

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, 04/03/13

Name of entity

Cooper Energy Limited

ABN

93 096 170 295

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).

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|---|---|--|
| 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 | To be issued 330,486,334 fully paid ordinary shares under the institutional component of the fully underwritten accelerated non-renounceable pro rata entitlement offer (Entitlement Offer), as detailed in Cooper Energy's ASX announcement dated 29 August 2017.

Expected to issue 125,734,189 fully paid ordinary shares pursuant to the retail component of the Entitlement Offer, as detailed in Cooper Energy's ASX announcement dated 29 August 2017. The exact number of shares to be issued under the retail component of the Entitlement Offer is to be finalised and is subject to reconciliation of shareholder entitlements and rounding. |
| 3 | Principal terms of the +securities (e.g. 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) | As per existing fully paid ordinary shares. |

4	<p>Do the ⁺securities rank equally in all respects from the ⁺issue date 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. The new shares rank equally in all respects with other fully paid ordinary shares.</p>
5	<p>Issue price or consideration</p>	<p>\$0.295 per share.</p>
6	<p>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The funds raised under the Entitlement Offer will be used to provide equity to support and supplement debt finance to be raised by the Company in relation to the Sole gas project, for liquidity and working capital and for other capital commitments and growth opportunities within the Company's portfolio of assets, as described in Cooper Energy's ASX announcement dated 29 August 2017.</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 <i>in relation to the ⁺securities the subject of this Appendix 3B</i>, 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>10 November 2016</p>
6c	<p>Number of ⁺securities issued without security holder approval under rule 7.1</p>	<p>Not applicable.</p>
6d	<p>Number of ⁺securities issued with security holder approval under rule 7.1A</p>	<p>Not applicable.</p>

6e	Number of ⁺ securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not applicable.
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	Not applicable.
7	⁺ Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	The issue date under the institutional component of the Entitlement Offer is 8 September 2017. The issue date under the retail component of the Entitlement Offer is scheduled for 26 September 2017.

8	Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the ⁺ securities in section 2 if applicable)	Number	⁺ Class
		Up to 1,596,771,830.	Fully paid ordinary shares.

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	5,300,196	Performance Rights issued under the Cooper Energy Employee Incentive Scheme approved by shareholders in November 2012.
	330,594	Performance Rights (STIP) issued under the Equity Incentive Plan approved by shareholders in November 2015.
	10,994,298	Performance Rights (LTIP) issued under the Equity Incentive Plan approved by shareholders in November 2015.
	30,118,716	Share Appreciation Rights (LTIP) issued under the Equity Incentive Plan approved by shareholders in November 2015.

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	None presently.
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Part 2 - Pro rata issue

11 Is security holder approval required?	No.
12 Is the issue renounceable or non-renounceable?	Non-renounceable.
13 Ratio in which the +securities will be offered	Two new fully paid ordinary shares for every five fully paid ordinary shares held at the record date.
14 +Class of +securities to which the offer relates	Fully paid ordinary shares.
15 +Record date to determine entitlements	7:00pm (Sydney time) on 31 August 2017.
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No.

17	Policy for deciding entitlements in relation to fractions	Any fractions arising in the calculation of entitlements will be rounded up to the nearest whole number of shares.
18	Names of countries in which the entity has security holders who will not be sent new offer documents	<p>For the institutional component of the Entitlement Offer, all countries other than Australia, New Zealand, Canada, Hong Kong, Singapore, Switzerland and the United Kingdom.</p> <p>For the retail component of the Entitlement Offer, all countries other than Australia and New Zealand.</p>
	<p>Note: Security holders must be told how their entitlements are to be dealt with.</p> <p>Cross reference: rule 7.7.</p>	
19	Closing date for receipt of acceptances or renunciations	<p>The institutional component of the Entitlement Offer closed on 30 August 2017.</p> <p>The retail component of the Entitlement Offer is scheduled to close on 19 September 2017.</p>
20	Names of any underwriters	Euroz Securities Limited and Canaccord Genuity (Australia) Limited (Underwriters).
21	Amount of any underwriting fee or commission	<p>Each of the the Underwriters will be paid its respective proportion of:</p> <ul style="list-style-type: none"> • an underwriting fee of 2.00% (excluding GST); and • a management fee of 0.75% (excluding GST), <p>of the gross proceeds raised under the institutional component of the Entitlement Offer and the retail component of the Entitlement Offer.</p> <p>Subject to the Underwriters having performed their obligations under their Underwriting Agreement with Cooper Energy, Cooper Energy may, in its absolute discretion, pay incentive fees to either or both of the Underwriters of amounts determined by Cooper Energy of up to 0.75% of gross proceeds raised under the Entitlement Offer.</p>
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 offer documents will be sent to persons entitled	<p>A retail entitlement offer booklet and entitlement and acceptance form was mailed to eligible retail shareholders on 5 September 2017.</p> <p>No prospectus is being prepared for the Entitlement Offer. An Investor Presentation was provided to ASX on Tuesday, 29 August 2017.</p>
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.
32	How do security holders dispose of their entitlements (except by sale through a broker)?	Not applicable.
33	+Issue date	<p>The issue date under the institutional component of the Entitlement Offer is 8 September 2017.</p> <p>The issue date under the retail component of the Entitlement Offer is scheduled for 26 September 2017.</p>

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

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 +issue date 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

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another ⁺security, clearly identify that other ⁺security)

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42 Number and ⁺class of all ⁺securities quoted on ASX (*including* the ⁺securities in clause 38)

Number	⁺ Class

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 is not available now, we 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)

Date: 7 September 2017

Print name: Alison Evans

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+ See chapter 19 for defined terms.