



11 August 2015

Ms Violetta Codreanu
Adviser, Listings Compliance (Sydney)
ASX Compliance Pty Ltd
20 Bridge Street
Sydney NSW 2000

By Email: Violetta.codreanu@asx.com.au

Dear Ms Codreanu

We refer to your inquiry regarding the late lodgement of Appendices 3Y for Orpheus Directors and respond to each of your questions below.

1. The Appendices 3Y were lodged late due to an administrative oversight. While Orpheus Directors had decided in late June 2015 to cancel the unlisted performance options held by Directors and staff as the option vesting hurdles will never be met due to the fact that the company has sold its coal asset portfolio in Indonesia, the Orpheus Board only formally signed off on the options cancellation at its Board meeting on 30 July 2015.

Orpheus then announced the options cancellation in its Quarterly Activities and Cashflow Report June 2015 and in an Updated Appendix 3B, released on 31 July 2015, prior to announcing the Appendices 3Y on 4 August 2015.

2. Notwithstanding that the Company has been suspended from ASX trading since 10 June 2015, the Company takes very seriously the requirement to meet its disclosure obligations under listing rule 3.19A. The Company confirms it has adequate compliance arrangements in place in relation to the disclosure of any changes in Directors' interests.

The Company has the following arrangements in place:

- a. A Securities Trading Policy which governs Directors dealings in securities in accordance with listing rule 3.19A.
- b. Specific procedures for reviewing and requesting director information that any Appendices 3X, 3Y and 3Z released to the ASX accurately reflect their share ownership at that time.
- c. The Company has an established process with the Company's Share Registry to notify of changes in the interests of Directors.

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The Company has reviewed and adjusted its processes to ensure that an oversight of this nature will not occur in the future.

3. The Company confirms it has adequate arrangements in place to ensure compliance with listing rule 3.19B.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Wesley Harder', written in a cursive style.

Wesley Harder
Company Secretary



6 August 2015

Mr Wesley Harder
Company Secretary
Orpheus Energy Limited
Level 12, 179 Elizabeth Street
Sydney NSW 2000

By Email: wharder@orpheusenergy.com.au

Dear Mr Harder,

Orpheus Energy Limited (the "Company")

We refer to the following:

1. The three Appendices 3Y lodged by the Company with ASX Limited ("ASX") on 4 August 2015 for Wayne Mitchell, David Smith and Wesley Harder (collectively, the "Appendices 3Y").
2. Listing rule 3.19A which requires an entity to tell ASX the following:

3.19A.2 *A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust). The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.*
3. Listing rule 3.19B which states as follows.

An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.
4. The Companies Update dated 27 June 2008, reminding listed entities of their obligation to notify ASX within 5 business days of the notifiable interests in securities held by each director and outlining the action that ASX would take in relation to breaches of listings rules 3.19A and 3.19B.

As the Appendices 3Y indicated that a change to the directors' notifiable interest occurred on 30 June 2015, it appears the Appendices 3Y should have been lodged with ASX by 7 July 2015. As they were lodged on 4 August 2015, it appears that there may have been a breach by the Company of listing rules 3.19A and/or 3.19B. It also appears that the directors concerned may have breached section 205G of the Corporations Act.

Please note that ASX is required to record details of breaches of the listing rules by listed companies for its reporting requirements.

ASX reminds the Company of its contract with ASX to comply with the listing rules. In the circumstances, ASX considers that it is appropriate that the Company make necessary arrangements to ensure there is not a reoccurrence of a breach of the listing rules.

Having regard to listing rules 3.19A and 3.19B and Guidance Note 22: "Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities", we ask that you answer each of the following questions.

1. Why were the Appendices 3Y lodged late?
2. What arrangements does the Company have in place with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does the Company intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by e-mail to violetta.codreanu@asx.com.au. It should not be sent to the Market Announcements Office.

A response is requested as soon as possible and, in any event, not later than half an hour before the start of trading (i.e., before 9.30 a.m. AEST) on Tuesday, 11 August 2015.

Under listing rule 18.7A, a copy of this query and your response will be released to the market, so your response should be in a form suitable for release and should separately address each of the questions asked. If you have any queries or concerns, please contact me immediately.

Yours sincerely

[Sent electronically without signature]

Violetta Codreanu
Adviser, Listings Compliance (Sydney)