

7 November 2011

Manager of Company Announcements
ASX Limited
Level 6, 20 Bridge Street
SYDNEY NSW 2000

By E-Lodgement

APPENDIX 3B – PERFORMANCE RIGHTS

Please find attached an Appendix 3B in respect to the issue of 27,000,000 Unlisted Performance Rights under the Company's Performance Rights Plan.

Yours faithfully

Matthew Allen
Chief Financial Officer

OTTO AT A GLANCE

- ASX-listed oil and gas company with significant growth potential.
- Production from Galoc Oil Field provides cash flow.
- First operated exploration well in Philippines in Q2 2011.
- Opportunity rich with substantial exploration prospects and leads in Palawan and Visayan basins.

COMPANY OFFICERS

Rick Crabb	Chairman
Ian Macliver	Director
Rufino Bomasang	Director
John Jetter	Director
Ian Boserio	Director
Gregor McNab	CEO
Matthew Allen	CFO/Coy Secretary

Contact:
Matthew Allen
Chief Financial Officer
+61 8 6467 8800
info@ottoenergy.com

Media:
Dudley White / Victoria Hunt
MAGNUS Investor Relations + Corporate Communication
+61 2 8999 1010
dwhite@magnus.net.au / vhunt@magnus.net.au

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

Otto Energy Limited

ABN

56 107 555 046

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 | Unlisted Performance Rights |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 27,000,000 Unlisted Performance Rights |

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)	<table border="1"> <thead> <tr> <th colspan="2">Unlisted Performance Rights</th></tr> </thead> <tbody> <tr> <td>4,000,000</td><td>Unlisted Performance Rights (measurement date 31/3/2013 expiry 31/12/2014)</td></tr> <tr> <td>4,000,000</td><td>Unlisted Performance Rights (measurement date 30/9/2013 expiry 31 December 2014)</td></tr> <tr> <td>4,000,000</td><td>Unlisted Performance Rights (measurement date 30/9/2014 expiry 31 December 2014)</td></tr> <tr> <td>5,000,000</td><td>Unlisted Performance Rights (measurement date 1/4/2013 expiry 1 April 2014)</td></tr> <tr> <td>5,000,000</td><td>Unlisted Performance Rights (measurement date 1/11/2013 expiry 1 November 2014)</td></tr> <tr> <td>5,000,000</td><td>Unlisted Performance Rights (measurement date 1/4/2014 expiry 1 April 2015)</td></tr> </tbody> </table>	Unlisted Performance Rights		4,000,000	Unlisted Performance Rights (measurement date 31/3/2013 expiry 31/12/2014)	4,000,000	Unlisted Performance Rights (measurement date 30/9/2013 expiry 31 December 2014)	4,000,000	Unlisted Performance Rights (measurement date 30/9/2014 expiry 31 December 2014)	5,000,000	Unlisted Performance Rights (measurement date 1/4/2013 expiry 1 April 2014)	5,000,000	Unlisted Performance Rights (measurement date 1/11/2013 expiry 1 November 2014)	5,000,000	Unlisted Performance Rights (measurement date 1/4/2014 expiry 1 April 2015)
Unlisted Performance Rights															
4,000,000	Unlisted Performance Rights (measurement date 31/3/2013 expiry 31/12/2014)														
4,000,000	Unlisted Performance Rights (measurement date 30/9/2013 expiry 31 December 2014)														
4,000,000	Unlisted Performance Rights (measurement date 30/9/2014 expiry 31 December 2014)														
5,000,000	Unlisted Performance Rights (measurement date 1/4/2013 expiry 1 April 2014)														
5,000,000	Unlisted Performance Rights (measurement date 1/11/2013 expiry 1 November 2014)														
5,000,000	Unlisted Performance Rights (measurement date 1/4/2014 expiry 1 April 2015)														
4 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	The plan will rank equally on the conversion of these securities into shares.														
5 Issue price or consideration	The plan options were issued for nil cash consideration pursuant to the Company's Performance Rights Plan.														
6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	See 5 above														

+ See chapter 19 for defined terms.

7	Dates of entering ⁺ securities into uncertificated holdings or despatch of certificates	7 November 2011
---	--	-----------------

8	Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the securities in clause 2 if applicable)	Number	⁺ Class		
		1,138,290,071	Ordinary Shares	Fully Paid	

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (<i>including</i> the securities in clause 2 if applicable)	Number	⁺ Class
		1,500,000	Unlisted Plan Options (35 cents, 10 April 2012)
		2,500,000	Unlisted Plan Options (60 cents, 1 August 2012)
		4,000,000	Unlisted Plan Options (12 cents, 8 Sept 2012)
		1,000,000	Unlisted Plan Options (12 cents, 19 January 2013)
		5,500,000	Unlisted Plan Options (12 cents, 16 February 2013)
		3,000,000	Unlisted Plan Options (12 cents, 11 August 2013)
		13,000,000	Unlisted Plan Options (12 cents, 26 November 2013)
		6,000,000	Unlisted Director Options (12.5 cents, 30 November 2013)
		1,250,000	Unlisted Plan Options (12 cents, 13 October 2014)

Number	+Class
4,000,000	Unlisted Performance Rights (Expiry Date 31/12/2014)
4,000,000	Unlisted Performance Rights (Expiry Date 31/12/2014)
4,000,000	Unlisted Performance Rights (Expiry Date 31/12/2014)
5,000,000	Unlisted Performance Rights (Expiry Date 1/4/2014)
5,000,000	Unlisted Performance Rights (Expiry Date 1/11/2014)
5,000,000	Unlisted Performance Rights (Expiry Date 1/4/2015)

- | | | |
|----|--|---|
| 10 | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) | Ordinary Fully Paid Shares participation available from the date of issue |
|----|--|---|

Part 2 - Bonus issue or pro rata issue – N/A

- | | | |
|----|--|--|
| 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 | |

+ See chapter 19 for defined terms.

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	
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 *part* of their entitlements through a broker and accept for the balance?
- 32 How do ⁺security holders dispose of their entitlements (except by sale through a broker)?
- 33 ⁺Despatch date

Part 3 - Quotation of securities – N/A

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)					
42	Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 38)	<table border="1"><thead><tr><th>Number</th><th>+Class</th></tr></thead><tbody><tr><td></td><td></td></tr></tbody></table>	Number	+Class		
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 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: 7 November 2011

Company secretary

Print name:

Matthew Allen

== == == == ==

+ See chapter 19 for defined terms.