

FACSIMILE**BELL GULLY**

TO **Australian Securities Exchange Limited**
FAX 61 2 977 80999

FROM **Dean Alderton**
FAX 64 9 916 8801
TEL 64 9 916 8800
DDI 64 9 916 8742
EMAIL dean.alderton@bellgully.com
PARTNER Garry Downs

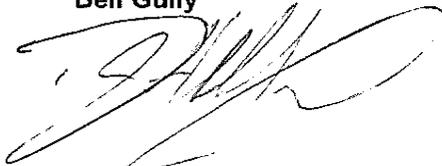
MATTER NO. 02-359-3098

DATE 24 January 2013
PAGES 8 (including this page)

L&M Energy Limited (LME) – Compulsory Acquisition Notice (New Dawn Energy Limited)

Please see attached.

Yours faithfully
Bell Gully



Dean Alderton
Senior Associate

THIS FACSIMILE CONTAINS CONFIDENTIAL INFORMATION WHICH MAY ALSO BE SUBJECT TO LEGAL PRIVILEGE. IF YOU ARE NOT THE INTENDED RECIPIENT, YOU MUST NOT READ, USE, DISTRIBUTE OR COPY THIS FACSIMILE. IF YOU HAVE RECEIVED THIS MESSAGE IN ERROR, OR THE TRANSMISSION WAS INCOMPLETE, PLEASE NOTIFY US IMMEDIATELY BY EMAIL, FACSIMILE, OR TELEPHONE US COLLECT ON 64 9 916 8800 AND RETURN THE ORIGINAL MESSAGE TO US BY MAIL.

WWW.BELLGULLY.COM
DOC REF 14426684

AUCKLAND VERO CENTRE, 48 SHORTLAND STREET
PO BOX 4199, AUCKLAND 1140, DX CP20509, NEW ZEALAND
TEL 64 9 916 8800 FAX 64 9 916 8801

WELLINGTON 171 FEATHERSTON STREET
PO BOX 1291, WELLINGTON 6140, DX SX11164, NEW ZEALAND
TEL 64 4 915 6800 FAX 64 4 915 6810

New Dawn Energy Limited
PO Box 36797
Merivale
Christchurch, 8146

24 January 2013

Dear L&M Energy Limited Security Holder

New Dawn Energy Limited's takeover offer for L&M Energy Limited – Notice of Compulsory Acquisition

As you may be aware, New Dawn Energy Limited (**New Dawn Energy**) has made a takeover offer for all of the equity securities in L&M Energy Limited (**L&M Energy**) (the **Offer**).

Our records indicate that, as at the date of this letter, you have not accepted the Offer. **If you have already accepted the Offer, please ignore this letter.**

On 16 January 2013, New Dawn Energy announced that, as a result of acceptances of the Offer, it held or controlled 90% or more of the voting rights in L&M Energy. New Dawn Energy is now exercising its right to acquire all of the remaining L&M Energy equity securities under the compulsory acquisition provisions of the Takeovers Code. Accordingly, enclosed with this letter are a compulsory acquisition notice and the relevant instrument of transfer (the **Transfer Form**).

Under the compulsory acquisition provisions of the Takeovers Code, you are entitled to receive the offer consideration of A\$0.06 per L&M Energy share and between A\$0.0004 and A\$0.0599 per L&M Energy option (as applicable) that you hold. If you sign and return the completed **original** Transfer Form by **7:00p.m. (NZ time) (5:00p.m. AEDT) on 14 February 2013**, you will be sent a cheque or, if you have an Australian dollar bank account with a registered bank in Australia or New Zealand, paid by electronic transfer (depending on which option you select and whether your shares are held through CHESS), the consideration for your L&M Energy shares not later than seven days after receipt by New Dawn Energy of the completed **original** Transfer Form. Instructions on how to complete the Transfer Form are outlined on page 2 of the Transfer Form.

Alternatively, as the Offer will remain open until 31 January 2013, you could instead choose to accept the Offer by returning the acceptance form enclosed with the offer document for the Offer (the **Acceptance Form**) by no later than 31 January 2013 in accordance with the instructions on that Acceptance Form. Again, you will be sent a cheque or, if you have an Australian dollar bank account with a registered bank in Australia or New Zealand, paid by electronic transfer (depending on which option you select and whether your shares are held through CHESS), the consideration for your L&M Energy shares not later than seven days after receipt by New Dawn Energy of the Acceptance Form. The timing for payment will be the same if you return the completed **original** Transfer Form in respect of the compulsory acquisition process.

If you do not complete and return either the completed **original** Transfer Form by **7:00p.m. (NZ time) (5:00p.m. AEDT) on 14 February 2013** or the Acceptance Form that accompanied the offer document by **7:00p.m. (NZ time) (5:00p.m. AEDT) on 31 January 2013**, you will be entitled to claim the consideration from L&M Energy following completion of the compulsory acquisition process.

Yours faithfully



Mr Geoff Loudon
Director
New Dawn Energy Limited

Compulsory acquisition notice under rule 54 of the Takeovers Code in respect of equity securities in L&M Energy Limited

24 January 2013

To: The outstanding security holders of L&M Energy Limited

Background

On 21 November 2012, New Dawn Energy Limited (**New Dawn Energy**) made a full offer under the Takeovers Code to purchase all of the equity securities in L&M Energy Limited (**L&M Energy**) at a price of A\$0.06 cents per share and between A\$0.0004 and A\$0.0599 per option (the **Offer**).

On 16 January 2013, New Dawn Energy announced that, as a result of the acceptances of the Offer, it held or controlled 90% or more of the voting rights in L&M Energy. New Dawn Energy announced on that day that it had become the dominant owner of L&M Energy for the purposes of the compulsory acquisition provisions of the Takeovers Code.

New Dawn Energy is now exercising its compulsory acquisition rights under Part 7 of the Takeovers Code.

Return of instrument of transfer

This notice (the **Notice**) is accompanied by instruments of transfer (the **Transfer Forms**). You may return the relevant completed **original** Transfer Form in the enclosed reply paid envelope, so as to be received by New Dawn Energy at the following addresses by **7:00p.m. (NZ time) (5:00p.m. AEDT) on 14 February 2013** (being 21 days after the date on which the Notice is sent):

New Dawn Energy Limited
c/- Computershare Investor Services Limited
Private Bag 92119
Auckland Mail Centre
Auckland 1142

New Dawn Energy Limited
c/- Computershare Investor Services Pty Limited
GPO Box 52
Melbourne, Victoria 3001
Australia

Payment of consideration

If you return the relevant completed **original** Transfer Form to New Dawn Energy by **7:00p.m. (NZ time) (5:00p.m. AEDT) on 14 February 2013**, New Dawn Energy will, depending on which option you select and whether your securities are held through CHESS, send you a cheque or, if you have an Australian dollar bank account with a registered bank in Australia or New Zealand, arrange for you to receive payment by way of electronic transfer, for A\$0.06 cents per share and between A\$0.0004 and A\$0.0599 per option (as applicable) not later than seven days after New Dawn Energy receives that Transfer Form. If your shares are held through CHESS, you will be paid your consideration by cheque.

If you do not return the relevant completed **original** Transfer Form to New Dawn Energy by **7:00p.m. (NZ time) (5:00p.m. AEDT) on 14 February 2013**, New Dawn Energy will, by 21 February 2013 (being seven days after the expiry of the 21 day period referred to above):

- (a) deliver to L&M Energy the consideration of A\$0.06 cents per share and between A\$0.0004 and A\$0.0599 per option (as applicable) for all shares and options in respect of which a completed **original** Transfer Form has not been returned to New Dawn Energy; and
- (b) send to L&M Energy an instrument of transfer for those shares and options (as applicable), executed on behalf of the holders of those shares and options (as applicable) by New Dawn Energy or its agent (as New Dawn Energy is required to do under the Takeovers Code).

Any consideration received by L&M Energy under paragraph (a) must be held by it in an interest bearing trust account with a registered bank on trust for the relevant outstanding L&M Energy security holders until it is claimed. Those L&M Energy security holders for whom the consideration relating to their shares or options (as applicable) is paid to L&M Energy may claim that consideration directly from L&M Energy.

Information required by rule 55 of the Takeovers Code

The details required to be stated in this notice by rule 55 of the Takeovers Code are set out below:

- (a) New Dawn Energy holds or controls 90% or more of the voting rights in L&M Energy;
- (b) all outstanding shareholders and optionholders in L&M Energy must sell their shares and options (as applicable) in L&M Energy to New Dawn Energy;
- (c) the consideration to be provided for those outstanding shares in L&M Energy is A\$0.06 cents per share and between A\$0.0004 and A\$0.0599 per option (as applicable), which is the same as the consideration payable by New Dawn Energy under the Offer;
- (d) the date on which this notice is sent is 24 January 2013;
- (e) this notice is accompanied by the relevant Transfer Form for the transfer to New Dawn Energy of all shares and options (as applicable) in L&M Energy held by you; and
- (f) the relevant Transfer Form should be completed, signed and returned in accordance with the instructions set out on page 1 of this Notice.

Interpretation

Any terms not defined in this notice have the meaning given to them in the Offer Document.

Yours faithfully



**Mr Geoff Loudon
Director
New Dawn Energy Limited**

cc: New Zealand Exchange Limited
Level 2, NZX Centre
11 Cable Street
Wellington
By email: announce@nzx.com

cc: Registrar of Companies
Level 18, ASB Centre
135 Albert Street
Auckland
By delivery

cc: Australian Securities Exchange
Exchange Centre
20 Bridge Street
Sydney
By fax: +61 2 9778 0999

cc: The Takeovers Panel
Level 3, Solnet House
70 The Terrace
Wellington
By email:
takeovers.panel@takeovers.govt.nz

cc: L&M Energy Limited
Level 9, St John House
114 The Terrace
PO Box 10895
Wellington, 6143
By email: brucem@lmenergy.co.nz

Instrument of Transfer New Dawn Energy Limited compulsory acquisition of shares in L&M Energy Limited

The original of this form must be returned so as to be received by New Dawn Energy Limited no later than 14 February 2013

SHAREHOLDER (TRANSFEROR)

SECURITYHOLDER DETAILS

Sub register

Number of Shares held as at 24 January 2013

Total consideration (at A\$0.06 per Share)

Holder Number or CSN

TRANSFER OF L&M ENERGY SHARES

By signing this form the Transferor hereby:

- (a) transfers to New Dawn Energy Limited (New Dawn Energy) all the shares described above in L&M Energy Limited (L&M Energy) registered in the name of the Transferor (the Shares) at the time this Transfer Form is presented to New Dawn Energy for registration, in consideration for the payment to the Transferor by New Dawn Energy of A\$0.06 cents for each Share transferred by the Transferor to New Dawn Energy; and
- (b) represents and warrants to New Dawn Energy that:
 - (i) the Transferor is the registered holder(s) of the Shares and that title to each of the Shares will be transferred to New Dawn Energy free of all security interests, charges, liens, mortgages, encumbrances and adverse interests and claims of any kind, but together with all rights attaching to them, and no other person holds any interest in the Shares; and
 - (ii) the Transferor has full power and capacity to sell and transfer the Shares to New Dawn Energy.

METHOD OF PAYMENT

If the Transferor provides details of an Australian dollar bank account with a registered bank in Australia or New Zealand, payment will be made by electronic transfer directly into this bank account. If the Transferor does not provide details of an Australian dollar bank account with a registered bank in Australia or New Zealand, payment will be made by an Australian dollar cheque. Please select a Method of Payment by ticking the appropriate box below. Note that all payments will be made in Australian dollars. All CHESSE holders who sell their Shares will be paid by an Australian dollar cheque.

Method of Payment (please tick one):

AS CHEQUE
 AS ELECTRONIC TRANSFER TO AN AUSTRALIAN DOLLAR BANK ACCOUNT (IN AUSTRALIA OR NEW ZEALAND ONLY)

Note: If you do not select a Method of Payment, or the details that you provide are not sufficient to effect an electronic transfer, you will be paid by cheque.

Electronic Transfer Details: Please complete the details below if you wish to be paid by electronic transfer:

Australian Bank Account:

Account Name:

BSB Number

Account Number

New Zealand Bank Account (Australian dollars):

Account Name:

Bank Name:

Bank Address:

Swift Code/Sort Code/BSB Code

Branch:

Other Information:

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By signing this form, the Transferor hereby enters into a power of attorney in favour of New Dawn Energy as follows:

As from the date of this Transfer Form, I/we irrevocably authorise and appoint New Dawn Energy (with power of substitution by New Dawn Energy in favour of such person(s) as New Dawn Energy may appoint to act on its behalf) as my/our attorney and agent to act for me/us and to do all matters of any kind or nature whatsoever in respect of or pertaining to the Shares referred to above and all rights and benefits attaching to them as New Dawn Energy may think proper and expedient and which I/we could lawfully do or cause to be done if personally acting, including the transfer of the Shares to any person or persons whatsoever (including in accordance with Part 7 of the Takeovers Code), the appointment of a proxy or proxies for any meeting of the shareholders of L&M Energy, attendance in person at, and voting at, such meeting, application to any court whatsoever and execution of all documents in my/our name(s) which New Dawn Energy may consider necessary for all or any of the foregoing purposes.

| FOR AN INDIVIDUAL OR JOINT HOLDERS / ATTORNEY | FOR A COMPANY / BODY CORPORATE |
|-------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>Signed by the Transferor(s):</p> <p>_____</p> <p>Signature</p> <p>_____</p> <p>Signature</p> <p>Dated and executed the _____ day of _____ 2013</p> | <p>Signed by the Transferor(s) by:</p> <p>_____</p> <p>Director</p> <p>_____</p> <p>Director/ Duly Authorised Person</p> <p>Dated and executed the _____ day of _____ 2013</p> |

NOTES AND INSTRUCTIONS FOR COMPLETION

1. COMPLETION OF THIS TRANSFER FORM:

- (a) Insert the date of signing in the space provided. Please ensure that all details on this Transfer Form are correct. Please alter this Transfer Form if required.
- (b) Sign this Transfer Form where marked "Signed by the Transferor(s)". Companies must sign in accordance with the Companies Act 1993, their constitution (if any) and/or any other applicable law.

2. METHOD OF PAYMENT: You should select a Method of Payment. If you do not, or if you do not provide sufficient details to enable an electronic transfer, you will be paid by an Australian dollar cheque. Transferors with an Australian dollar bank account with a registered bank in Australia or New Zealand should take particular care to provide all information that is required to make an electronic transfer to them. If they do not, payment will be made by an Australian dollar cheque, and neither New Dawn Energy nor Computershare Investor Services Limited or Computershare Investor Services Pty Limited has any responsibility to verify any such details.

If payment is made by electronic transfer, the Transferor's bank may charge fees in relation to receiving the funds the subject of the transfer. If payment is made by cheque, the Transferor's bank may charge fees in relation to the presentation and clearing of the cheque. Once deposited into your bank account, these funds may not be readily available until such time as your bank clears the funds. All CHESSE holders who sell their Shares will be paid by an Australian dollar cheque.

- 3. **JOINT HOLDERS:** If your Shares are registered in the names of joint holders, all holders must sign this Transfer Form.
- 4. **SHARES HELD BY NOMINEES:** If your Shares are held through a nominee, advise your nominee that you wish to sell all your Shares and instruct your nominee to complete accordingly, sign and return this Transfer Form to New Dawn Energy in accordance with the instructions contained in this Transfer Form.
- 5. **CHESSE HOLDING:** If your Shares are in a CHESSE holding, you may contact your Controlling Participant directly (normally your stockbroker) with instructions to sell your Shares. If you do this, you will need to sign and return the original of this Transfer Form to your Controlling Participant. If you want New Dawn Energy to contact your Controlling Participant on your behalf, sign and return the original of this Transfer Form to the address below so that it is received in sufficient time to allow your instruction to be acted upon by 7:00p.m. (NZ time) (5:00p.m. AEDT) on 14 February 2013. This will authorise New Dawn Energy to instruct your Controlling Participant to sell your Shares on your behalf. If you sign and return this Transfer Form, you warrant to New Dawn Energy (and authorise New Dawn Energy to warrant on your behalf) that you have full legal and beneficial ownership of the Shares to which this Transfer Form relates and that New Dawn Energy will acquire them free from all mortgages, charges, liens, encumbrances (whether legal or equitable), restrictions on transfer of any kind and free from any third party rights. Neither New Dawn Energy nor Computershare Investor Services Pty Limited or Computershare Investor Services Limited will be responsible for any delays incurred by this process. You should allow sufficient time for your Controlling Participant or New Dawn Energy to sell your Shares on your behalf.

The original of this Transfer Form must be received by Computershare Investor Services Limited or Computershare Investor Services Pty Limited in sufficient time to allow your instruction to be acted upon by 7:00p.m. (NZ time) (5:00p.m. AEDT) on 14 February 2013.

- 6. **POWER OF ATTORNEY:** If this Transfer Form is signed under a power of attorney, the relevant power of attorney must be submitted with this Transfer Form for noting and return, and the certificate printed below must be completed. Where such power of attorney has already been noted by Computershare Investor Services Limited or Computershare Investor Services Pty Limited, then this fact must be stated under the signature of the attorney.
- 7. **ON COMPLETION:** Post the original of this signed Transfer Form in the enclosed reply-paid envelope to New Dawn Energy at one of the addresses below, as soon as possible, but in any event so as to be received not later than 7:00p.m. (NZ time) (5:00p.m. AEDT) on 14 February 2013.

| | | |
|-------------------------------------------------------------------------------------------------------------------------|----|-------------------------------------------------------------------------------------------------------------------------------|
| New Dawn Energy Limited c/- Computershare Investor Services Limited Private Bag 92119, Auckland 1142, New Zealand | or | New Dawn Energy Limited c/- Computershare Investor Services Pty Limited GPO Box 52, Melbourne, Victoria 3001, Australia |
|-------------------------------------------------------------------------------------------------------------------------|----|-------------------------------------------------------------------------------------------------------------------------------|

- 8. **PREVIOUS SALE:** If you have sold all of your Shares, please pass this Transfer Form to your sharebroker or the purchaser(s) of these Shares. If you have sold part of your shareholding, record that fact on this Transfer Form by amending the number of Shares noted as being held by you on the face of this Transfer Form.
- 9. **INTERPRETATION:** In this Transfer Form, references to the Transferor in the singular shall include the plural. All terms capitalised but not defined have the meaning given to them in the New Dawn Energy offer document dated 21 November 2012.

IF THIS TRANSFER FORM IS SIGNED UNDER POWER OF ATTORNEY, THE ATTORNEY(S) SIGNING MUST SIGN THE FOLLOWING CERTIFICATE:

CERTIFICATE OF NON-REVOCATION OF POWER OF ATTORNEY

I/WE _____ (insert name of attorney signing)

of _____ (Address and Occupation of attorney signing)

HEREBY CERTIFY:

- 1. THAT by a Power of Attorney dated the ____ day of _____, the Transferor named and described on the face of this form (Donor) appointed me his/her/its/their attorney on the terms and conditions set out in that Power of Attorney.
- 2. THAT I/we have executed the form printed on the face of this document as a attorney under that Power of Attorney and pursuant to the powers thereby conferred upon me/us.
- 3. THAT at the date hereof I/we have not received any notice or information of the revocation of that Power of Attorney by the death (or winding up) of the Donor or otherwise.

Signed at _____ this _____ day of _____ 2013

Signature(s) of Attorney(s)

Note: Your signature does not require witnessing.

Instrument of Transfer

New Dawn Energy Limited compulsory acquisition of options in L&M Energy Limited

The original of this form must be returned so as to be received by New Dawn Energy Limited no later than 14 February 2013

OPTIONHOLDER (TRANSFEROR)

SECURITYHOLDER DETAILS

Number of Options held as at 24 January 2013

Total consideration (at A\$0.0554 per Option)

TRANSFER OF L&M ENERGY OPTIONS

By signing this form the Transferor hereby:

- (a) transfers to New Dawn Energy Limited (New Dawn Energy) all the options described above in L&M Energy Limited (L&M Energy) registered in the name of the Transferor (the Options) at the time this Transfer Form is presented to New Dawn Energy for registration, in consideration for the payment to the Transferor by New Dawn Energy of A\$0.0554 cents for each Option transferred by the Transferor to New Dawn Energy; and
- (b) represents and warrants to New Dawn Energy that:
 - (i) the Transferor is the registered holder(s) of the Options and that title to each of the Options will be transferred to New Dawn Energy free of all security interests, charges, liens, mortgages, encumbrances and adverse interests and claims of any kind, but together with all rights attaching to them, and no other person holds any interest in the Options; and
 - (ii) the Transferor has full power and capacity to sell and transfer the Options to New Dawn Energy.

METHOD OF PAYMENT

If the Transferor provides details of an Australian dollar bank account with a registered bank in Australia or New Zealand, payment will be made by electronic transfer directly into this bank account. If the Transferor does not provide details of an Australian dollar bank account with a registered bank in Australia or New Zealand, payment will be made by an Australian dollar cheque. Please select a Method of Payment by ticking the appropriate box below. Note that all payments will be made in Australian dollars.

Method of Payment (please tick one):

AS CHEQUE
 AS ELECTRONIC TRANSFER TO AN AUSTRALIAN DOLLAR BANK ACCOUNT (IN AUSTRALIA OR NEW ZEALAND ONLY)

Note: If you do not select a Method of Payment, or the details that you provide are not sufficient to effect an electronic transfer, you will be paid by cheque.

Electronic Transfer Details: Please complete the details below if you wish to be paid by electronic transfer:

Australian Bank Account:

Account Name: _____

| | |
|-------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| BSB Number | Account Number |
| <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> | <input type="text"/> |

New Zealand Bank Account (Australian dollars):

| | |
|-------------------------------|--|
| Account Name: | |
| Bank Name: | |
| Bank Address: | |
| Swift Code/Sort Code/BSB Code | |
| Branch: | |
| Other Information: | |

By signing this form, the Transferor hereby enters into a power of attorney in favour of New Dawn Energy as follows:

As from the date of this Transfer Form, I/we irrevocably authorise and appoint New Dawn Energy (with power of substitution by New Dawn Energy in favour of such person(s) as New Dawn Energy may appoint to act on its behalf) as my/our attorney and agent to act for me/us and to do all matters of any kind or nature whatsoever in respect of or pertaining to the Options referred to above and all rights and benefits attaching to them as New Dawn Energy may think proper and expedient and which I/we could lawfully do or cause to be done if personally acting, including the transfer of the Options to any person or persons whatsoever (including in accordance with Part 7 of the Takeovers Code), attendance in person at, and voting at, such meeting, application to any court whatsoever and execution of all documents in my/our name(s) which New Dawn Energy may consider necessary for all or any of the foregoing purposes.

| FOR AN INDIVIDUAL OR JOINT HOLDERS / ATTORNEY | FOR A COMPANY / BODY CORPORATE |
|------------------------------------------------|------------------------------------------------|
| Signed by the Transferor(s): | Signed by the Transferor(s) by: |
| _____ | _____ |
| Signature | Director |
| _____ | _____ |
| Signature | Director/ Duly Authorised Person |
| Dated and executed the _____ day of _____ 2013 | Dated and executed the _____ day of _____ 2013 |

NOTES AND INSTRUCTIONS FOR COMPLETION

1. COMPLETION OF THIS TRANSFER FORM:

- (a) Insert the date of signing in the space provided. Please ensure that all details on this Transfer Form are correct. Please alter this Transfer Form if required.
- (b) Sign this Transfer Form where marked "Signed by the Transferor(s)". Companies must sign in accordance with the Companies Act 1993, their constitution (if any) and/or any other applicable law.

2. METHOD OF PAYMENT: You should select a Method of Payment. If you do not, or if you do not provide sufficient details to enable an electronic transfer, you will be paid by an Australian dollar cheque. Transferors with an Australian dollar bank account with a registered bank in Australia or New Zealand should take particular care to provide all information that is required to make an electronic transfer to them. If they do not, payment will be made by cheque, and neither New Dawn Energy nor Computershare Investor Services Limited or Computershare Investor Services Pty Limited has any responsibility to verify any such details.

If payment is made by electronic transfer, the Transferor's bank may charge fees in relation to receiving the funds the subject of the transfer. If payment is made by cheque, the Transferor's bank may charge fees in relation to the presentation and clearing of the cheque. Once deposited into your bank account, these funds may not be readily available until such time as your bank clears the funds.

- 3. **JOINT HOLDERS:** If your Options are registered in the names of joint holders, all holders must sign this Transfer Form.
- 4. **OPTIONS HELD BY NOMINEES:** If your Options are held through a nominee, advise your nominee that you wish to sell all your Options and instruct your nominee to complete accordingly, sign and return this Transfer Form to New Dawn Energy in accordance with the instructions contained in this Transfer Form.
- 5. **POWER OF ATTORNEY:** If this Transfer Form is signed under a power of attorney, the relevant power of attorney must be submitted with this Transfer Form for noting and return, and the certificate printed below must be completed. Where such power of attorney has already been noted by Computershare Investor Services Limited or Computershare Investor Services Pty Limited, then this fact must be stated under the signature of the attorney.
- 6. **ON COMPLETION:** Post the original of this signed Transfer Form in the enclosed reply-paid envelope to New Dawn Energy at one of the addresses below as soon as possible, but in any event so as to be received not later than 7:00p.m. (NZ time) (5:00p.m. AEDT) on 14 February 2013.

| | | |
|-----------------------------------------------|----|-------------------------------------------------|
| New Dawn Energy Limited | or | New Dawn Energy Limited |
| c/- Computershare Investor Services Limited | | c/- Computershare Investor Services Pty Limited |
| Private Bag 92119, Auckland 1142, New Zealand | | GPO Box 52, Melbourne, Victoria 3001, Australia |

- 7. **PREVIOUS SALE:** If you have sold all of your Options, please pass this Transfer Form to your sharebroker or the purchaser(s) of these Options. If you have sold part of your holding, record that fact on this Transfer Form by amending the number of Options noted as being held by you on the face of this Transfer Form.
- 8. **INTERPRETATION:** In this Transfer Form, references to the Transferor in the singular shall include the plural. All terms capitalised but not defined have the meaning given to them in the New Dawn Energy offer document dated 21 November 2012.

IF THIS TRANSFER FORM IS SIGNED UNDER POWER OF ATTORNEY, THE ATTORNEY(S) SIGNING MUST SIGN THE FOLLOWING CERTIFICATE:

CERTIFICATE OF NON-REVOCAION OF POWER OF ATTORNEY

I/WE _____ *(insert name of attorney signing)*

of _____ *(Address and Occupation of attorney signing)*

HEREBY CERTIFY:

- 1. THAT by a Power of Attorney dated the _____ day of _____, the Transferor named and described on the face of this form (Donor) appointed me his/her/its/their attorney on the terms and conditions set out in that Power of Attorney.
- 2. THAT I/we have executed the form printed on the face of this document as attorney under that Power of Attorney and pursuant to the powers thereby conferred upon me/us.
- 3. THAT at the date hereof I/we have not received any notice or information of the revocation of that Power of Attorney by the death (or winding up) of the Donor or otherwise.

Signed at _____ this _____ day of _____ 2013

Signature(s) of Attorney(s)

Note: Your signature does not require witnessing.