



HENRY DAVIS YORK

LAWYERS

24 January 2013

Our Ref JDL/CMS/3130683

**PRIVATE & CONFIDENTIAL**

Australian Stock Exchange Limited  
Level 4  
20 Bridge Street  
SYDNEY NSW 2000  
**ATTENTION Company Announcements**

Dear Sir / Madam

**Change in nature of relevant interest**

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We act for Campania Holding Inc.

Attached is a change in nature of relevant interest form pursuant to section 24 of the *Securities Markets Act 1988* in relation to L&M Energy Limited.

Should you have any queries please contact our office.

Yours faithfully  
Henry Davis York

James Lonie  
Partner  
+61 2 9947 6581  
james\_lonie@hdy.com.au

**Disclosure of movement of 1% or more in substantial holding or change in nature of relevant interest or both**

**Sections 23 and 24, Securities Markets Act 1988**

Relevant event being disclosed: Change in nature of relevant interest

Date of relevant event: 23 January 2013

To: NZX Limited

And: ASX Limited

And: L&M Energy Limited

Date this disclosure made: 24 January 2013

Date last disclosure made: 28 November 2012

**Substantial security holder(s) giving disclosure**

Name(s): Campania Holding Inc. (**Compania**)

Contact details: Henry Davis York Lawyers

Contact name for queries: James Lonie

Telephone number: + 61 2 9947 6000

Email: james\_lonie@hdy.com.au

**Summary of substantial holding to which disclosure relates**

Class of listed voting securities: Fully paid ordinary shares in L&M Energy Limited (**LME**)

Summary for Campania

For **this** disclosure:

- (a) total number held in class: nil
- (b) total in class: 754,405,518
- (c) total percentage held in class: nil

For **last** disclosure:

- (a) total number held in class: 173,000,000
- (b) total in class: 754,405,518
- (c) total percentage held in class: 22.932%

**Details of transactions and events giving rise to relevant event**

On 22 October 2012, Campania entered into a lock-up agreement with New Dawn Energy Limited (**New Dawn Energy**) in relation to a proposed full takeover offer for all of the equity securities of LME (**Pre-Bid Agreement**).

Under the Pre-Bid Agreement (a copy of which was attached to Campania's disclosure dated 23 October 2012), New Dawn Energy agreed, subject to the provisions of the agreement, to make a full takeover offer for all of the securities in LME in accordance with the Takeovers Code (**Offer**) and Campania agreed to accept that offer in respect of its holding of 173,000,000 fully paid ordinary shares in LME (**Campania's Shareholding**).

The consideration payable for Campania's Shareholding under the Offer is AUD\$0.06 per share (being AUD\$10,380,000 in total for Campania's Shareholding) which, assuming an exchange rate of AUS\$1:NZD\$0.7856 (as quoted by the Reserve Bank of New Zealand as at 27 November 2012), equates to approximately NZD\$0.076 per share (being approximately NZD\$13,212,830 in total for Campania's Shareholding).

The Offer is subject to the conditions set out in the takeover offer documents and Campania has the right to withdraw its acceptance in accordance with the terms of the Pre-Bid Agreement.

On 21 November 2012, New Dawn Energy made its Offer to acquire all of the ordinary shares, and options to acquire ordinary shares, in LME that New Dawn Energy does not already hold.

On 27 November 2012, Campania accepted the Offer in accordance with the Pre-Bid Agreement.

On 16 January 2013 New Dawn Energy declared the Offer unconditional.

On 23 January 2013 New Dawn Energy paid Campania consideration of AUD10,380,000 (the **Consideration**) for its holding of 173,000,000 shares in LME in accordance with the terms of the Offer and Campania ceased to have a relevant interest in any LME shares.

#### **Details of relevant interests in substantial holding after relevant event**

Details for Campania

Nature of relevant interest(s): Nil

#### **Additional information**

Nature of connection between substantial security holders: N/A

Address(es) of substantial security holder(s): Henry Davis York Lawyers, 44 Martin Place, Sydney NSW 2000 Australia

Name of any other person believed to have given, or believed to be required to give, a disclosure under the Act in relation to the securities to which this disclosure relates: New Dawn Energy

#### **Declaration**

I, James Lonie, declare that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made.



James Lonie  
as authorised person and on behalf of  
**Campania Holding Inc**

24.1.13