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26 August 2003

Australian Stock Exchange Limited

ELS152004

Company Announcements Office

Electronic Lodgement System

Dear Sir / Madam

PLACEMENT OF SHARES TO RAISE \$1.68M

REDEEMABLE CONVERTIBLE NOTE ISSUE TO RAISE \$1M

Cooper Energy NL advises a placement of 14,000,000 fully paid ordinary shares in the Company to investors at 12 cents per share to raise \$1,680,000 for working capital and to fund the Company's 2003-2004 exploration and oil-field development program which has already included the Christies-1 discovery. The placement has been made to institutional, sophisticated or professional investors pursuant to section 708(8) and section 708(11) of the Corporations Act 2001 (Cth).

The placement will be subject to shareholder approval. Full details of the placement will be included in meeting materials to be despatched to shareholders shortly. An Appendix 3B is attached.

In conjunction with the placement of shares, the Company has completed a \$1 million redeemable convertible note issue for working capital and to fund the Company's 2003-2004 exploration and oil-field development program. The convertible note issue has been made to institutional, sophisticated or professional investors pursuant to section 708(8) and section 708(11) of the Corporations Act 2001 (Cth).

The terms of the unlisted convertible notes are included in an attachment to this release. Principal terms of the convertible notes include a face value of \$50,000 per note, a three year term, a coupon rate of 10% payable six monthly in arrears, an option for the Company and the note holder to redeem subject to certain conditions and a floor conversion price of five cents. The maximum number of shares which may be issued on conversion is 20,000,000 fully paid ordinary shares.

The convertible note issue will be subject to shareholder approval. Full details of the convertible note issue will be included in meeting materials to be despatched to shareholders shortly.

For further information please contact Mr Greg Hancock or Mr Rob Kirtlan on 08-9335 2155.

Yours faithfully,
COOPER ENERGY NL

Mr G Hancock
CHAIRMAN

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 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.

Name of entity

COOPER ENERGY NL

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).

- | | | |
|---|--|---|
| 1 | +Class of +securities issued or to be issued | 1. Fully paid ordinary shares
2. Redeemable convertible note issue |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 1. 14,000,000
2. 20,000,000 (maximum if converted) |
| 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) | 1. N/A
2. Principal terms as per Attachment A |

+ See chapter 19 for defined terms.

<p>4 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>1. Yes</p> <p>2. Ordinary shares issued on conversion of redeemable convertible note will rank equally in all respects with existing ordinary shares</p>						
<p>5 Issue price or consideration</p>	<p>1. Issue price - 12 cents per share</p> <p>2. Consideration - \$50,000 per note</p>						
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>For working capital requirements and to fund the Company's 2003-2004 exploration and oil-field development program.</p>						
<p>7 Dates of entering ⁺securities into uncertificated holdings or despatch of certificates</p>	<p>To be advised</p>						
<p>8 Number and ⁺class of all ⁺securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left; padding: 2px;">Number</th> <th style="text-align: left; padding: 2px;">⁺Class</th> </tr> </thead> <tbody> <tr> <td style="padding: 2px;">68,545,003</td> <td style="padding: 2px;">Fully paid ordinary Shares</td> </tr> <tr> <td style="padding: 2px;">50,000,000</td> <td style="padding: 2px;">Options expiring 31/03/04 at 20 cents</td> </tr> </tbody> </table>	Number	⁺ Class	68,545,003	Fully paid ordinary Shares	50,000,000	Options expiring 31/03/04 at 20 cents
Number	⁺ Class						
68,545,003	Fully paid ordinary Shares						
50,000,000	Options expiring 31/03/04 at 20 cents						

⁺ See chapter 19 for defined terms.

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	16,455,000	Ordinary fully paid shares subject to ASX restrictions until 13 March 2004 Unlisted options Redeemable convertible notes at \$50,000 face value
	4,500,000	
	20	

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?

12 Is the issue renounceable or non-renounceable?

13 Ratio in which the +securities will be offered

14 +Class of +securities to which the offer relates

15 +Record date to determine entitlements

16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?

17 Policy for deciding entitlements in relation to fractions

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.

19 Closing date for receipt of acceptances or renunciations

+ See chapter 19 for defined terms.

-
- | | | |
|----|---|--|
| 20 | Names of any underwriters | |
| 21 | Amount of any underwriting fee or commission | |
| 22 | Names of any brokers to the issue | |
| 23 | Fee or commission payable to the broker to the issue | |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders | |
| 25 | If the issue is contingent on +security holders' approval, the date of the meeting | |
| 26 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled | |
| 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 | |
| 28 | Date rights trading will begin (if applicable) | |
| 29 | Date rights trading will end (if applicable) | |
| 30 | How do +security holders sell their entitlements <i>in full</i> through a broker? | |
| 31 | How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? | |

+ 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
- (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.

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 date of allotment
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)

	Number	+Class
42 Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 38)		

+ 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.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided 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.

Attachment A
Cooper Energy NL

ABN 93 096 170 295

Redeemable Convertible Note Issue

The principal terms of the Redeemable Convertible Notes as summarised from the Conditions are as follows:

- (a) each Redeemable Convertible Note has a face value of \$50,000;
- (b) the term of each Redeemable Convertible Note is 3 years;
- (c) each Redeemable Convertible Note attracts interest at a rate of 10% per annum payable every 6 months in arrears;
- (d) every 6 months, the Company may at its election, redeem up to 50% of the face value of each Redeemable Convertible Note. Each Redeemable Convertible Note is subject to one redemption by the Company only. Upon redemption, a new certificate will be issued reflecting the reduction in the Redeemable Convertible Note's face value;
- (e) every 6 months ("Semi-Annual Anniversary Date"), the Noteholder can convert 50% of the face value of each Redeemable Convertible Note into Shares in accordance with the formula set out in paragraph (f) below. The Noteholder has one conversion per Redeemable Convertible Note only at 50% of the face value of the Redeemable Convertible Note except, on the final Semi-Annual Anniversary Date only, provided the Company has not exercised its redemption right as set out in paragraph (d) above and provided the Noteholder has not exercised its conversion right as set out in this paragraph (e), then the Noteholder may convert each Redeemable Convertible Note at its full face value;
- (f) the number of Shares which the Company must issue to the Noteholder on conversion of Redeemable Convertible Notes is determined in accordance with the following formula:

$$NS = FV/SCP$$

where:

NS = the number of Shares to be issued;

FV = the face value of all the Redeemable Convertible Notes being converted; and

SCP =

\$0.05; or

a 10% discount to the average weighted market price of the Shares calculated over the last 14 days prior to the date of conversion,

whichever is the higher;

-
- (g) in the event of a reorganisation of capital, the Redeemable Convertible Notes will be reorganised in a manner consistent with the Listing Rules;
 - (h) Redeemable Convertible Notes will not be listed for quotation on any stock exchange. If the Company is listed on ASX at the time Shares are issued on conversion of Redeemable Convertible Notes, the Company will apply to ASX for official quotation of the Shares issued within 10 business days of the date of issue;
 - (i) Redeemable Convertible Notes are non-transferrable for the first 12 months from the date of their issue. A Noteholder may transfer any of its Redeemable Convertible Notes after that date;
 - (j) so long as any Redeemable Convertible Notes are outstanding, the Company must:

execute and do all things necessary to give effect to the Redeemable Convertible Notes, the Conditions and confer the full benefit of them on the Noteholders; and

carry on and conduct its business in a proper and efficient manner; and the Company must give the Noteholders a copy of its financial year report.