

30 January 2015

ASX Announcement

December 2014 Quarterly Activity Report

- **Acquisition of ~20% working interest in two onshore Texas oil and gas production assets for A\$500,000 cash, A\$189,000 loan settlement and 200m Citation ordinary shares**
- **The North Chapman Ranch (18.2%) and East Texas Cotton Valley (21.75%) projects are being acquired from Range Resources Limited**
- **Texan assets materially increase the Company's asset portfolio and significantly its reserves position - net attributable P2 reserves will immediately increase on acquisition by 1.7m barrels of oil, 1.7m barrels of natural gas liquids and 18.1 Bcf of gas¹**
- **Russell-Bevly #2 appraisal well to be spudded in March 2015 – total dry hole AFE US\$3.5m (CTR's share USD\$640k)**
- **Company is looking at farming out a portion of its interest in the Atzam and Tortugas Oil Projects as a sustainable means of future funding for operations moving forward**
- **Atzam #4 production was reduced for the 3 months ended 31 December due to wellhead maintenance and operational issues**
- **Electric log analysis identifies multiple potential commercial pay zones that remain untested in Atzam #5, from the C13 to the C16 carbonate sections**

Acquisition of Texas Oil Projects – North Chapman Ranch (21.75% WI) and East Texas Cotton Valley (18.2% WI)

The Company was pleased to announce the acquisition of the North Chapman Ranch (“NCR”) and East Texas Cotton Valley (“ETCV”) project interests from Range Resources Limited in late December, through the acquisition of Range Australia Resources (US) Limited (“RARL”), which holds the interests in the two Texas Oil Projects.

The consideration for the acquisition of both assets includes A\$500,000 in cash, 200m ordinary fully paid shares in Citation, forgiveness of a A\$189,000 working capital loan owed to Citation by Range and the assumption of Range's remaining finance carried obligations on the Atzam and Tortugas Oil Projects in Guatemala. The finance carry obligation shared by Citation and Range to date is repaid as a priority from project cashflows pursuant to the existing funding agreement.

Texas Oil and Gas Projects - Russell-Bevly #2 Well To Spud

The North Chapman Ranch Project (Citation acquired 18.2% WI²) is located in Nueces County, Texas, comprising approximately 1,680 acres and has had 6 wells drilled since 2008 that have discovered and / or appraised NCR (5 wells post Range's initial investment).

Following the commercial discovery of the Smith #1 well in December 2009, a multi well program was initiated that saw 4 appraisal / development wells drilled across the license area, with the latest well, the

¹ Referring to Range Resources Limited (ASX: RRS) announcement dated 8 June 2012 for NCR reserves and 28 December 2011 for ETCV reserves

² The working interest with respect to NCR has a back in right from outside parties of up to 2.25%.

Albrecht #2 well, being drilled during the 2013/14 year, to determine the south-eastern extension of the Howell Hight (“HH”) sandstone reservoirs. Whilst the well encountered the HH at the predicted depth, it did not flow at a commercial rate after completion.

Following the Albrecht #2 well, the Operator (Western Gulf) completed a detailed technical review on the location of future well locations which has led to the recommendation that the future development focus be moved back up to the more proven area in the North that surrounds the successful Smith #1 and Russel Bevly #1 wells.

As a result the Operator has proposed the Russel-Bevly #2 well is targeting 40 acres of proven reservoir, being optimal infill well spacing following volumetric analysis on the current wells. The RB #2 well will be the first infill well on this 40 acre spacing between the successful Smith #1 and Russel Bevly #1 wells and is anticipated to be spudded this coming quarter, with the Operator already issuing election notices to all partners. The total dry hole cost of the well is estimated at USD\$3.5m (CTR share of US\$0.64m) with an additional US\$1.3m for completion costs (CTR share of US\$0.24m) to tie into production.

This well is the first well the Company will participate in and is the first well in the revised NCR development focus, targeting the more proven area in the North, and if results mirror that of the Smith #1 and Russel Bevly #1 wells (which have previous had combined production of 9.3 MMcf and 800 bbl of oil per day following successful well stimulation³), could support a multi-well development program.

The East Texas Cotton Valley Project (Citation acquired 21.75% WI) is located in Red River County, Texas, comprising approximately 1,570 gross acres and has one marginally successful horizontal well, the Ross 3H. This well encountered water influx however still produced, with additional work being performed to determine the scope of water encroachment from the nearby field.

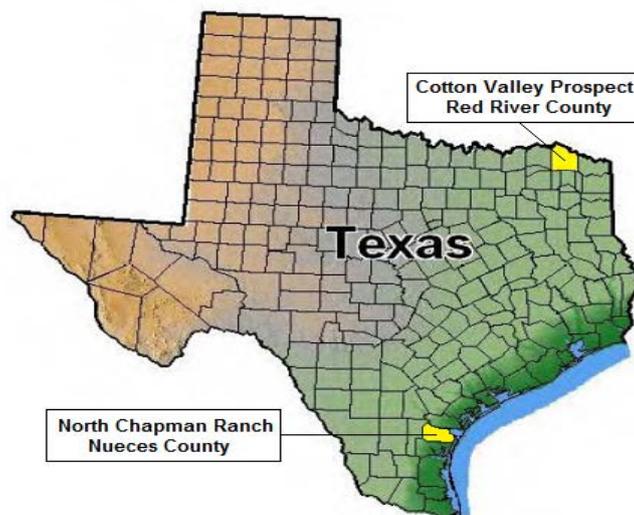


Figure 1: County Map of the State of Texas and Project Locations

As previously reported by Range, Gross and Net Attributable reserves on the Texas Assets are detailed in the tables below:

Table 1: Gross Reserves on Texas Interests⁴

Category	Oil (MMbbls)		Natural Gas (BcF)		Natural Gas Liquid (MMbbls)	
	NCR	ETCV	NCR	ETCV	NCR	ETCV
Proved (P1)	6.0	1.0	64.3	-	5.0	-
Probable (P2)	4.4	0.6	48.6	-	3.8	-
Possible (P3)	11.6	1.7	129.6	-	10.1	-
Total Reserves	22.0	3.3	242.5	-	18.9	-

³ As reported in the Range Resources Limited 2011 Annual Report

⁴ Referring to Range Resources Limited (ASX: RRS) announcement dated 8 June 2012 for NCR reserves and 28 December 2011 for ETCV reserves

Table 2: Net Attributable Reserves on Texas Interests ⁵

Category	Oil (MMbbls)		Natural Gas (BcF)		Natural Gas Liquid (MMbbls)	
	NCR	ETCV	NCR	ETCV	NCR	ETCV
Proved (P1)	1.1	0.2	11.7	-	1.1	-
Probable (P2)	0.6	0.1	6.4	-	0.6	-
Possible (P3)	0.7	0.3	7.3	-	0.7	-
Total Reserves	2.4	0.6	25.4	-	2.4	-

Atzam 5 Well Testing Operations Suspended

The Atzam 5 well testing operations were due to recommence by October on the C18 carbonate section, but were initially delayed to enable further technical reviews to be completed and establish the optimal part of the C18 section to retest. The testing program was not restarted during the December quarter, and a majority of the prospective sections remain untested, including the C13 to C17 carbonates. The C17 carbonate is the producing section in the Atzam #4 well.

The current plan is to finalise a comprehensive farm out arrangement to ensure the Project is fully funded for all short and medium term obligations. The process is in its final stages with the goal to ensure Citation maintains a meaningful interest in the Project which is fully funded moving forward.

Atzam Oil Project

Atzam #4 oil production is continuing from the single 7 foot section in the C17 carbonates, but total production was significantly reduced compared to prior quarters. This reduction in Atzam #4 oil production during the December quarter was due to extended well head maintenance undertaken to optimise the flow rate, and other local operational issues. The Company will update the market on the performance of the well immediately upon receipt of any updates received from the Operator.

The Atzam #5 well was successfully drilled to a total depth of 4,025 feet and encountered multiple potential pay zones, with significant oil shows to surface and fluorescence in the cuttings from drilling through the targeted carbonate sections. The well was cased down to 3,600 feet with the final 425 feet left as an open hole section for testing the lower carbonate sections.

The Atzam 5 testing program is still in its preliminary phase, with the C13-C17 carbonate sections still untested, and the agreed testing program will perforate and test each prospective section located behind the production casing identified from the detailed log data.

The electric logs analysis, combined with the significant oil shows from multiple zones whilst drilling, outline the commercial potential in the well from the C13 carbonates down to the C18 carbonate structures delineated in the Atzam #5 well. All these potential commercial pay zones will be perforated and tested as part of this ongoing program, until a zone produces at material commercial rates. On success such a zone would then be put on production, like the C17 producing zone in Atzam #4 that continues to produce under natural reservoir pressure at approximately 170 bopd.

Atzam #5 drilling success indicates upside potential

The Atzam #5 well being drilled close to the structural high of the Atzam Oil Field was confirmed through the intersected depths of primary reservoir sections in drilling operations. On completion of the Atzam #5 well at its TD is running approximately 66 feet high on structure to the Atzam #4 well and approximately 320 feet high to the Atzam #2 well. The Atzam #4 well was previously expected to be sitting on the crest of the Atzam structure and the Atzam #2 well recorded initial flow rates of in excess of 1,000 bopd from the primary C18/19 carbonate sections.

⁵ Referring to Range Resources Limited (ASX: RRS) announcement dated 8 June 2012 for NCR reserves and 28 December 2011 for ETCV reserves

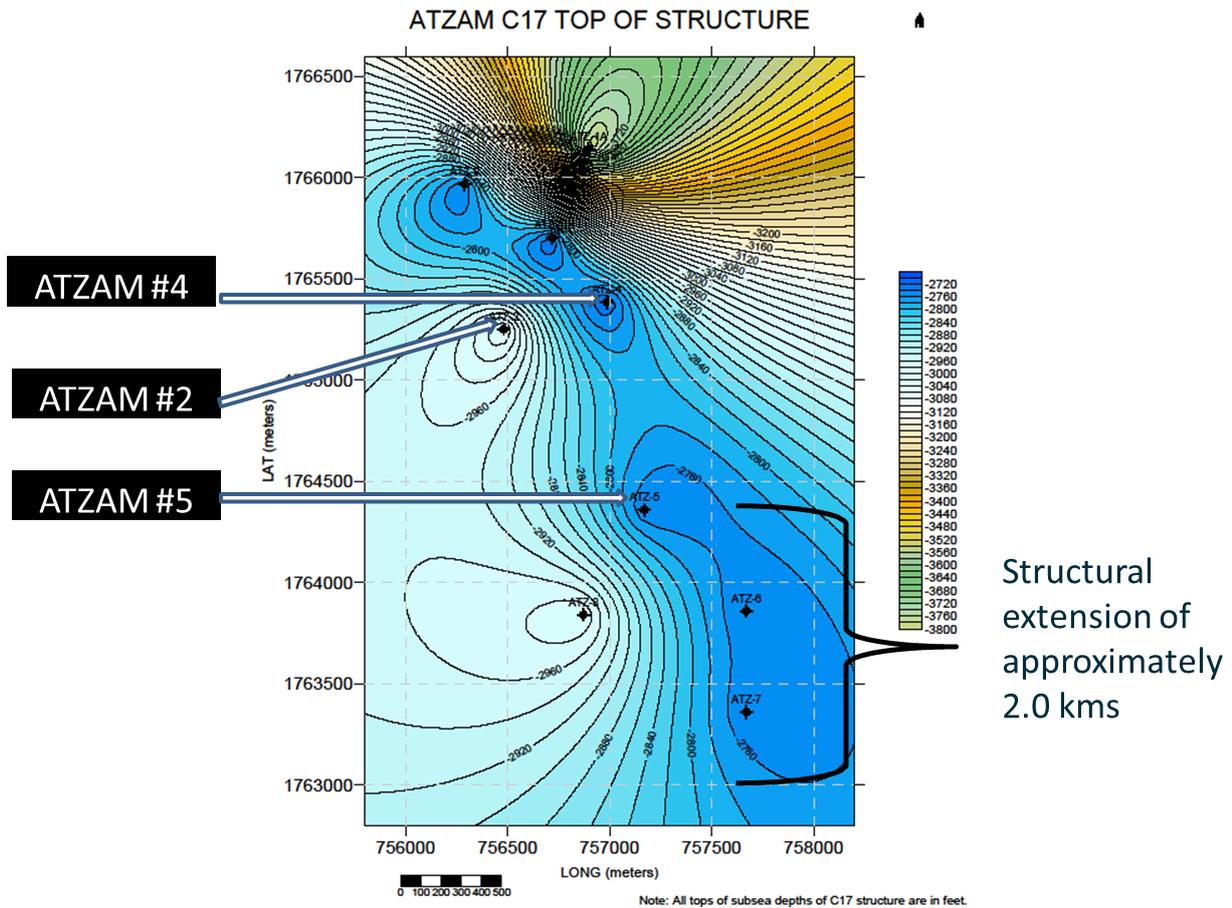


Figure 2: Re-interpretation of Atzam Structure on the top of the C-17 Horizon Post Atzam #5 Drill

Post Quarter

Whilst continuing the process towards finalisation of the General Nice Resources financing facility as announced late last year, the Company entered into a short term bridging facility with Maximilian Capital LLC for USD\$800,000 to facilitate the acquisition and funding of the Texas Asset from Range, on the following terms:

- (a) Bullet prepayment of USD\$1.2m on or before 31 January 2016;
- (b) Fully secured against the Texas Asset which is held by Maximilian until repayment;
- (c) Net revenue from the project is settled against the debt owing during the 12 month period (projected between USD\$200k - \$300k); and
- (d)
 - (i) 25m Shares;
 - (ii) 33m Options (31 January 2020, \$0.03);
 - (iii) 33m Options (31 January 2020, \$0.04); and
 - (iv) 67m Options (31 January 2020, \$0.05).

Please find an updated Appendix 3B attached.

Notice under Section 708A(5)(e) of the Corporations Act

The Company advises that the Act restricts the on-sale of securities issued without disclosure, unless the sale is exempt under section 708 or 708A. By the Company giving this notice, a sale of the securities will fall within the exemption in section 708A(5) of the Act.

The Company hereby notifies ASX under paragraph 708A(5)(e) of the Act that:

- the Company issued the securities without disclosure to investors under Part 6D.2 of the Act;

- as at the date of this notice, the Company has complied with the provisions of Chapter 2M of the Act as they apply to the Company, and section 674 of the Act; and
- as at the date of this notice, there is no information that is excluded information under section 708A(7) and (8) of the Act that has not already been disclosed to investors generally.

For and on behalf of the Board

Brett Mitchell
Executive Director

Competent Person Statement

The information included in this Announcement that relates to resources was prepared by Mr Allen L. Kelley, who is an executive with Ralph E. Davis Associates, Inc. based in Houston, Texas. Mr Kelley has over 30 years of oil and gas experience and is a Certified Petroleum Geologist (Certificate Number 6092). Mr Kelley is a member of the American Association of Petroleum Geologists, Houston Geological Society, and the Society of Petroleum Engineers. In addition Mr Kelley has been a contributing member of the Potential Gas Committee for over 20 years holding positions of Eastern Region Vice President, Chairman of the Gulf Coast and Atlantic Committees and currently is on the Editorial Committee and Chairman of the Alaska Committee. Estimates as to recoverable hydrocarbon volumes contained in this Announcement are based upon certain assumptions. Accordingly, actual results will differ, and may differ significantly and materially, from those presented.

Appendix 5B

Mining exploration entity and oil and gas exploration entity quarterly report

Introduced 01/07/96 Origin Appendix 8 Amended 01/07/97, 01/07/98, 30/09/01, 01/06/10, 17/12/10, 01/05/2013

Name of entity

CITATION RESOURCES LIMITED

ABN

90 118 710 508

Quarter ended ("current quarter")

31 December 2014

Consolidated statement of cash flows

	Current quarter \$A'000	Year to date (6 months) \$A'000
Cash flows related to operating activities		
1.1 Receipts from product sales and related debtors	648	1,773
1.2 Payments for (a) exploration & evaluation	(162)	(1,257)
(b) development	-	(100)
(c) production	(600)	(1,489)
(d) administration	(283)	(765)
1.3 Dividends received	-	-
1.4 Interest and other items of a similar nature received	1	5
1.5 Interest and other costs of finance paid	-	-
1.6 Income taxes paid	-	-
1.7 Other (provide details if material)	-	-
Net Operating Cash Flows	(396)	(1,833)
Cash flows related to investing activities		
1.8 Payment for purchases of: (a) prospects	-	-
(b) equity investments	-	-
(c) other fixed assets	-	-
1.9 Proceeds from sale of: (a) prospects	-	-
(b) equity investments	-	-
(c) other fixed assets	-	-
1.10 Loans to other entities	-	-
1.11 Loans repaid by other entities	-	-
1.12 Other (provide details if material)	-	-
Net investing cash flows	-	-
1.13 Total operating and investing cash flows (carried forward)	(396)	(1,833)

Appendix 5B
Mining exploration entity and oil and gas exploration entity quarterly report

1.13	Total operating and investing cash flows (brought forward)	(396)	(1,833)
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares, options, etc.	-	-
1.15	Proceeds from sale of forfeited shares	-	-
1.16	Proceeds from borrowings	-	-
1.17	Repayment of borrowings	-	(200)
1.18	Dividends paid	-	-
1.19	Other (provide details if material)	-	-
	Net financing cash flows	-	(200)
	Net increase (decrease) in cash held	(396)	(2,033)
1.20	Cash at beginning of quarter/year to date	469	2,106
1.21	Exchange rate adjustments to item 1.20	-	-
1.22	Cash at end of quarter	73	73

Payments to directors of the entity, associates of the directors, related entities of the entity and associates of the related entities

		Current quarter \$A'000
1.23	Aggregate amount of payments to the parties included in item 1.2	-
1.24	Aggregate amount of loans to the parties included in item 1.10	-

1.25 Explanation necessary for an understanding of the transactions

Non-cash financing and investing activities

2.1 Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows

Nil

2.2 Details of outlays made by other entities to establish or increase their share in projects in which the reporting entity has an interest

Nil

Appendix 5B

Mining exploration entity and oil and gas exploration entity quarterly report

Financing facilities available

Add notes as necessary for an understanding of the position.

	Amount available \$A'000	Amount used \$A'000
3.1 Loan facilities	1,800	1,500
3.2 Credit standby arrangements	-	-

Estimated cash outflows for next quarter

	\$A'000
4.1 Exploration and evaluation	250
4.2 Development	-
4.3 Production	500
4.4 Administration	250
Total	1,000

Reconciliation of cash

Reconciliation of cash at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows.	Current quarter \$A'000	Previous quarter \$A'000
5.1 Cash on hand and at bank	73	434
5.2 Deposits at call	-	35
5.3 Bank overdraft	-	-
5.4 Other (provide details)	-	-
Total: cash at end of quarter (item 1.22)	73	469

Appendix 5B

Mining exploration entity and oil and gas exploration entity quarterly report

Changes in interests in mining tenements and petroleum tenements

	Tenement reference and location	Nature of interest (note (2))	Interest at beginning of quarter	Interest at end of quarter
6.1	Interests in mining tenements and petroleum tenements relinquished, reduced or lapsed	N/A	N/A	N/A
6.2	Interests in mining tenements and petroleum tenements acquired or increased	N/A	N/A	N/A

Issued and quoted securities at end of current quarter

Description includes rate of interest and any redemption or conversion rights together with prices and dates.

	Total number	Number quoted	Issue price per security (see note 3) (cents)	Amount paid up per security (see note 3) (cents)
7.1	Preference securities <i>(description)</i>			
7.2	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions			
7.3	+Ordinary securities	1,449,665,067	1,449,665,067	
7.4	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs	60,000,000 n/a	60,000,000 n/a	n/a n/a

Appendix 5B
Mining exploration entity and oil and gas exploration entity quarterly report

7.5	*Convertible debt securities <i>(description)</i>				
7.6	Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted				
7.7	Options <i>(description and conversion factor)</i>	491,214,750 8,750,000	482,464,750	Exercise Price \$0.04 \$0.015	Expiry Date 15 December 2015 17 June 2017
7.8	Issued during quarter	-	-	-	-
7.9	Exercised during quarter	-	-	-	-
7.10	Expired during quarter	-	-	-	-
7.11	Debentures <i>(totals only)</i>				
7.12	Unsecured notes <i>(totals only)</i>				

Compliance statement

- 1 This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Act or other standards acceptable to ASX (see note 5).
- 2 This statement does give a true and fair view of the matters disclosed.



Brett Mitchell
Executive Director

Date: 30 January 2015

Appendix 5B

Mining exploration entity and oil and gas exploration entity quarterly report

Notes

- 1 The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.
- 2 The "Nature of interest" (items 6.1 and 6.2) includes options in respect of interests in mining tenements and petroleum tenements acquired, exercised or lapsed during the reporting period. If the entity is involved in a joint venture agreement and there are conditions precedent which will change its percentage interest in a mining tenement or petroleum tenement, it should disclose the change of percentage interest and conditions precedent in the list required for items 6.1 and 6.2.
- 3 **Issued and quoted securities** The issue price and amount paid up is not required in items 7.1 and 7.3 for fully paid securities.
- 4 The definitions in, and provisions of, *AASB 6: Exploration for and Evaluation of Mineral Resources* and *AASB 107: Statement of Cash Flows* apply to this report.
- 5 **Accounting Standards** ASX will accept, for example, the use of International Financial Reporting Standards for foreign entities. If the standards used do not address a topic, the Australian standard on that topic (if any) must be complied with.

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Appendix 5B
Mining exploration entity and oil and gas exploration entity quarterly report

Appendix 1 – Interests in Mining and Oil & Gas Licensees Held

Tenement Reference	Location	Working Interest at Beginning of Quarter	Acquired / Disposed / Relinquished	Working Interest at End of Quarter
EPC1751 – Capella	QLD - Australia	100%	-	100%
EPC1864 – Pumpkin Hill	QLD - Australia	100%	-	100%
EPC1748 – Kumbarilla	QLD - Australia	100%	-	100%
EPC1745 – Western Creek	QLD - Australia	100%	(100%)	-%
Atzam	Guatemala	60%	-	60%
Tortugas	Guatemala	60%	-	60%

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

Name of entity

Citation Resources Ltd

ABN

90 118 710 508

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 | Fully Paid Ordinary Shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 280,000,000 Fully Paid Ordinary Shares |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully Paid Ordinary Shares |

+ 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 	<p>Yes</p>
5	Issue price or consideration	<p>Shares issued with respect to the Texas acquisition including facilitation / financing and corporate advisory services as per agreements</p>
6	<p>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>200m Fully Paid Ordinary Shares issued with respect to the Texas acquisition</p> <p>80m Fully Paid Ordinary Shares issued with respect to facilitation / financing and corporate advisory services</p>
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes</p>
6b	<p>The date the security holder resolution under rule 7.1A was passed</p>	<p>26 November 2014</p>
6c	<p>Number of +securities issued without security holder approval under rule 7.1</p>	<p>280,000,000</p>

+ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A	Nil						
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil						
6f	Number of securities issued under an exception in rule 7.2	Not applicable						
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	Not applicable						
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable						
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	See Annexure 1						
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	280m on or about 27 January 2015						
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>1,729,665,067</td> <td>Ordinary Shares</td> </tr> <tr> <td>482,464,750</td> <td>Options ex \$0.04, exp 15/12/15</td> </tr> </tbody> </table>	Number	+Class	1,729,665,067	Ordinary Shares	482,464,750	Options ex \$0.04, exp 15/12/15
Number	+Class							
1,729,665,067	Ordinary Shares							
482,464,750	Options ex \$0.04, exp 15/12/15							

+ See chapter 19 for defined terms.

	Number	+Class
9	8,750,000	Unlisted Options ex \$0.015, exp 17/06/17
10	The Company does not have a dividend policy	

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	Not applicable
12	Is the issue renounceable or non-renounceable?	Not applicable
13	Ratio in which the +securities will be offered	Not applicable
14	+Class of +securities to which the offer relates	Not applicable
15	+Record date to determine entitlements	Not applicable
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable
17	Policy for deciding entitlements in relation to fractions	Not applicable
18	Names of countries in which the entity has +security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	Not applicable
19	Closing date for receipt of acceptances or renunciations	Not applicable

+ See chapter 19 for defined terms.

20	Names of any underwriters	Not applicable
21	Amount of any underwriting fee or commission	Not applicable
22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	Not applicable
25	If the issue is contingent on +security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	Not applicable
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	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable

+ See chapter 19 for defined terms.

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 (Ordinary Shares Only)

(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

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

+ See chapter 19 for defined terms.

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: Date: 30 January 2015
Company Secretary

Print name: Anthony Eastman
=====

+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	1,189,438,935
<p>Add the following:</p> <ul style="list-style-type: none"> • Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	<p>45,226,132 Ordinary Shares (as ratified by shareholders on 3 October 2014).</p> <p>150,000,000 Ordinary Shares (as ratified by shareholders on 26 November 2014)</p>
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	Nil
“A”	1,384,665,067

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	207,699,760
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	<p>65,000,000 Ordinary Shares (issued on or about 17 June 2014)</p> <p>141,533,493 Ordinary Shares (subject of this Appendix 3B)</p>
“C”	206,533,493
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	207,699,760
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	206,533,493
Total [“A” x 0.15] – “C”	1,166,267 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	1,384,665,067
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	138,466,507
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	138,466,507 Ordinary Shares (subject of this Appendix 3B)
“E”	138,466,507

+ See chapter 19 for defined terms.

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10 <i>Note: number must be same as shown in Step 2</i>	138,466,507
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	138,466,507
Total ["A" x 0.10] – "E"	Nil <i>[Note: this is the remaining placement capacity under rule 7.1A]</i>

+ See chapter 19 for defined terms.