
ASX Announcement (ASX: NSE) (OTCQX: NWSTF)



NEW STANDARD
ENERGY

Date: 1 December 2015

Completion of Placement

Further to the ASX release of 24 November 2015, New Standard advises that it has allotted 91,442,400 shares at \$0.01 per share (**Placement shares**) to Huizhou Energy Investment (Beijing) Co, Ltd (**Huizhou**) via the Company's existing capacity under ASX Listing Rules 7.1 and 7.1A to raise approximately \$914,000 (**Placement**) pursuant to the Share Subscription Agreement with Huizhou (**SSA**).

NSE will use the placement proceeds to complete the rationalisation of the existing exploration portfolio, progress the work programs associated with the revised acreage position and to help secure a farm-in partner to fund the ongoing exploration and development of the Company's WA assets.

The SSA includes a six month standstill agreement for disposal of the Placement shares and upon completion of the Placement, Huizhou has the right to appoint up to two New Standard Board positions.

In accordance with Listing Rule 3.10.5A the Company advises that;

- (a) The dilutive effect of the Placement on existing shareholders is as follows:

Number of shares on issue prior to the Placement: 386,169,603

Placement issue under Listing Rule 7.1 – (52,825,440 Shares)	11.06%
Placement issue under Listing Rule 7.1A – (38,616,960 Shares)	8.09%
Total dilution as a result of the Placement	19.15%

Number of shares on issue following the Placement: 477,612,003

In relation to the portion of shares issued under Listing Rule 7.1A, the percentage of the post-placement capital is as follows;

- Pre-placement security holders who did not participate in the placement – 80.85%
- Pre-placement security holders who did participate in the placement – 0%
- Participants in the placement who were not previously security holders – 19.15%

- (b) The Shares were issued to Huizhou Energy Investment (Beijing) Co, Ltd;

- (c) The Placement was not underwritten;

- (d) The Placement was not subject to a placement fee.

As required under section 708A(6) of the Corporations Act 2001 (Cth) (Corporations Act), the Company gives notice that;

- (a) The Placement shares were issued without disclosure under Part 6D.2 of the Corporations Act.

- (b) This notice is being given under paragraph 5(e) of section 708A of the Corporations Act.

- (c) As at the date of this notice, the Company has complied with the provisions of the Chapter 2M of the Corporations Act (as they apply to the Company), and section 674 of the Corporations Act.
- (d) As at the date of this notice, there is no excluded information with respect to the Company for the purposes of sections 708A(7) and (8) of the Corporations Act.

An Appendix 3B reflecting the revised capital structure following the Placement has been released with this announcement.

- ENDS -

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About New Standard: New Standard Energy is an onshore hydrocarbon explorer with a large high risk, high reward Western Australian portfolio located in the Canning and Carnarvon basins.

Western Australia

Southern Canning Project

- 100% operated interest in exploration permits (EPs 443, 450, 451, 456), Southern Canning Basin, Western Australia
- 100% operated interest in exploration permit application areas (STP-EPA-006, STP-EPA-007 and STP-EPA-010), Southern Canning Basin, Western Australia

Laurel Project

- 100% operated interest in exploration permit EP 417, Northern Canning Basin, Western Australia
- 100% operated interest in exploration permit application areas (STP-EPA-0092 and STP-EPA-0109), Northern Canning Basin, Western Australia

Merlinleigh Project

- 100% operated interest in exploration permits (EPs 481 and 482), onshore Carnarvon Basin, Western Australia

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

Name of entity

New Standard Energy Limited

ABN

20 119 323 385

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|---------------------------------------|
| 1 | +Class of +securities issued or to be issued | Fully paid ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 91,442,400 Fully paid ordinary shares |
| 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 ordinary shares |

+ See chapter 19 for defined terms.

4	<p>Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional ⁺securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • 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 	<p>Yes, the shares will rank equally with the ordinary shares currently on issue.</p>
5	Issue price or consideration	\$0.01 per share
6	<p>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Issue of shares pursuant to the placement announced on 24 November 2015.</p>
6a	<p>Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the ⁺securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	<p>Yes</p>
6b	The date the security holder resolution under rule 7.1A was passed	25 November 2015
6c	Number of ⁺ securities issued without security holder approval under rule 7.1	52,825,440 Fully paid ordinary shares
6d	Number of ⁺ securities issued with security holder approval under rule 7.1A	38,616,960 Fully paid ordinary shares

6e	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.	Yes. \$0.01 per share issue price (15 day VWAP to 24 November 2015: \$0.01: IRESS)				
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	Refer to Annexure 1				
7	+Issue dates 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. Cross reference: item 33 of Appendix 3B.	30 November 2015				
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>477,612,003</td><td>Fully paid, ordinary shares</td></tr></table>	Number	+Class	477,612,003	Fully paid, ordinary shares
Number	+Class					
477,612,003	Fully paid, ordinary shares					

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the ⁺ securities in section 2 if applicable)	<table><tr><th>Number</th><th>⁺Class</th></tr><tr><td>300,000</td><td>Options 39.0c, expiring 12 December 2015</td></tr><tr><td>300,000</td><td>Options 44.0c, expiring 12 December 2015</td></tr><tr><td>1,000,000</td><td>Options 40.0c, expiring 02 April 2016</td></tr><tr><td>1,000,000</td><td>Options 50.0c, expiring 02 April 2016</td></tr><tr><td>100,000</td><td>Options 51.9c, expiring 13 February 2017</td></tr><tr><td>100,000</td><td>Options 58.1c, expiring 13 February 2017</td></tr><tr><td>75,000</td><td>Options 22.4c, expiring 06 April 2017</td></tr><tr><td>75,000</td><td>Options 24.8c, expiring 06 April 2017</td></tr><tr><td>500,000</td><td>Options 16.7c, expiring 05 August 2017</td></tr><tr><td>500,000</td><td>Options 18.7c, expiring 05 August 2017</td></tr><tr><td>725,000</td><td>Retention Rights with a measurement date of 14 September 2016</td></tr><tr><td>4,500,000</td><td>Performance Rights with a measurement date of 14 September 2016</td></tr><tr><td>890,000</td><td>Retention Rights with a measurement date of 14 September 2017</td></tr><tr><td>7,860,000</td><td>Performance Rights with a measurement date of 14 September 2017</td></tr><tr><td>750,000</td><td>Performance Rights with a measurement date of 31 December 2015</td></tr><tr><td>500,000</td><td>Retention Rights with a measurement date of 31 December 2015</td></tr></table>	Number	⁺ Class	300,000	Options 39.0c, expiring 12 December 2015	300,000	Options 44.0c, expiring 12 December 2015	1,000,000	Options 40.0c, expiring 02 April 2016	1,000,000	Options 50.0c, expiring 02 April 2016	100,000	Options 51.9c, expiring 13 February 2017	100,000	Options 58.1c, expiring 13 February 2017	75,000	Options 22.4c, expiring 06 April 2017	75,000	Options 24.8c, expiring 06 April 2017	500,000	Options 16.7c, expiring 05 August 2017	500,000	Options 18.7c, expiring 05 August 2017	725,000	Retention Rights with a measurement date of 14 September 2016	4,500,000	Performance Rights with a measurement date of 14 September 2016	890,000	Retention Rights with a measurement date of 14 September 2017	7,860,000	Performance Rights with a measurement date of 14 September 2017	750,000	Performance Rights with a measurement date of 31 December 2015	500,000	Retention Rights with a measurement date of 31 December 2015
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10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The Company does not have a dividend policy																																		

Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the ⁺ securities will be offered	N/A

14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
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	N/A

+ See chapter 19 for defined terms.

28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Issue date	N/A

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of +securities
(tick 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

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

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

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought	N/A	
39	+Class of +securities for which quotation is sought	N/A	
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: <ul style="list-style-type: none"> 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 	N/A	
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)	N/A	
42	Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in clause 38)	Number	+Class
		N/A	

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

+ See chapter 19 for defined terms.

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.

3 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.

4 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.

Mark Clements
Company Secretary
1 December 2015

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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	386,169,603
Add the following: <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period Note: <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	386,169,603

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	57,925,440
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p>16 December 2014 Issue of Performance Rights 2,960,000 16 December 2014 Issue of Retention Rights 890,000 09 January 2015 Issue of Performance Rights 1,500,000 09 January 2015 Issue of Retention Rights 500,000 08 May 2015 Expiry of Performance Rights (750,000) 30 November 2015 Issue of Shares 52,825,440</p> <p>Note:</p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
“C”	57,925,440
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	57,925,440
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	57,925,440
Total [“A” x 0.15] – “C”	Nil <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

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” <i>Note: number must be same as shown in Step 1 of Part 1</i>	386,169,603
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	38,616,960
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 <i>Notes:</i> <ul style="list-style-type: none"> • 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 	
30 November 2015 Issue of Shares	38,616,960
“E”	38,616,960
Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	38,616,960
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	38,616,960

+ See chapter 19 for defined terms.

Total ["A" x 0.10] – "E"	Nil <i>Note: this is the remaining placement capacity under rule 7.1A</i>
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