

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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

Nido Petroleum Limited

ABN

65 086 630 373

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 | Performance Rights |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 3,285,446 |
| 3 | Principal terms of the +securities (eg, 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) | Grant of performance rights pursuant to the terms of Nido Petroleum Limited's Long Term Incentive Policy and Employee Performance Rights Plan. No payment is required on grant or exercise of the performance rights. Each performance right is a right to acquire one fully paid Nido Petroleum Limited ordinary share, subject to the satisfaction of the performance condition which is based on TSR (total shareholder return). The performance rights may vest after the performance period which is 1 June 2015. Any performance rights which do not satisfy the performance condition as at the test date of 1 June 2015 will lapse. Performance rights may lapse earlier in circumstances of cessation of employment or due to forfeiture. Shareholder approval obtained at Annual General Meeting dated 25 |

+ See chapter 19 for defined terms.

May 2012.

4	Do the +securities rank equally in all respects from the date of allotment 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	Shares allocated on vesting and exercise of the performance rights will rank equally from the date of allocation with ordinary Nido Petroleum Limited shares.						
5	Issue price or consideration	Nil						
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The performance rights comprise the long term incentive component of the remuneration for eligible employees.						
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	1 June 2012						
8	Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	<table border="1"><thead><tr><th>Number</th><th>+Class</th></tr></thead><tbody><tr><td>1,389,163,151</td><td>Ordinary shares</td></tr></tbody></table>	Number	+Class	1,389,163,151	Ordinary shares		
Number	+Class							
1,389,163,151	Ordinary shares							
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	<table border="1"><thead><tr><th>Number</th><th>+Class</th></tr></thead><tbody><tr><td>33,641,765</td><td>Performance rights (refer to Attachment 1).</td></tr><tr><td>10,000,000</td><td>Rights to Ordinary shares as part of COO Sign on and Retention Bonus (refer to Attachment 1)</td></tr></tbody></table>	Number	+Class	33,641,765	Performance rights (refer to Attachment 1).	10,000,000	Rights to Ordinary shares as part of COO Sign on and Retention Bonus (refer to Attachment 1)
Number	+Class							
33,641,765	Performance rights (refer to Attachment 1).							
10,000,000	Rights to Ordinary shares as part of COO Sign on and Retention Bonus (refer to Attachment 1)							
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable						

+ See chapter 19 for defined terms.

Part 2 - Bonus issue or pro rata issue

- | | | |
|----|---|--|
| 11 | Is security holder approval required? | |
| 12 | Is the issue renounceable or non-renounceable? | |
| 13 | Ratio in which the +securities will be offered | |
| 14 | +Class of +securities to which the offer relates | |
| 15 | +Record date to determine entitlements | |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | |
| 17 | Policy for deciding entitlements in relation to fractions | |
| 18 | Names of countries in which the entity has +security holders who will not be sent new issue documents

<small>Note: Security holders must be told how their entitlements are to be dealt with.
Cross reference: rule 7.7.</small> | |
| 19 | Closing date for receipt of acceptances or renunciations | |
| 20 | Names of any underwriters | |
| 21 | Amount of any underwriting fee or commission | |
| 22 | Names of any brokers to the issue | |
| 23 | Fee or commission payable to the broker to the issue | |

+ See chapter 19 for defined terms.

- 24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders
- 25 If the issue is contingent on +security holders' approval, the date of the meeting
- 26 Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled
- 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
- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do +security holders sell their entitlements *in full* through a broker?
- 31 How do +security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do +security holders dispose of their entitlements (except by sale through a broker)?
- 33 +Despatch date

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

+ See chapter 19 for defined terms.

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
- 39 Class of +securities for which quotation is sought
- 40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?
- If the additional securities do not rank equally, please state:
- 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
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<p>41 Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another security, clearly identify that other security)</p>		
<p>42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)</p>	<p>Number</p>	<p>+Class</p>

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX’s absolute discretion. ASX may quote the +securities on any conditions it decides.
- 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.
 - We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided 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.

+ See chapter 19 for defined terms.

- 4 We give ASX the information and documents required by this form. If any information or document not available now, 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.

Sign here:



Print name: John Newman

Date: 1 June 2012

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Attachment 1 – Performance Rights (as at 1 June 2012)

Code	Number of Performance Rights	Exercise Price	Expiry Date
NDOAS	4,203,385	Nil	30 April 2013
NDOAU	7,054,129	Nil	28 March 2014
NDOAO	19,098,805	Nil	5 April 2015
TBA	3,285,446	Nil	1 June 2015
TOTAL	33,641,765		

COO Sign on and Retention Bonus

Mr Philip Byrne was granted a Sign-on and retention bonus pursuant to the terms and conditions of his original Employment Contract with the Company.

The terms of the bonus are that the Company is required to issue 10,000,000 fully paid Ordinary Shares in six (6) equal tranches at six (6) month intervals commencing six (6) months after the commencement of his employment on 29 December 2011. The first five (5) tranches will be 1,666,667 Ordinary Shares with the final tranche being 1,666,665 Ordinary Shares.

In the event of termination of the Employment Contract by the Company (other than for cause in which case no further shares shall be issued) a maximum of 1,666,667 of any of the unvested shares shall be issued. In the event of termination by the employee the Company is not obliged to issue any unvested shares.

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