

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

Senex Energy Limited

ABN

50 008 942 827

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 | <ul style="list-style-type: none"> • fully paid ordinary shares • contingent performance rights under Senex Employee Performance Rights Plan |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <p>1,998,567 shares, comprising;</p> <ul style="list-style-type: none"> • 763,093 shares issued for 763,093 contingent performance rights granted for earlier periods that have vested, and • 1,235,474 shares issued for 1,235,474 performance rights that vested on grant <p>2,470,890 contingent performance rights, comprising:</p> <ul style="list-style-type: none"> • 1,235,474 performance rights that vested on grant • 1,235,416 contingent performance rights granted subject to vesting |
| 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) | <ul style="list-style-type: none"> • The terms of fully paid ordinary Senex shares are set out in the Company's constitution • Annexure B to this announcement is a summary of the Senex Employee Performance Rights Plan |

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

- Yes – shares issued as a result of the vesting of contingent performance rights rank equally in all respects from the date of allotment with existing quoted ordinary shares.
- No – contingent performance rights are not quoted securities and do not rank equally with ordinary shares or any other class of quoted securities. Neither the status of participant in the Plan nor the grant of rights confers a right to vote, a right to receive dividends, or any other rights of a shareholder. A participant only acquires the rights of a shareholder if shares are issued or transferred to the participant, and only has those rights in respect of shares that the participant holds. Shares issued or transferred to a participant upon vesting of contingent performance rights will rank equally from the date of allotment with other ordinary shares.

+ See chapter 19 for defined terms.

5 Issue price or consideration

The Company issued 1,998,567 shares to Senex Energy Employee Share Trust for the vesting of:

1. 233,333 contingent performance rights granted to three senior employees of the Company for the financial year ended 30 June 2011;
2. 529,760 contingent performance rights granted to three senior employees of the Company for the financial year ended 30 June 2012; and
3. 1,235,474 vested performance rights granted on 30 September 2013 to 126 employees of the Company in recognition of their performance in the financial year ended 30 June 2013.

The performance rights were granted to Company employees under the Senex Employee Performance Rights Plan to incentivise and reward their performance and retain their services over the medium to long term. The employees were entitled to receive one share in the Company without payment for each right that vested.

The Company granted 2,470,890 contingent performance rights to 126 employees on 30 September 2013, of which:

- 1,235,474 performance rights vested on grant; and
- 1,235,416 performance rights are subject to vesting on 1 July 2015.

Following these movements, there are:

- no remaining performance rights granted to employees for the financial year ended 30 June 2011
- 901,940 remaining contingent performance rights granted to employees for the financial year ended 30 June 2012 subject to vesting conditions
- 200,000 remaining contingent performance rights granted to an employee for the financial year ended 30 June 2013 subject to vesting conditions
- 5,436,103 remaining contingent performance rights granted to employees for the financial year ended 30 June 2013 subject to performance conditions and vesting conditions
- 1,235,416 remaining contingent performance rights granted to employees for the financial year ended 30 June 2013 subject to vesting on 1 July 2015

6 Purpose of the issue
(If issued as consideration for the acquisition of assets, clearly identify those assets)

See paragraph 5 above.

6a	Is the entity an ⁺ eligible entity that has obtained security holder approval under rule 7.1A?	not applicable If Yes, complete sections 6b – 6h in relation to the ⁺ securities the subject of this Appendix 3B, and comply with section 6i
6b	The date the security holder resolution under rule 7.1A was passed	not applicable
6c	Number of ⁺ securities issued without security holder approval under rule 7.1	not applicable
6d	Number of ⁺ securities issued with security holder approval under rule 7.1A	not applicable
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	Dates of entering ⁺ securities into uncertificated holdings or despatch of certificates	<ul style="list-style-type: none"> • 1,998,567 shares issued 30 September 2013 • 2,470,890 contingent performance rights, granted and issued 30 September 2013

+ See chapter 19 for defined terms.

	Number	+Class
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	1,144,008,917 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)	1,410,000 options @ \$0.37 expiry 30 June 2014
		1,000,000 options @ \$0.255 expiry 2 February 2014
		1,200,000 options @ \$0.255 expiry 9 September 2015
		800,000 options @ \$0.255 expiry 19 July 2016
		1,000,000 options @ \$0.255 expiry 19 July 2017
		1,000,000 options @ \$0.255 expiry 19 July 2018
		667,000 options @ \$0.40 expiry 1 July 2014
		667,000 options @ \$0.40 expiry 1 July 2015
		666,000 options @ \$0.40 expiry 1 July 2016
		8,410,000 options in total ----- options to subscribe for fully paid ordinary shares -----
	7,773,459 rights contingent performance rights under Senex Employee Performance Rights Plan still subject to vesting conditions.	

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The company has not yet established 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 <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	not applicable
19	Closing date for receipt of acceptances or renunciations	not applicable
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

+ See chapter 19 for defined terms.

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	+Despatch date	not applicable

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

Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

not applicable

39 Class of +securities for which quotation is sought

not applicable

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

not applicable

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)

not applicable

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)	not applicable	

+ 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 September 2013

Company Secretary

Print name:

Francis Leo Connolly

== == == == ==

+ 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	1,139,734,837
Add the following: <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> 	<div style="display: flex; flex-direction: column; gap: 10px;"> <div style="display: flex; justify-content: space-between;">4,274,080</div> <div style="display: flex; justify-content: space-between;">zero</div> <div style="display: flex; justify-content: space-between;">zero</div> </div>
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	zero
“A”	1,144,008,917

+ 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	171,601,338
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> 	zero
“C”	zero
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>	171,601,338
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	zero
Total [“A” x 0.15] – “C”	171,601,338 <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>	not applicable
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	not applicable
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 Notes: <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> 	not applicable
“E”	not applicable

+ 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>	not applicable
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	not applicable
Total [“A” x 0.10] – “E”	not applicable <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.

Appendix 3B – Annexure 2

Summary of Senex Employee Performance Rights Plan

What is a Performance Right?

A Performance Right is a right granted to an eligible employee of Senex Energy Limited (**Senex**) or any Senex subsidiary (**Senex Group**) under the Senex Employee Performance Rights Plan (**Plan**). Each Right confers on the employee an entitlement to receive a share in the Company on the **Vesting Date** for that Right, provided each **Performance Condition** for that Right is satisfied on the **Testing Date** for that Performance Condition. The employee is not required to pay for the grant of Rights, and for each Right that vests the employee is entitled to receive one share in the Company without payment.

Grant of Performance Rights

Under the Plan Rules the Company may grant Rights to an employee or the employee's associate. If an employee or their associate is granted Rights they become a participant in the Plan (**Participant**).

Grant Certificate

The Company provides a Grant Certificate for each grant of Rights, setting out the number of Performance Rights granted to the Participant, the Performance Condition (if any) applicable to each Component of those Rights, and the Vesting Date applicable to each Tranche of those Rights.

No shareholder rights

Neither the status of Participant in the Plan nor the grant of Rights confers a right to vote, a right to receive dividends, or any other rights of a shareholder. A Participant only acquires the rights of a shareholder if Company shares are transferred to the Participant, and only has those rights in respect of shares that the Participant holds. Where the shares are transferred to an employee share trust to be held on behalf of the Participant, the trustee exercises those shareholder rights as the Participant directs.

Performance Year

Rights are granted for a particular performance year. Each performance year commences 1 July and ends 30 June the following year (**Performance Year**). Rights for a particular Performance Year are normally granted at the commencement (ie on 1 July) of that Performance Year, but may be granted at any time during the Performance Year (**Grant Date**).

+ See chapter 19 for defined terms.

Vesting

A Right confers an entitlement to receive a Share upon vesting. The Vesting Date for each Tranche of Rights is specified in the Grant Certificate for those Rights.

A Right vests if:

- each Performance Condition (if any) applicable to that Right is fulfilled on the Testing Date for that Performance Condition, and
- the employee is still an employee of group on the Vesting Date for that Right (**Vesting Condition**).

Performance Conditions, Performance Period, Testing Date, Vesting Date

Each Grant Certificate for Rights specifies the Performance Condition (if any) applicable to each Component of those Rights, the Performance Period in respect of which each Performance Condition must be satisfied, the Testing Date for each Performance Condition, and the Vesting Date for each Tranche of those Rights.

Components

Each grant of Rights may have more than one **Component**, with each component being subject to satisfaction of a different Performance Condition.

Tranches

Each Component of Rights may have more than one **Tranche**, with each Tranche vesting at a different Vesting Date.

Rights vest if:

- the Performance Condition (if any) applicable to that Component of Rights is fulfilled on the Testing Date for that Performance Condition, and
- the employee is still an employee of group on the Vesting Date for that Tranche of the Rights.

Lapse of Performance Rights

A Participant's Rights generally lapse if the employee ceases to be an employee of Senex Group, if a Performance Condition applicable to those Rights is not satisfied or if the Board lapses the Rights (the Board may only do this in certain circumstances).

If a Right lapses, it is immediately cancelled and is not capable of vesting.

Vesting of Performance Rights

At the end of each applicable Performance Period the Board determines whether, and to what extent, the Performance Condition is satisfied. If the Performance Condition is satisfied, and a Component of Rights vests on the applicable Vesting Date, the Shares to which the Participant is entitled will be transferred to an employee share trust to hold

+ See chapter 19 for defined terms.

on their behalf within 30 days following the Vesting Date. The employee must be an employee of Senex Group on the Vesting Date to be eligible to receive the Shares, even if the Performance Condition is satisfied.

Any Right for which a Performance Condition is not satisfied on the Testing Date will immediately lapse.

Change of Control and corporate events

If a Change of Control occurs (for example, a takeover):

- A. Rights granted before 26 August 2013 will immediately Vest at the time Change of Control occurs.
- B. Rights granted on or after 26 August 2013 will Vest on the following basis at the time Change of Control occurs:
 - (a) all unvested Rights that are subject only to a Vesting Condition will immediately vest at the time the Change of Control occurs;
 - (b) all unvested Rights that are subject to a Performance Condition other than a Vesting Condition will be tested under Test #1 and Test #2 at the time the Change of Control occurs.
 - (c) for each Participant:
 - (i) the number of their unvested Rights that satisfy Test #1 or the number of their unvested Rights that satisfy Test #2 (whichever the greater) will immediately vest at the time the Change of Control occurs;
 - (ii) the number of their unvested Rights that fail to satisfy Test #1 or the number of their unvested Rights that fail to satisfy Test #2 (whichever the lesser) will lapse one month after the Change of Control occurs; and
 - (iii) the Board may exercise an overriding discretion to vest or increase vesting of unvested Rights at the time the Change of Control occurs.
 - (d) Test #1:
 - (i) the number of Rights eligible to vest is reduced pro rata to the extent of the Performance Period elapsed (reduced period); and
 - (ii) the performance hurdle against which performance over the reduced period is tested is reduced in the same proportion.
 - (e) Test #2:
 - (i) the number of Rights eligible to vest is reduced pro rata to the extent to which the original performance hurdle is achieved, regardless of the extent of the Performance Period elapsed.

However, no immediate vesting will occur if the Change of Control does not involve a significant change in the identity of the ultimate shareholders of the Company.

+ See chapter 19 for defined terms.

If the Company has a bonus issue, rights issue or a reconstruction, the Board will determine whether any amendments are required to the Rights.

Amendment

The Board may amend the Plan at any time. However, any change that is prejudicial to the rights of Participants requires Participant consent.

== == == == ==

+ See chapter 19 for defined terms.