

Notice under paragraph 708AA(2)(f) *Corporations Act 2001* (Cth)

This notice is given by Talon Petroleum Limited ACN 153 229 086 (ASX code: TPD) (**Talon**) under paragraph 708AA(2)(f) *Corporations Act 2001* (Cth) as notionally modified by the Australian Securities and Investments Commission Class Order 08/35 (**Corporations Act**).

Talon announced on 30 March 2015 a fully underwritten non-renounceable entitlement offer (**Entitlement Offer**) of two new fully paid ordinary share in Talon (**New Shares**) for every nine existing fully paid ordinary share in Talon held as at 7.00pm AEST on Tuesday, 7 April 2015 by members with a registered address in Australia or New Zealand and any other jurisdictions in which Talon has decided to make offers. It is anticipated that the Entitlement Offer will raise approximately \$500,000, after issue costs, for Talon's general working capital requirements.

Talon advises that:

- (a) the New Shares to be issued pursuant to the Entitlement Offer will be offered for issue without disclosure to investors under Part 6D.2 of the Corporations Act;
- (b) this notice is being given under paragraph 708AA(2)(f) of the Corporations Act;
- (c) as a disclosing entity, Talon is subject to regular reporting and disclosure obligations;
- (d) as at the date of this notice, Talon has complied with:
 - (i) the provisions of Chapter 2M of the Corporations Act as they apply to Talon; and
 - (ii) section 674 of the Corporations Act;
- (e) as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Corporations Act that is required to be set out in this notice;
- (f) the potential effect that the Entitlement Offer will have on the control of Talon, and the consequences of that effect, will depend on a number of factors, including investor demand and share register composition. However, given that:
 - (i) the Entitlement Offer is structured as a pro-rata issue;
 - (ii) the number of New Shares to be issued under the Entitlement Offer is approximately 45,838,341, which will represent approximately 18.18% of Talon's shares on issue, on a fully diluted basis after settlement of the Entitlement Offer; and
 - (iii) the current level of holdings of substantial holders of ordinary Talon shares (based on substantial holder notices that have been lodged with Talon on or before the date of this notice) and the fact that none of those holders will participate in any underwriting or sub-underwriting in respect of the Entitlement Offer,

the issue of the New Shares is not expected to have any material effect or consequences for the control of Talon.

Signed for and on behalf of Talon Petroleum Limited:



Andrew Crawford

Company Secretary

Talon Petroleum Limited

For further information, please contact Peter Love (Chairman): peter.love@talonpetroleum.com.au or Andrew Crawford (Company Secretary) andrew.crawford@talonpetroleum.com.au.

About Talon Petroleum Limited:

Talon Petroleum Limited is a Texas and Gulf Coast focused exploration and appraisal company listed on ASX (ASX code: TPD). Talon's strategy is to invest in multi-well oil projects that are located within areas with good production infrastructure employing horizontal drilling and advanced fracking technologies. The projects target oil in resource plays (shales) or in low permeability conventional reservoirs that originally produced only a small fraction of the hydrocarbons in-place (old fields with tight reservoirs) where recoveries can be improved with new technologies. Funding to drill the proof of concept tests in the early projects will come from selling down in large acreage blocks. Additional information is available on Talon's website: www.talonpetroleum.com.au.