



NOTIFICATION UNDER SECTION 708A(5)(E) OF THE CORPORATIONS ACT

PERTH, Western Australia: Neptune Marine Services Limited (ASX: NMS, **Neptune** or the **Company**) gives notice under section 708A(5)(e) of the Corporations Act 2001 (Cth) (**Act**) that:

1. On 20 January 2012, Neptune issued 59,118,372 shares without a disclosure document.
2. As at the date referred to in paragraph 1, and as at the date of this notice:
 - a. Neptune has complied with the provisions of Chapter 2M of the Corporations Act as they apply to Neptune;
 - b. Neptune has complied with section 674 of the Corporations Act;
 - c. there was and is no "excluded information" which was or is required to be disclosed by Neptune under section 708A(6)(e) of the Corporations Act on any of those respective dates.

Appendix 3B follows for allotment of the shares referred to in paragraph 1.

Gabriel Chiappini
Company Secretary
Neptune Marine Services Ltd
Phone: +61 8 9424 1111

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, 24/10/2005.

Name of entity

NEPTUNE MARINE SERVICES LIMITED

ABN

76 105 665 843

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	Ordinary Shares
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	59,118,372
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)	Shares issued under voluntary escrow, shares held under a trading lock until 14 September 2012

+ See chapter 19 for defined terms.

4	<p>Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional securities do not rank equally, please state:</p> <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	Yes	
5	Issue price or consideration	Issued in accordance with the Share Purchase Agreement for the acquisition of Access Management (WA) Pty Ltd (now renamed Neptune Asset Integrity Pty Ltd). Issue price \$0.03 based on Volume Weighted Average Price formula in accordance with the Share Purchase Agreement.	
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Issued in accordance with the Share Purchase Agreement for the acquisition of Access Management (WA) Pty Ltd (now renamed Neptune Asset Integrity Pty Ltd). This is the final earn out/acquisition payment to be made to the vendor.	
7	Dates of entering ⁺ securities into uncertificated holdings or despatch of certificates	20 January 2012	
8	Number and ⁺ class of all ⁺ securities quoted on ASX (including the securities in clause 2 if applicable)	Number	⁺ Class
		1,815,277,946	Ordinary fully paid shares.

		Number	+Class	
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	Employee options	Employee options	
		1,000,000	\$0.40	28-Feb-16
		3,000,000	\$0.50	29-May-17
		100,000	\$0.46	29-Mar-12
		600,000	\$0.69	6-Jun-12
		100,000	\$0.84	22-Aug-12
		71,500	\$0.01	23/10/12
		400,000	\$1.10	12/12/12
		319,850	\$0.54	16/04/13
		100,000	\$0.46	29-Mar-12
		250,000	\$0.69	30-Jun-13
		100,000	\$0.65	14/08/13
		1,387,332	\$0.21	1/12/11
		100,000	\$0.69	20-Nov-13
		100,000	\$0.54	17-Nov-13
		100,000	\$0.78	14-Aug-13
		500,000	\$0.51	25-June-14
		400,000	\$0.20	29-Jul-14
		100,000	\$0.46	29-Mar-12
		100,000	\$0.65	15-01-15
		120,000	\$0.49	10/3/15
		500,000	\$0.45	1-Aug-15
		Performance Rights		
		19,750,000	Performance Rights	
		Retention Rights		
		41,836,110	Retention Rights	
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

Questions 11 to 33 Not Applicable

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

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34 Type of securities
(tick one)

(a) ☒ Securities described in Part 1

Questions 34(b) to 42 - Not Applicable

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.

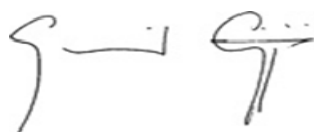
- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) 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.
- 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.

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:

Company secretary
Gabriel Chiappini

Date **20 January 2012**