acquisition does not proceed for any reason, the funds will be used for general working capital purposes.

The Placement and SPP will proceed regardless of whether the Acquisition is completed. If the Acquisition does not complete, Elixir will assess new opportunities both within and outside of the oil and gas sector.

The Offer

The SPP is offered exclusively to all shareholders who are recorded on the Company's share register at 5pm (WST) on 27 October 2015 (Record Date).

The SPP provides shareholders with an opportunity to buy a parcel of new shares in the Company with no brokerage or commission costs, irrespective of the size of their shareholding, up to a maximum value of \$15,000.

The issue price of each share under the SPP is \$0.001 which is the same price as the recently announced Placement which will raise \$258,320 before costs. The market price of shares in the Company may rise or fall between the date of this offer and the date that new shares are issued to you under the SPP.

The issue of shares under the SPP will be the maximum allowed under the ASX Listing Rules in order to allow existing shareholders to participate to the fullest extent and is designed to be as non-dilutive as possible for existing shareholders. The SPP will not be underwritten however the Directors will seek shareholder approval to place the shortfall should it be not fully subscribed. The maximum number of shares that can be issued under the SPP is 309,983,507 shares.

Participation in the SPP is optional and the right to participate is not transferable. The Offer opens on Monday 2 November 2015 and remains open for subscription until the earlier of the date it is fully subscribed or 5.00pm (WST) on 23 November 2015. Applications received after the date the offer has been fully subscribed will be refunded in full. Applications received on the day that the applications for shares exceeds the SPP limit, will be scaled back equally with all applications received on that day.

Full details on the SPP and how to participate are contained in the documents attached. To apply for a parcel of shares please read these documents carefully and follow the instructions on the enclosed personalised application form.

Yours Sincerely,



Dougal Ferguson
Managing Director

28 October 2015

THE OFFER AT A GLANCE

Key Dates

Date	Details
27 October 2015	Record Date 5.00pm (WST) The date on which the Company determined eligible shareholders.
2 November 2015	Opening Date The date the SPP opens.
23 November 2015*	Closing Date The date on which the SPP closes. Applications and payments (including BPAY) must be received by 5.00pm (WST).
25 November 2015*	Issue Date The date shares are issued and any scale back of the shares to be issued under the SPP is announced.
26 November 2015*	Despatch Date The date on which holding statements are sent to shareholders.
30 November 2015*	Share Trading Date The date on which it is expected that shares will commence trading on the ASX.

**Elixir Petroleum Limited has the discretion and reserves the right to alter key dates. If the SPP is fully subscribed prior to the Closing Date, then the SPP will be closed early and it is likely that any subsequent key dates will be earlier than those stated above.*

Offer Details

Item	Detail
Issue Price	\$0.001 per share which is the same price as the recently announced Placement.
Minimum Application Amount	The minimum application amount is \$2,500 (2,500,000 shares)
Maximum Application Amount	The maximum application amount is \$15,000 (15,000,000 shares).
Permitted Application Amounts	Each shareholder is entitled to purchase share parcels valued at any one of \$2,500 (2,500,000 shares), \$5,000 (5,000,000 shares), \$7,500 (7,500,000 shares), \$10,000 (10,000,000 shares) or \$15,000 (15,000,000 shares).

Questions and Answers

What is the Share Purchase Plan (SPP)?

The SPP is an opportunity for eligible shareholders to purchase additional ordinary shares in the Company up to a maximum of \$15,000 (15,000,000 shares) without brokerage and commission costs.

All shares issued to you under the SPP will rank equally with your existing shares and will carry the same voting rights and other entitlements.

Who is eligible to participate in the SPP?

Participation in the SPP is open to each person registered as a holder of ordinary shares in the Company on the Record Date, who has an address in Australia or New Zealand.

What is the Issue Price of the Shares?

The issue price of each share issued under the SPP is \$0.001 which is the same price as the recently announced Placement.

The market price of shares in the Company may rise or fall between the date of this offer and the date that shares are issued to you under the SPP. This means that the issue price you pay for the shares may be greater than or less than the market price of the shares at the date of issue of the shares under the SPP.

How many Shares can I apply for under the SPP?

Regardless of the shares you currently own, you are entitled to apply for a parcel of shares in the Company valued at \$2,500 (2,500,000 shares), \$5,000 (5,000,000 shares), \$7,500 (7,500,000 shares), \$10,000 (10,000,000 shares) or \$15,000 (15,000,000 shares). You may only apply for one of these parcels.

If you hold shares in more than one capacity (for example you are both a joint holder and a sole holder), the maximum amount you can apply for under the SPP in all capacities is \$15,000 (15,000,000 shares).

By applying to purchase shares under the SPP, you will have agreed to be bound by the terms and conditions of the SPP as set out in this offer document.

How do I apply for Shares under the SPP?

If you wish to participate in the SPP, please follow the instructions set out on the enclosed personalised application form and send this form together with your cheque or money order made payable to "Elixir Petroleum Limited" to:

by post to

Elixir Petroleum Limited
c/- Security Transfer Registrars Pty Ltd
PO Box 535
Applecross WA 6953

or deliver to

Elixir Petroleum Limited
c/- Security Transfer Registrars Pty Ltd
770 Canning Highway
Applecross WA 6153

Alternatively you can make a BPAY payment as shown on the application form. If you make a BPAY payment, you do not need to return the application form. By making a BPAY payment you are giving the Company the certification contained on the application form. Please note that you can only make a BPAY payment from an Australian bank account.

Please allow adequate time for mail deliveries.

You will not be able to withdraw or revoke your application once you have sent us the completed application form and payment.

How long is the SPP offer open for?

The SPP opens on 2 November 2015 and is expected to close on or before 23 November 2015. Applications will be accepted on a “first in best dressed” basis and the SPP will close as soon as applications for the maximum amount of shares to be issued under the SPP are received.

If you wish to participate you should ensure that your application form and payment is received by the Company as soon as possible but in any event, no later than 5pm (WST) on 23 November 2015.

Will my application be scaled back?

All applications received prior to the SPP being fully subscribed will not be scaled back. Applications received on the day that the SPP becomes fully subscribed will be scaled back proportionally to all other applications received on that day.

Elixir will however, retain the right to scale back any applications received under the SPP in its absolute and sole discretion.

Do I have to participate in the SPP?

Participation in the SPP is voluntary.

Before you apply for shares we recommend you seek independent financial advice from your professional advisor or stockbroker.

Further assistance

If you have any questions in relation to the SPP please contact your professional advisor or stockbroker.

If you require information on how to complete the application form please contact the Company's share registry on (08) 9315 2333.

Elixir Petroleum Limited - Share Purchase Plan

Terms and Conditions

This document sets out the terms and conditions of the offer under the Share Purchase Plan ("SPP").

Description of the SPP

Pursuant to the Share Purchase (SPP) Elixir Petroleum Limited (Company) is offering its shareholders the opportunity to acquire additional fully paid ordinary shares in the Company up to a maximum value of \$15,000 without the need to pay brokerage or commission costs and without the need for the Company to issue a Prospectus, upon such terms and conditions as the Board of the Company in its absolute discretion sees fit.

Shareholders Eligibility to Participate

Participation in the SPP is open to each person registered as a holder of ordinary shares in the Company on 27 October 2015 (Record Date), who has an address in Australia or New Zealand (Eligible Shareholders).

Due to foreign security laws, it is not practical for shareholders who are resident in other countries to participate under the SPP.

Participation in the SPP is optional and is subject to these terms and conditions. Offers made under the SPP are non-renounceable (i.e. Eligible Shareholders may not transfer their rights to shares offered under the SPP).

Joint shareholders are taken to be a single registered holder for the purpose of the SPP, and the joint holders are entitled to participate in the SPP in respect of that single holding only. If the same holder or joint holders receive more than one offer under the SPP (for example if a holder has more than one holding under separate accounts), that holder or those joint holders may only apply for an aggregate maximum parcel of shares between any joint or individual holdings.

Trustees and nominees are able to apply for one maximum parcel of shares under the SPP for each beneficiary that is expressly noted on the Company's share register as a trustee or nominee for a named beneficiary. If the Company's share register does not record a named beneficiary in respect of the trustee or nominee holding, or the shares are held by a custodian, the trustee, nominee or custodian must give the Company a certification which complies with Class Order 09/455 if it wishes to apply for shares on behalf of multiple beneficiaries under the SPP. Please contact the Company to obtain a copy of this certification required.

By electing to participate in the SPP, the shareholder will be deemed to have certified to the Company that in respect of that shareholder, at the time of the application, the total price does not exceed \$15,000 for:

- shares the subject of the application under the SPP;
- any other shares applied for under the SPP or any other shares issued under any similar arrangement in the 12 months before the application under the SPP;
- any other shares that the shareholder has instructed a custodian to acquire on their behalf under the SPP or that have been issued to a custodian under an arrangement similar to the SPP in the 12 months before the application under the SPP on the instruction of the shareholder and that are held beneficially by the shareholder.

Furthermore shareholders will be deemed to have confirmed, in relation to all shares applied for by them under the SPP, that they do not make application for any other person in circumstances which might involve any breach of securities law of any jurisdiction other than Australia and New Zealand and have agreed to be bound by the Company's Constitution in respect of all the shares issued to them under the SPP.

Issue Price

The issue price of each share issued under the SPP is \$0.001 which is the same price as the recently announced Placement.

The market price of shares in the Company may rise or fall between the date of this offer and the date that shares are issued to you under the SPP. This means that the issue price that you pay for the shares may be greater than or less than the market price of the shares at the date of issue of the shares under the SPP. Accordingly, you should seek your own financial advice in relation to this offer.

Application and Notices

At the discretion of the directors of the Company, Eligible Shareholders will be sent a letter of offer, terms and conditions and an application form, inviting them to subscribe for shares under the SPP.

Eligible Shareholders may apply to purchase a parcel of shares under the SPP valued at any one of \$2,500 (2,500,000 shares), \$5,000 (5,000,000 shares), \$7,500 (7,500,000 shares), \$10,000 (10,000,000 shares) or \$15,000 (15,000,000 shares).

If you wish to participate in the SPP you must complete the attached personalised application form and provide payment in accordance with the instructions set out on the application form. Alternatively, you may pay electronically using BPAY and quote your reference number that has been provided on the personalised application form, in which case you do not need to return the application form.

Applications will not be accepted after the SPP is fully subscribed or after 23 November 2015, whichever date occurs first.

The Company reserves the right to reject any application where it believes there is non-compliance with this rule or any other terms or conditions of the SPP.

Applications and payments may not be withdrawn once the Company has received them. Oversubscriptions or refunds of other application monies in any circumstances will be without interest.

By returning the application form or by making the BPAY payment you are giving the Company the certifications in these terms and conditions and in the application form.

Scale-back

The Company will issue the maximum amount of shares pursuant to the ASX Listing Rules but cannot issue more than 309,983,507 ordinary shares under the SPP. Applications will be accepted on a first in best dressed basis and the Company will close the SPP as soon as it is fully subscribed. If or when applications for more than 309,983,507 shares are received, the applications received on that day will be scaled back proportionally to the balance unsubscribed based on all applications received on that day. Elixir will however, retain the right to scale back any applications received under the SPP in its absolute and sole discretion. Any scale back will be announced on or before 25 November 2015. If the Company scales back an application or

purported application, the Company will promptly return the relevant application monies to the shareholder, without interest.

Underwriting

The SPP is not underwritten.

Shares Issued under the SPP

Shares issued under the SPP will rank equally in all respects with all other ordinary fully paid shares in the Company from the date of issue.

Shareholder holding statements and/or CHESS notification will be issued in respect of all shares.

After the issue of shares under the SPP, the Company will make application for those shares to be listed for quotation on the official list of the ASX.

Modification and Termination of the SPP

The Company may modify or terminate the SPP at any time.

The Company will notify ASX of any modification to, or termination of, the SPP. The omission to give notice of any modification to, or termination of, the SPP or the failure of ASX to receive such notice will not invalidate the modification or termination.

Dispute Resolution

The Company may settle in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with, or by reason of, the operation of the SPP, whether generally or in relation to any participant or application, and the decision of the Company will be conclusive and binding on all participants and other persons to whom the determination relates.

The Company reserves the right to waive strict compliance with any provision of these terms and conditions. The powers of the Company under these conditions may be exercised by the directors of the Company or any delegate of the directors of the Company.

Contact Details

If you have any questions regarding the SPP or how to deal with this offer, please contact your professional advisor or stockbroker.

If you require information on how to complete the application form please contact the Company's share register on (08) 9315 2333.

SHARE PURCHASE PLAN APPLICATION FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

REGISTERED OFFICE:
LEVEL 2
41-47 COLIN STREET
WEST PERTH WA 6005
AUSTRALIA

ELIXIR PETROLEUM LIMITED

ABN: 51 108 230 995

SHARE REGISTRY:
Security Transfer Registrars Pty Ltd

All Correspondence to:
PO BOX 535,
APPLECROSS WA 6953 AUSTRALIA
770 Canning Highway,
APPLECROSS WA 6153 AUSTRALIA
T: +61 8 9315 2333 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

«HOLDER_NAME»
«ADDRESS_LINE_1»
«ADDRESS_LINE_2»
«ADDRESS_LINE_3»
«ADDRESS_LINE_4»
«ADDRESS_LINE_5»

Code: EXR

Holder Number:

Record Date: 27 OCTOBER 2015

SHARE PURCHASE PLAN OFFER CLOSING AT 5.00PM WST ON OR BEFORE 23 NOVEMBER 2015

(1) I/We, the above mentioned, wish to apply for the number of Fully Paid Ordinary Shares which will be issued in accordance with the Share Purchase Plan (SPP) and the Constitution of the Company as stated below: **(please mark "X" to indicate one choice only)**

		TOTAL SUBSCRIPTION AMOUNT @ \$0.001 PER SHARE	NUMBER OF SHARES
OFFER A – Maximum amount	<input type="checkbox"/>	\$ 15,000	15,000,000
OFFER B	<input type="checkbox"/>	\$ 10,000	10,000,000
OFFER C	<input type="checkbox"/>	\$ 7,500	7,500,000
OFFER D	<input type="checkbox"/>	\$ 5,000	5,000,000
OFFER E	<input type="checkbox"/>	\$ 2,500	2,500,000

(2) I/We have enclosed/made payment for the amount shown above (following the payment instructions as detailed overleaf).

(3) I/We agree to be bound by the terms of the SPP.

(4) I/We hereby agree to accept any lesser number of new Shares applied for.

(5) I/We hereby certify that the amount of Shares subscribed for by me/us pursuant to the SPP (being a maximum of \$15,000 worth of Shares) does not exceed \$15,000 taking into account the Shares the subject of this application and any other Shares applied for by me/us under the SPP or any other similar arrangement within the 12 months prior to this application including other beneficial interests. **Limit on Participation and Custodian Certification - see overleaf for details.**

(6) My/Our contact details in case of enquiries are:

NAME TELEPHONE NUMBER

()

EMAIL ADDRESS

@

BPAY PAYMENT OR THE RETURN OF THIS DOCUMENT WITH THE REQUIRED REMITTANCE WILL CONSTITUTE YOUR ACCEPTANCE OF THE OFFER.

You do not need to return this form if you have made payment via BPAY.

PAYMENT INFORMATION - Please also refer to payment instructions overleaf.



Bill code: 159483

Ref: EFT_REFERENCE_NUMBER

CHEQUE / MONEY ORDER

All cheques (expressed in Australian currency) are to be made payable to **ELIXIR PETROLEUM LIMITED** and crossed "Not Negotiable".

REGISTRY DATE STAMP

<SEQUENCE_NUMBER>

E & O.E.

BPAY® this payment via internet or phone banking.

Your BPAY® reference number is unique to this offer and is not to be used for any other offer.

LODGEMENT INSTRUCTIONS

CHEQUE / MONEY ORDER

All cheques should be drawn on an Australian bank and expressed in Australian currency and crossed "Not Negotiable".

Sufficient cleared funds should be held in your account as your acceptance may be rejected if your cheque is dishonoured.

Cheques or bank drafts drawn on overseas banks in Australian or any foreign currency will NOT be accepted. Any such cheques will be returned and the acceptance deemed to be invalid.

Do not forward cash as receipts will not be issued.

When completed, this form together with the appropriate payment should be forwarded to the share registry:

Security Transfer Registrars Pty Ltd
PO Box 535, APPLECROSS WA 6953.

Applications must be received by Security Transfer Registrars Pty Ltd no later than 5.00pm WST on the closing date.

PAYMENT INFORMATION



Biller code: 159483

BPAY® this payment via internet or phone banking.
Your reference number is quoted on the front of this form.

Multiple acceptances must be paid separately.

Applicants should be aware of their financial institution's cut-off time (the time payment must be made to be processed overnight) and ensure payment is processed by their financial institution on or before the day prior to the closing date of the offer. BPAY applications will only be regarded as accepted if payment is received by the registry from your financial institution on or prior to the closing date. It is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time.

Your BPAY reference number will process your payment to your entitlement electronically and you will be deemed to have applied for such Securities for which you have paid.

LIMITATION ON PARTICIPATION

The maximum subscription limitation of \$15,000 will apply even if an eligible Holder has received more than one form (whether in respect of a joint holding or because the eligible Holder has more than one holding under separate Security accounts).

CUSTODIAN CERTIFICATION

If you are a Custodian (as defined in ASIC Class Order 09/425), you must submit a custodian certificate to ELIXIR PETROLEUM LIMITED. If you did not receive a custodian certificate, contact Security Transfer Registrars Pty Limited. If you need further information to determine whether you are a Custodian, refer to the terms and conditions of the Plan which accompany this Share Purchase Plan Application Form or contact Security Transfer Registrars Pty Limited.

CERTIFICATION

By making payment for the application monies, I/we hereby:

1. Acknowledge that I/we have read and understood the Terms of the SPP;
2. Agree to be bound by the Terms of the Constitution of the Company and the SPP;
3. Agree to accept any lesser number of new Securities than the number of Securities applied for; and
4. (If not a Custodian as defined in ASIC Class Order 09/425) Certify that the amount of Securities subscribed for by me/us pursuant to the SPP does not exceed the maximum amount taking into account the Securities the subject of this application and any other Securities applied for by me/us under the SPP or any other similar arrangement within the 12 months prior to this application including joint and other beneficial interests.

ENQUIRIES

All enquiries should be directed to the Company's share registry:

Security Transfer Registrars Pty Ltd
PO Box 535, Applecross WA 6953 AUSTRALIA
770 Canning Highway, Applecross WA 6153 AUSTRALIA
Telephone +61 8 9315 2333
Facsimile +61 8 9315 2233
Email: registrar@securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.