



RETAIL OFFER BOOKLET

Cooper Energy Limited
ACN 096 170 295

1-for-2 accelerated non-renounceable pro rata entitlement offer of fully paid ordinary shares at \$0.285 per new share

The Entitlement Offer is fully underwritten

Retail Entitlement Offer closes at 5.00pm (Sydney time) on 15 November 2016.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

This is an important document which is accompanied by a personalised Entitlement and Acceptance Form and both documents should be read in their entirety.

If you have any questions please contact your professional adviser or the Cooper Energy Shareholder Information Line on 1300 655 248 (within Australia) or +61 3 9415 4887 (outside Australia) from 8.30am to 5.00pm (Sydney time) Monday to Friday (excluding public holidays) during the Retail Entitlement Offer Period.

IMPORTANT NOTICES

This Retail Offer Booklet has been prepared by Cooper Energy Limited ABN 93 096 170 295 and is dated 26 October 2016. Capitalised terms in this section have the meaning given to them in this Retail Offer Booklet.

The Retail Entitlement Offer is made in accordance with section 708AA of the Corporations Act (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84). This Retail Offer Booklet does not contain all of the information which an investor may require to make an informed investment decision. The information in this Retail Offer Booklet does not constitute financial product advice and does not take into account your investment objectives, financial situation or particular needs.

This Retail Offer Booklet should be read in its entirety before you decide to participate in the Retail Entitlement Offer. This Retail Offer Booklet is not a prospectus or other disclosure document under the Corporations Act and has not been lodged with ASIC.

By returning an Entitlement and Acceptance Form or otherwise paying for your New Shares through BPay® in accordance with the instructions on the Entitlement and Acceptance Form, you acknowledge that you have read this Retail Offer Booklet and you have acted in accordance with and agree to the terms of the Retail Entitlement Offer detailed in this Retail Offer Booklet.

No overseas offering

This Retail Offer Booklet and the accompanying Entitlement and Acceptance Form do not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. In particular, this Retail Offer Booklet does not constitute an offer to Ineligible Retail Shareholders and may not be distributed in the United States and the New Shares may not be offered or sold, directly or indirectly, to persons in the United States.

This Retail Offer Booklet is not to be distributed in, and no offer of New Shares is to be made, in countries other than Australia and New Zealand.

No action has been taken to register or qualify the Retail Entitlement Offer, the Entitlements or the New Shares, or otherwise permit the public offering of the New Shares, in any jurisdiction other than Australia and New Zealand.

The distribution of this Retail Offer Booklet (including an electronic copy) outside Australia and New Zealand, is restricted by law. If you come into possession of the information in this booklet, you should observe such restrictions and should seek your own advice on such restrictions. Any non-compliance with these restrictions may contravene applicable securities laws.

Foreign exchange control restrictions or restrictions on remitting funds from your country to Australia may apply. Your Application for New Shares is subject to all requisite authorities and clearances being obtained for Cooper Energy to lawfully receive your Application Monies.

New Zealand

The New Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of Cooper Energy with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the transitional provisions of the Financial Markets Conduct Act 2013 (New Zealand) and the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand).

This document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (New Zealand). This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

United States disclaimer

None of the information in this Retail Offer Booklet or the Entitlement and Acceptance Form that will accompany this booklet when it is despatched to Eligible Retail Shareholders constitutes an offer to sell, or the solicitation of an offer to buy, any securities in the United States. Neither this booklet (or any part of it), the accompanying ASX announcements nor the Entitlement and Acceptance Form when that is to be made available, may be released or distributed directly or indirectly, to persons in the United States.

The New Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States. The Entitlements may not be taken up by persons in the United States or by persons (including nominees or custodians) who are acting for the account or benefit of a person in the United States, and the New Shares may not be offered, sold or resold in the United States or to, or for the account or benefit of, a person in the United States except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act and applicable securities laws of any state or other jurisdiction in the United States.

Definitions and time

Defined terms used in this Retail Offer Booklet are contained in Section 8. All references to time are to the time in Sydney (Australia), unless otherwise indicated.

Foreign exchange

All references to '\$' are AUD unless otherwise noted.

Taxation

There will be tax implications associated with participating in the Retail Entitlement Offer and receiving New Shares. Section 7 provides for a general guide to the Australian income tax, GST and stamp duty implications of the Retail Entitlement Offer for Eligible Retail Shareholders. The guide does not take account of the individual circumstances of particular Eligible Retail Shareholders and does not constitute tax advice. Cooper Energy recommends that you consult your professional tax adviser in connection with the Retail Entitlement Offer.

Privacy

Cooper Energy collects information about each Applicant provided on an Entitlement and Acceptance Form for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's shareholding in Cooper Energy.

By submitting an Entitlement and Acceptance Form, you will be providing personal information to Cooper Energy (directly or through the Share Registry). Cooper Energy collects, holds and will use that information to assess your Application. Cooper Energy collects your personal information to process and administer your shareholding in Cooper Energy and to provide related services to you. Cooper Energy may disclose your personal information for purposes related to your shareholding in Cooper Energy, including to the Share Registry, Cooper Energy's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory bodies. You can obtain access to personal information that Cooper Energy holds about you. To make a request for access to your personal information held by (or on behalf of) Cooper Energy, please contact Cooper Energy through the Share Registry.

Governing law

This Retail Offer Booklet, the Retail Entitlement Offer and the contracts formed on acceptance of the Applications are governed by the law of South Australia, Australia.

No representations

No person is authorised to give any information or to make any representation in connection with the Retail Entitlement Offer which is not contained in this Retail Offer Booklet. Any information or representation in connection with the Retail Entitlement Offer not contained in the Retail Offer Booklet may not be relied upon as having been authorised by Cooper Energy or any of its officers.

Past performance

Investors should note that Cooper Energy's past performance, including past share price performance, cannot be relied upon as an indicator of (and provides no guidance as to) Cooper Energy's future performance including Cooper Energy's future financial position or share price performance.

Future performance

This Retail Offer Booklet contains certain forward-looking statements with respect to the financial condition, results of operations, projects and business of Cooper Energy and certain plans and objectives of the management of Cooper Energy. These forward-looking statements involve known and unknown risks, uncertainties and other factors which are subject to change without notice, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct.

Forward-looking statements are provided as a general guide only and there can be no assurance that actual outcomes will not differ materially from these statements. Neither Cooper Energy, nor any other person, gives any representation, warranty, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statement will actually occur. In particular, such forward-looking statements are subject to significant uncertainties and contingencies, many of which are outside the control of Cooper Energy. A number of important factors could cause actual results or performance to differ materially from the forward looking statements. Applicants should consider the forward looking statements contained in this Retail Offer Booklet in light of those disclosures. Except as required by law or regulation (including ASX Listing Rules), Cooper Energy undertakes no obligation to provide any additional or updated information whether as a result of new information, future events or results or otherwise.

Risks

Refer to the Appendices section of the Investor Presentation included in Section 5 of this Retail Offer Booklet for a summary of general and specific risk factors that may affect Cooper Energy.

Trading New Shares

Cooper Energy will have no responsibility and disclaims all liability (to the maximum extent permitted by law) to persons who trade New Shares they believe will be issued to them before they receive their holding statements, whether on the basis of confirmation of the allocation provided by Cooper Energy or the Share Registry or otherwise, or who otherwise trade or purport to trade New Shares in error or which they do not hold or are not entitled to.

If you are in any doubt, as to these matters you should first consult with your stockbroker, solicitor, accountant or other professional adviser.

Contents

1	Key dates for the Retail Entitlement Offer	4
2	Letter from the Chairman	5
3	Summary of options available to you	8
4	How to apply	9
5	ASX Announcement and Investor Presentation	17
6	Additional information	18
7	Australian taxation considerations	23
8	Glossary	25

1 Key dates for the Retail Entitlement Offer

Event	Date
Announcement of the Entitlement Offer	Monday, 24 October 2016
Record Date for the Retail Entitlement Offer	7.00pm (Sydney time) Wednesday, 26 October 2016
Retail Entitlement Offer opens	Monday, 31 October 2016
Retail Entitlement Offer closes (Retail Closing Date)	5.00 pm (Sydney time) Tuesday, 15 November 2016
Allotment of New Shares under the Retail Entitlement Offer	Tuesday, 22 November 2016
New Shares issued under the Retail Entitlement Offer commence trading on ASX	Wednesday, 23 November 2016
Despatch to Shareholders of holding statements under the Retail Entitlement Offer	Thursday, 24 November 2016

This timetable is indicative only and subject to change without notice.

The commencement of quotation of New Shares is subject to confirmation from ASX.

Subject to the requirements of the Corporations Act, ASX Listing Rules and any other applicable laws, Cooper Energy, reserves the right to amend this timetable at any time, including extending the Retail Entitlement Offer Period or accepting late applications, either generally or in particular cases, and to withdraw the Retail Entitlement Offer, without notice. Any extension of the Retail Closing Date will have a consequential effect on the allotment date of New Shares.

Cooper Energy also reserves the right not to proceed with the Retail Entitlement Offer in whole or in part at any time prior to allotment and issue of the New Shares. In that event, the relevant Application Monies will be returned in full to Applicants (without interest).

Enquiries

If you have any questions, please call the Cooper Energy Shareholder Information Line on 1300 655 248 (within Australia) or +61 3 9415 4887 (outside Australia) from 8.30am to 5.00pm (Sydney time) Monday to Friday (excluding public holidays) during the Retail Entitlement Offer Period. Alternatively, you can access information about the Retail Entitlement Offer online at www.cooperenergy.com.au or www.asx.com.au.

2 Letter from the Chairman

26 October 2016

Dear Shareholder,

On 24 October 2016, Cooper Energy announced it had entered into binding agreements to acquire the Victorian Gas Assets of Santos Limited (**Santos**), namely a 50% interest in the Casino-Henry gas project, 50% interest in the Sole gas field (**Sole**) and 50% of the Orbest Gas Plant, 100% of the Patricia Baleen gas field and associated infrastructure and a 10% equity stake in the Minerva gas field and Minerva Gas Plant (**Minerva**) for cash consideration of up to \$82 million, comprising \$62 million paid on completion and a further \$20 million milestone payment (**Transaction**).

Cooper Energy is proposing to partially fund the Transaction by way of a 1 for 2 fully underwritten, accelerated non-renounceable pro rata entitlement offer of new fully paid ordinary shares in Cooper Energy (**New Shares**) at an offer price of \$0.285 per New Share (**Offer Price**). The offer comprises an underwritten accelerated institutional entitlement offer (**Institutional Entitlement Offer**) and an underwritten retail entitlement offer (**Retail Entitlement Offer**) (together, the **Entitlement Offer**).

On behalf of the Directors of Cooper Energy I invite you to participate in the Retail Entitlement Offer.

Details of the Transaction

The Transaction represents a transformational step in Cooper Energy's long standing gas strategy which will add producing gas operations and gas reserves in the Otway Basin and will take to 100% our interest in Sole and the Orbest Gas Plant.

The transaction offers immediate and long term benefits for your company:

- Cooper Energy will become a supplier to the south-east Australia gas market, and thereby have access to those markets for Cooper Energy's future gas developments;
- Cooper Energy's expected Australian production in the current financial year ending 30 June 2017 would be 3.9 times current expectations without the Transaction;
- revenue earned from stable long term gas contracts associated with the production from the acquired assets would diversify our revenue stream from the current total reliance on oil;
- proved and probable Australian reserves would increase by 9.1 times to 11.6 MMboe;
- owning 100% of the Sole Gas Project will make its commercialisation more straightforward especially in the important area of settling the optimal funding structure for this project. The first gas delivery date from the Sole Gas Project is expected still to be first quarter 2019, unaffected by the Transaction; and
- adding uncontracted gas reserves of 45 PJ, which are available for contracting at a time when forecast demand is higher than currently existing contracts.

We expect the Transaction will reposition Cooper Energy within the Australian oil and gas sector, elevating your company's ranking to a mid-range oil and gas producer with a strategically valuable exposure to the south-east Australia gas market.

The Transaction, which is subject to completion conditions detailed in the Investor Presentation is expected to complete in early 2017.

Further information about the Transaction is set out in the ASX Announcement and Investor Presentation lodged with ASX on 24 October 2016 and included in this Retail Offer Booklet in Section 5.

Details of the Entitlement Offer

On 24 October 2016, Cooper Energy announced its intention to raise approximately \$62.6 million through the Entitlement Offer. Subject only to settlement, the Institutional Entitlement Offer has been completed with approximately \$41.1 million being raised. An additional \$21.5 million is expected to be raised through the Retail Entitlement Offer to which this Retail Offer Booklet relates. The Retail Entitlement Offer is fully underwritten on the terms described in Section 6.5.

As noted in the second paragraph of this letter, the proceeds of the Entitlement Offer (being the Institutional Entitlement Offer plus the Retail Entitlement Offer) will be used to partially fund the Transaction.

The \$0.285 Offer Price represents a 14.9% discount to TERP¹ based on the closing price of Cooper Energy shares on 21 October 2016 (the last trading day before the Entitlement Offer was announced) and is the same price at which New Shares were issued to institutional investors under the Institutional Entitlement Offer.

If you take up your full Entitlement, you may also apply for additional New Shares in excess of your Entitlement, at the Offer Price (**Top Up Facility**). Additional New Shares will only be available where there is a shortfall between Applications received from Eligible Retail Shareholders and the number of New Shares proposed to be issued under the Retail Entitlement Offer. Cooper Energy retains the flexibility to scale back Applications for additional New Shares at its discretion (refer to Section 4 of this Retail Offer Booklet for more information). In accordance with ASX Listing Rules, any participating Directors will not be applying for any additional New Shares under the Top Up Facility.

The Entitlement Offer is non-renounceable and therefore your Entitlements will not be tradeable on ASX or otherwise transferable.

Other information

This Retail Offer Booklet contains important information, including:

- ASX announcements relating to the Entitlement Offer and the Transaction, including the ASX Announcement and the Investor Presentation, which provides information on Cooper Energy, the Transaction, the Entitlement Offer and key risks for you to consider;
- instructions on how to participate in the Retail Entitlement Offer if you choose to do so, and a timetable of key dates;
- information regarding the personalised Entitlement and Acceptance Form that will accompany this Retail Offer Booklet when it is despatched to Eligible Retail Shareholders (and which will detail your Entitlement) to be completed in accordance with the instructions in this Retail Offer Booklet and your personalised Entitlement and Acceptance Form; and
- instructions on how to take up all or part of your Entitlement via BPay® or by cheque.

The Retail Entitlement Offer closes at 5.00pm (Sydney time) on 15 November 2016

You should read this Retail Offer Booklet carefully in its entirety before making your investment decision. In particular, you should read and consider the risks in the Appendices of the Investor Presentation included in Section 5 of this Retail Offer Booklet, which summarise some of the key risks associated with an investment in Cooper Energy. If you are uncertain about taking up your Entitlement

¹ The Theoretical Ex-Rights Price (**TERP**) is the theoretical price at which Cooper Energy shares should trade after the ex-date for the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which Cooper Energy shares trade immediately after the ex-date of the Entitlement Offer will depend on many factors and may not be equal to TERP.

you should consult your stockbroker, solicitor, accountant or other professional adviser to evaluate whether or not to participate in the Retail Entitlement Offer.

If you do not wish to take up any of your Entitlement, you do not have to take any action.

If you decide to take this opportunity to increase your investment in Cooper Energy please ensure that, before 5.00pm (Sydney time) on 15 November 2016, you have paid your Application Monies, preferably via BPay® pursuant to the instructions that are set out in the personalised Entitlement and Acceptance Form that will accompany this Retail Offer Booklet when it is despatched to you, or otherwise that your completed Entitlement and Acceptance Form and your Application Monies are received in cleared funds by the Share Registry

For further information on the Retail Entitlement Offer you can call the Cooper Energy Shareholder Information Line on 1300 655 248 (within Australia) or +61 3 9415 4887 (outside Australia) from 8.30am to 5.00pm (Sydney time) Monday to Friday (excluding public holidays during the Retail Entitlement Offer Period).

On behalf of the board of Cooper Energy, I invite you to consider this investment opportunity carefully. Your Board believes that the Transaction represents a transformational growth opportunity for the company and will enable the establishment of the multi-basin gas supply business targeted by our strategy. It is also the opinion of your Board that Cooper Energy shareholders have the opportunity to benefit from the value identified in the south-east Australia gas markets.

Thank you for your ongoing support of Cooper Energy.

Yours sincerely

A handwritten signature in blue ink that reads "John C Conde". The signature is fluid and cursive, with the first name "John" and last name "Conde" clearly distinguishable.

John C Conde AO

Chairman
Cooper Energy Limited

3 Summary of options available to you

If you are an Eligible Retail Shareholder, you may take one of the following actions:

- take up all of your Entitlement and also apply for additional New Shares under the Top Up Facility;
- take up all of your Entitlement but not apply for any additional New Shares under the Top Up Facility;
- take up part of your Entitlement and allow the balance to lapse, in which case you will receive no value for those lapsed Entitlements; or
- do nothing, in which case your Entitlement will lapse and you will receive no value for those lapsed Entitlements.

If you are a retail shareholder that is not an Eligible Retail Shareholder, you are an “**Ineligible Retail Shareholder**”. Ineligible Retail Shareholders are not entitled to participate in the Entitlement Offer.

Options available to you	Key considerations
Take up all of your Entitlement	You may elect to purchase New Shares at the Offer Price (see Section 4 for instructions on how to take up your Entitlement). If you take up all of your Entitlement, you may also apply for additional New Shares under the Top Up Facility. There is no guarantee that you will be allocated any additional New Shares under the Top Up Facility.
Take up part of your Entitlement	If you only take up part of your Entitlement, the part not taken up will lapse. You will not be entitled to apply for additional New Shares under the Top Up Facility. If you do not take up your Entitlement in full you will not receive any payment or value for those Entitlements not taken up. If you do not take up your Entitlement in full, you will have your percentage holding in Cooper Energy reduced as a result of dilution by the shares issued under the Entitlement Offer.
Do nothing, in which case your Entitlement will lapse and you will receive no value for those lapsed Entitlements	If you do not take up your Entitlement, you will not be allocated New Shares and your Entitlements will lapse. Your Entitlements to participate in the Retail Entitlement Offer are non-renounceable, which means they are non-transferrable and cannot be sold, traded on ASX or any other exchange, nor can they be privately transferred.

4 How to apply

4.1 Overview

Cooper Energy proposes to raise approximately \$62.6 million under the Entitlement Offer. Under the Entitlement Offer, Cooper Energy is offering Eligible Shareholders the opportunity to subscribe for 1 New Share for every 2 Existing Shares held at 7.00pm (Sydney time) on 26 October 2016, at the Offer Price of \$0.285 per New Share.

The Entitlement Offer comprises two parts:

- **The Institutional Entitlement Offer** – under which Eligible Institutional Shareholders were invited to take up all or part of their Entitlement and a process to sell Entitlements not taken up by Eligible Institutional Shareholders as well as Entitlements of Ineligible Institutional Shareholders to certain Institutional Investors was carried out.
- **The Retail Entitlement Offer** – under which Eligible Retail Shareholders are being sent this Retail Offer Booklet, together with a personalised Entitlement and Acceptance Form, and are being invited to take up all or part of their Entitlement. In addition, Eligible Retail Shareholders who take up their full Entitlement may also participate in the Top Up Facility by applying for additional New Shares in excess of their Entitlement, at the Offer Price.

Both the Institutional Entitlement Offer and the Retail Entitlement Offer are non-renounceable.

The Entitlement Offer is fully underwritten by the Underwriters on the terms and conditions of the Underwriting Agreement (see Section 6.5 for more details).

Please refer to the ASX Announcement and the Investor Presentation set out in Section 5 for information on the purpose of the Entitlement Offer, the application of the proceeds of the Entitlement Offer and for information on Cooper Energy's business, performance and strategy. You should also consider other publicly available information about Cooper Energy, including information available at www.asx.com.au and www.cooperenergy.com.au.

4.2 Institutional Entitlement Offer

The Institutional Entitlement Offer was conducted between 24 October 2016 and 25 October 2016 (inclusive), and settlement of the Institutional Entitlement Offer is expected to occur on 3 November 2016.

The Institutional Entitlement Offer will (once settlement occurs) raise approximately \$41.1 million through the issue of approximately 144 million New Shares.

4.3 Retail Entitlement Offer

The Retail Entitlement Offer constitutes an offer to Eligible Retail Shareholders, who are invited to apply for 1 New Share for every 2 Existing Shares held on the Record Date. The Offer Price of \$0.285 per New Share represents a discount of 14.9% to TERP.

The Entitlement Offer is non-renounceable. Accordingly, Entitlements do not trade on ASX, nor can they be sold, transferred or otherwise disposed of.

The Retail Entitlement Offer opens on 31 October 2016. The Retail Offer Booklet will be despatched on 31 October 2016, along with a personalised Entitlement and Acceptance Form, to Eligible Retail Shareholders. The Retail Entitlement Offer is expected to close at 5.00pm (Sydney time) on 15 November 2016.

The Retail Entitlement Offer is being made pursuant to section 708AA of the Corporations Act (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84) which allows entitlement offers to be made without a prospectus, provided certain conditions are satisfied.

As a result, this offer is not being made under a prospectus and it is important for Eligible Retail Shareholders to read and understand the information on Cooper Energy and the Retail Entitlement Offer made publicly available by Cooper Energy, prior to taking up all or part of their Entitlement. In particular, please refer to the materials enclosed in Section 5, Cooper Energy's interim and annual reports and other announcements made available at www.asx.com.au (including Cooper Energy's annual report for the financial year ended 30 June 2016 released to ASX on 11 October 2016) and all other parts of this Retail Offer Booklet carefully before making any decisions in relation to your Entitlement.

4.4 Your Entitlement

An Entitlement and Acceptance Form setting out your Entitlement (calculated as 1 New Share for every 2 Existing Shares held on the Record Date with fractional entitlements rounded up to the nearest whole number of New Shares) will accompany this Retail Offer Booklet when it is despatched to Eligible Retail Shareholders. Eligible Retail Shareholders may subscribe for all or part of their Entitlement. If you have more than one registered holding of Shares, you will be sent an Entitlement and Acceptance Form for each separate registered holding, and you will have separate Entitlements for each separate registered holding.

Any New Shares not taken up by the Retail Closing Date may be made available to those Eligible Retail Shareholders who took up their full Entitlement and applied for additional New Shares under the Top Up Facility. There is no guarantee that such Shareholders will receive the number of additional New Shares applied for under the Top Up Facility, or any. Additional New Shares will only be allocated to Eligible Retail Shareholders under the Top Up Facility if available and then only if and to the extent that Cooper Energy so determines, in its absolute discretion. Any scale-back will be applied by Cooper Energy in its absolute discretion.

4.5 Options available to you

The number of New Shares to which Eligible Retail Shareholders are entitled is shown on the Entitlement and Acceptance Form that will accompany this Retail Offer Booklet when it is despatched to you.

Eligible Retail Shareholders may:

- (a) take up their Entitlement in full and, if they do so, they may apply for additional New Shares under the Top Up Facility (refer to Section 4.6);
- (b) take up part of their Entitlement, in which case the balance of the Entitlement would lapse (refer to Section 4.7); or
- (c) allow their Entitlement to lapse (refer to Section 4.8).

Cooper Energy reserves the right to reject any Entitlement and Acceptance Form that is not correctly completed or that is received after the Retail Closing Date.

The Retail Closing Date for acceptance of the Retail Entitlement Offer is 5.00pm (Sydney time) on 15 November 2016 (however, that date may be varied by Cooper Energy, in accordance with ASX Listing Rules and the Underwriting Agreement).

4.6 Taking up all of your Entitlement or taking up all of your Entitlement and participating in the Top Up Facility

If you wish to take up all or part of your Entitlement, payment must be made by following the instructions set out on the personalised Entitlement and Acceptance Form. Payment must be received by no later than 5.00pm (Sydney time) on 15 November 2016. If you apply to take up all of your Entitlement, you may also apply for additional New Shares under the Top Up Facility. If you apply for additional New Shares under the Top Up Facility, your Application Monies must include payment for as many additional New Shares as you are applying for.

Application Monies received by Cooper Energy in excess of the amount in respect of your Entitlement (**Excess Amount**) may be treated as an application to apply for as many additional New Shares as your Excess Amount will pay for in full, subject to any scale-back Cooper Energy may determine to implement, in its absolute discretion, in respect of additional New Shares. Cooper Energy's decision on the number of additional New Shares to be allocated to you will be final.

If you apply for additional New Shares under the Top Up Facility and if your Application is successful (in whole or in part), your additional New Shares will be issued to you at the same time that other New Shares are issued under the Retail Entitlement Offer. Additional New Shares will only be allocated to Eligible Retail Shareholders if available. If you apply for additional New Shares, there is no guarantee that you will be allocated any additional New Shares. If your Application Monies includes an Excess Amount for additional New Shares which you are not ultimately allocated, you will be refunded in respect of those additional New Shares that you included payment for but were not allocated.

Refund amounts, if any, will be paid in Australian dollars by cheque sent by ordinary post to your address as recorded on the share register.

4.7 Taking up part of your Entitlement and allowing the balance to lapse

If you wish to take up part of your Entitlement, payment for the number of New Shares you wish to be allocated must be made by following the instructions set out on the personalised Entitlement and Acceptance Form. If Cooper Energy receives an amount that is less than the Offer Price multiplied by your Entitlement, your payment will be treated as an Application for as many New Shares as your Application Monies will pay for in full and any excess will be refunded to you (without interest). Alternatively your application may not be accepted.

If you do not take up your Entitlement in full, any part of your Entitlement which you do not take up will lapse and you will not receive any New Shares under the Retail Entitlement Offer in respect of that part of your Entitlement.

4.8 Allowing your full Entitlement to lapse

If you do not wish to accept any of your Entitlement, do not take any further action and your full Entitlement will lapse.

4.9 Consequences of not accepting all or part of your Entitlement

If you do not accept all or part of your Entitlement in accordance with the instructions set out above, those New Shares for which you would have otherwise been entitled under the Retail Entitlement Offer (including New Shares that relate to the portion of your Entitlement that has not been accepted) will be acquired by Eligible Retail Shareholders under the Top Up Facility or by the Underwriter(s) or any sub-underwriters or Institutional Investors from whom the Underwriters or any sub-underwriters procure subscriptions for shares not subscribed for by Eligible Retail Shareholders under the Retail Entitlement Offer. The Directors also reserve the right to place any shares not subscribed for by Eligible Retail Shareholders at their discretion within three months of the Retail Closing Date.

By allowing part or all of your Entitlement to lapse, you will forgo any exposure to increases or decreases in the value of the New Shares had you taken up your Entitlement in full and you will not receive any value for any part of your Entitlement which lapses. Your interest in Cooper Energy will also be diluted.

4.10 Payment

Payment should be made using BPay® if possible. New Zealand shareholders who do not have an Australian bank account will be able to pay by cheque, bank draft or money order (see below at Section 4.12).

Cash payments will not be accepted. Receipts for payment will not be issued.

Cooper Energy will treat you as applying for as many New Shares as your payment will pay for in full up to your Entitlement.

Any Excess Amount received by Cooper Energy may be treated as an application to apply for as many Additional Shares as your Excess Amount will pay for in full, subject to any scale-back Cooper Energy may determine to implement, in its absolute discretion, in respect of additional New Shares. Cooper Energy's decision on the number of additional New Shares to be allocated to you will be final.

Any refunds in respect of Application Monies will be made as soon as practicable after the close of the Retail Entitlement Offer. No interest will be paid to applicants on any Application Monies received or refunded.

4.11 Payment by BPay®

For payment by BPay®, please follow the instructions on the personalised Entitlement and Acceptance Form. You can only make payment via BPay® if you are the holder of an account with an Australian financial institution that supports BPay® transactions.

If you are paying by BPay®, please make sure you use the specific Biller Code and your unique Customer Reference Number (CRN) on the back of your personalised Entitlement and Acceptance Form. If you have multiple holdings and consequently receive more than one personalised Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those holdings only use the CRN specific to that holding. If you inadvertently use the same CRN for more than one of your Entitlements, you will be deemed to have applied only for New Shares on the Entitlement to which the CRN applies.

Please note that by paying by BPay®:

- (a) you do not need to submit your personalised Entitlement and Acceptance Form but are taken to have made the declarations, representations and warranties on that Entitlement and Acceptance Form and in Section 4.13 and
- (b) if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of as many New Shares as your Application Monies will pay for in full.

It is your responsibility to ensure that your BPay® payment is received by the Share Registry by no later than 5.00pm (Sydney time) on 15 November 2016. You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration in the timing of when you make payment.

4.12 If you are unable to pay by BPay®

Cooper Energy encourages payments by BPay® if possible.

To pay by cheque, bank draft or money order you should complete your personalised Entitlement and Acceptance Form in accordance with the instructions on the form and return it accompanied by a cheque, bank draft or money order in Australian currency for the amount of the Application Monies, payable to 'Cooper Energy Retail Entitlement Offer' and crossed 'Not Negotiable'.

It is your responsibility to ensure that your payment by cheque is received by the Share Registry by no later than 5.00pm (Sydney time) on 15 November 2016. You must ensure cleared funds are held in your account as your cheque will be banked as soon as practicable after it is received. Please note that you should consider postal and cheque clearance timeframes in meeting this deadline.

Your cheque, bank draft or money order must be:

- (a) for an amount equal to \$0.285 multiplied by the number of New Shares that you are applying for; and
- (b) in Australian dollars drawn on an Australian branch of a financial institution. Payment cannot be made in New Zealand dollars. New Zealand resident shareholders must arrange for payment to be made in Australian dollars.

You should ensure that sufficient funds are held in relevant account(s) to cover the Application Monies as your cheque will be processed as soon as it is received. If the amount of your cheque for Application Monies (or the amount for which the cheque clears in time for allocation) is insufficient to pay in full for the number of New Shares you have applied for in your personalised Entitlement and Acceptance Form, you will be taken to have applied for such lower whole number of New Shares as your cleared Application Monies will pay for (and to have specified that number of New Shares on your personalised Entitlement and Acceptance Form). Alternatively, your application may not be accepted.

If you make payment via cheque, you should mail your completed personalised Entitlement and Acceptance Form together with the cheque to:

Computershare Investor Services Pty Limited
GPO Box 2987
Adelaide, South Australia 5001
Australia

Personalised Entitlement and Acceptance Forms and Application Monies will not be accepted at Cooper Energy's registered or corporate offices or other offices of the Share Registry.

4.13 Entitlement and Acceptance form is binding

A payment made through BPay® or a completed and lodged Entitlement and Acceptance Form together with the payment of requisite Application Monies constitutes a binding offer to acquire New Shares on the terms and conditions set out in this Retail Offer Booklet and, once lodged or paid, cannot be withdrawn. If the Entitlement and Acceptance Form is not completed correctly it may still be treated as a valid application for New Shares. Cooper Energy's decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

By making a payment by BPay® or by completing and returning your personalised Entitlement and Acceptance Form with the requisite Application Monies, you will also be deemed to have acknowledged, represented and warranted on behalf of each person on whose account you are acting that:

- (a) you have read and understand this Retail Offer Booklet and your personalised Entitlement and Acceptance Form in their entirety;
- (b) you agree to be bound by the terms of the Retail Entitlement Offer, the provisions of this Retail Offer Booklet, and Cooper Energy's constitution;
- (c) you authorise Cooper Energy to register you as the holder(s) of New Shares allotted to you;
- (d) you declare that all details and statements in the personalised Entitlement and Acceptance Form are complete and accurate;
- (e) you declare you are over 18 years of age (if you are a natural person) and have full legal capacity and power to perform all of your rights and obligations under the personalised Entitlement and Acceptance Form;
- (f) once Cooper Energy receives your personalised Entitlement and Acceptance Form or any payment of Application Monies via BPay®, you may not withdraw your application or funds provided except as allowed by law;
- (g) you agree to apply for and be issued up to the number of New Shares specified in the personalised Entitlement and Acceptance Form, or for which you have submitted payment of any Application Monies via BPay®, at the Offer Price per New Share;
- (h) you authorise Cooper Energy, the Underwriters, the Share Registry and their respective officers or agents to do anything on your behalf necessary for New Shares to be issued to you, including to act on instructions of the Share Registry upon using the contact details set out in your personalised Entitlement and Acceptance Form;

- (i) you acknowledge and agree that:
 - (i) determination of eligibility of investors for the purposes of the institutional or retail components of the Entitlement Offer was determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of Cooper Energy and/or the Underwriters; and
 - (ii) each of Cooper Energy and the Underwriters, and each of their respective affiliates, disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law;
- (j) you declare that you were the registered holder(s) at the Record Date of the Shares indicated on the personalised Entitlement and Acceptance Form as being held by you on the Record Date;
- (k) the information contained in this Retail Offer Booklet and your personalised Entitlement and Acceptance Form is not investment advice nor a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs;
- (l) this Retail Offer Booklet is not a prospectus, does not contain all of the information that you may require in order to assess an investment in Cooper Energy and is given in the context of Cooper Energy's past and ongoing continuous disclosure announcements to ASX;
- (m) the statement of risks in the Appendices section of the Investor Presentation included in Section 5 of this Retail Offer Booklet, and that investments in Cooper Energy are subject to risk;
- (n) none of Cooper Energy, the Underwriters, nor their respective related bodies corporate and affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers, warrants or guarantees the future performance of Cooper Energy, nor do they guarantee any return on any investment made pursuant to the Entitlement Offer;
- (o) you agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Retail Entitlement Offer and of your holding of Shares on the Record Date;
- (p) you authorise Cooper Energy to correct any errors in your personalised Entitlement and Acceptance Form or other form provided by you;
- (q) you represent and warrant (for the benefit of Cooper Energy, the Underwriters and their respective related bodies corporate and affiliates) that you did not receive an invitation to participate in the Institutional Entitlement Offer either directly or through a nominee, are not an Ineligible Retail Shareholder and are otherwise eligible to participate in the Retail Entitlement Offer;
- (r) you represent and warrant that the law of any place does not prohibit you from being given this Retail Offer Booklet and the personalised Entitlement and Acceptance Form, nor does it prohibit you from making an application for New Shares and that you are otherwise eligible to participate in the Retail Entitlement Offer;
- (s) you represent and warrant (for the benefit of Cooper Energy, the Underwriters and their respective related bodies corporate and affiliates) that you are an Eligible Retail Shareholder and are not in the United States and are not a person (including nominees or custodians) acting for the account or benefit of a person in the United States and are not otherwise a person to whom it would be illegal to make an offer or issue New Shares under the Retail Entitlement Offer;
- (t) the New Shares have not been, and will not be, registered under the U.S. Securities Act or under the laws of any other jurisdiction outside Australia;

- (u) you have not and will not send any materials relating to the Retail Entitlement Offer to any person in the United States or to any person (including nominees or custodians) acting for the account or benefit of a person in the United States; and
- (v) you agree that if in the future you decide to sell or otherwise transfer the New Shares, you will only do so in transactions where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States or who is acting for the account or benefit of a person in the United States.

4.14 Brokerage and stamp duty

No brokerage fee is payable by Eligible Retail Shareholders who accept their Entitlement. No stamp duty is payable for subscribing for New Shares under the Retail Entitlement Offer or for additional New Shares under the Top Up Facility.

4.15 Notice to Nominees and Custodians

The Retail Entitlement Offer is being made to all Eligible Retail Shareholders. Nominees with registered addresses in the eligible jurisdictions, irrespective of whether they participate under the Institutional Entitlement Offer, may also be able to participate in the Retail Entitlement Offer in respect of some or all of the beneficiaries on whose behalf they hold existing Shares, provided that the applicable beneficiary would satisfy the criteria for an Eligible Retail Shareholder.

Nominees and custodians should note that the Retail Entitlement Offer is not available to:

- (a) beneficiaries on whose behalf they hold existing Shares who would not satisfy the criteria for an Eligible Retail Shareholder;
- (b) Eligible Institutional Shareholders who received an offer to participate in the Institutional Entitlement Offer (whether they accepted their Entitlement or not);
- (c) Ineligible Institutional Shareholders who were ineligible to participate in the Institutional Entitlement Offer; or
- (d) shareholders who are not eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

In particular, persons acting as nominees for other persons may not take up Entitlements on behalf of, or send any documents relating to the Retail Entitlement Offer to, any person in the United States.

Cooper Energy is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of Shares. Where any holder is acting as a nominee for a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Retail Entitlement Offer is compatible with applicable foreign laws. Cooper Energy is not able to advise on foreign laws.

4.16 Withdrawal of the Entitlement Offer

Subject to applicable law, Cooper Energy reserves the right to withdraw the Entitlement Offer at any time before the issue of New Shares, in which case Cooper Energy will refund any Application Monies already received in accordance with the Corporations Act and will do so without interest being payable to Applicants.

To the fullest extent permitted by law, you agree that any Application Monies paid by you to Cooper Energy will not entitle you to receive any interest and that any interest earned in respect of Application Monies will belong to Cooper Energy.

4.17 Risks

Eligible Retail Shareholders should be aware that an investment in Cooper Energy involves risks. The key risks identified by Cooper Energy are set out in the Appendices section of the Investor Presentation in Section 5.

4.18 Further enquiries

If you have not received or you have lost your personalised Entitlement and Acceptance Form, or have any questions regarding the Entitlement Offer, please contact the Cooper Energy Shareholder Information Line on 1300 655 248 (within Australia) or +61 3 9415 4887 (outside Australia) from 8.30am to 5.00pm (Sydney time) Monday to Friday (excluding public holidays) during the Retail Entitlement Offer Period. If you have any further questions, you should contact your stockbroker, solicitor, accountant or other professional adviser.



ASX Announcement / Media Release

24 October 2016

Cooper Energy acquires Santos' Victorian Gas Assets

- Transformational acquisition of producing assets, reserves & resources
- Acquisition of Santos' Victorian Gas Assets for \$62 million cash plus \$20 million cash on the earlier of Sole Gas Project FID or the receipt of cash consideration for any sell-down by Cooper Energy of an interest in any of the Victorian Gas Assets
- Logical and value-adding extension of Cooper Energy's gas strategy
- Adds gas production of 7 PJ p.a. (1.2 MMboe p.a.), gas 2P reserves of 54 PJ¹ (including 45 PJ uncontracted) and gas 2C contingent resources of 121 PJ²
- Simplifies commercialisation pathway for the Sole Gas Project
- Adds operational and engineering expertise to the Cooper Energy team
- Funding via a fully underwritten accelerated non-renounceable entitlement offer plus existing cash and debt facilities

Cooper Energy Limited (ASX: COE) ("COE" or "Cooper Energy" or "the Company") announces it has entered into a binding agreement to acquire the Victorian Gas Assets of Santos Limited ("Santos") (the "Transaction") for cash consideration of up to \$82 million, comprising \$62 million paid on completion and a further \$20 million milestone payment payable on the earlier of:

- achievement of the final investment decision ("FID") for the Sole Gas Project ("Sole")³; or
- the receipt of cash consideration for any sell-down by Cooper Energy of an interest in any of the Victorian Gas Assets⁴

The Transaction is effective as at 1 January 2017, and is expected to complete in early 2017.

Assets to be acquired (the "Victorian Gas Assets")

The assets to be acquired include:

- a 50% interest and, subject to the approval of the joint venture partners (AWE Ltd ("AWE") & Mitsui E&P Australia Pty Ltd ("Mitsui")), operatorship of the producing Casino-Henry gas project (VIC/L30, VIC/L24) ("Casino-Henry") in the offshore Otway Basin;

¹ Reserves estimates based on COE assessment of Santos' Victorian Gas Assets for 31 December 2016 using information provided by Santos. In accordance with ASX Listing Rules, COE expects to announce its assessment of reserves and contingent resources attributable to the Victorian Gas Assets of Santos after the Transaction has completed.

² Estimate of contingent resources is attributable to Santos' 50% share of Sole announced to the ASX on 26 November 2015. COE is not aware of any new information or data that materially affects the information provided in that release and all material assumptions and technical parameters underpinning the assessment provided in the announcement continue to apply.

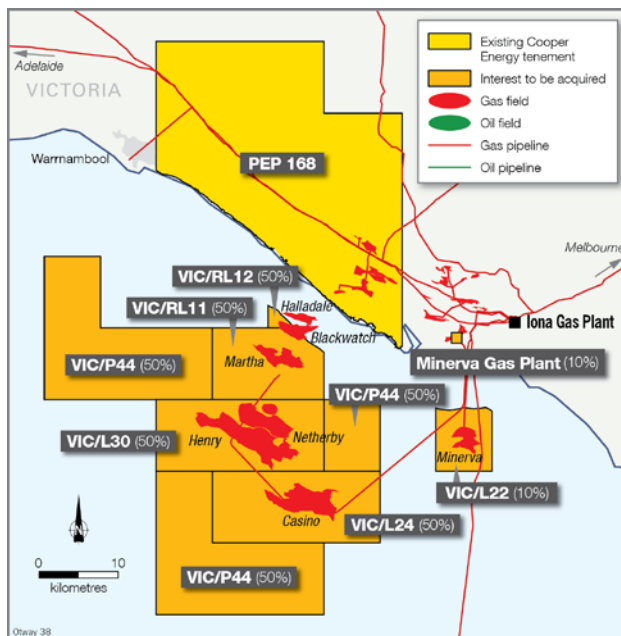
³ Due within 60 days of a formal sanctioning of Sole by the Board of COE.

⁴ The amount payable to Santos shall not exceed the proceeds received by COE and any such payment will be made within 10 days after COE actually receives the proceeds for the sell-down.

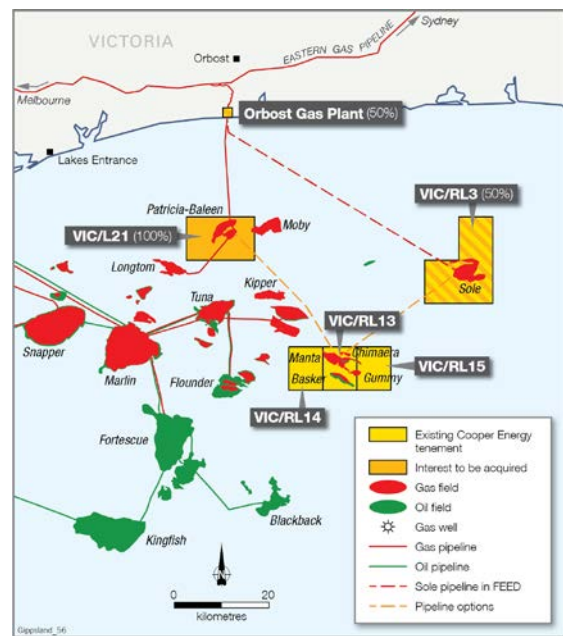
- a 10% interest in the producing Minerva gas field (VIC/L22) and Minerva Gas Plant in the Otway Basin (“Minerva”);
- the remaining 50% interests in the Sole gas field (“Sole”) and Orbost Gas Plant in the Gippsland Basin, increasing Cooper Energy’s interest in both assets to 100%;
- acreage prospective for gas in the offshore Otway Basin, Victoria, including VIC/P44, VIC/RL11 and /RL12; and
- a 100% interest in the largely depleted and non-operating Patricia Baleen gas field and associated infrastructure (“Patricia Baleen”) in the offshore Gippsland Basin. Sub-sea infrastructure at Patricia Baleen connects the adjacent Longtom gas field to the Orbost Gas Plant.

Victorian Gas Assets to be acquired:

Otway Basin



Gippsland Basin



The acquisition is to be funded via a fully underwritten accelerated non-renounceable entitlement offer to raise approximately \$62.6 million (“Entitlement Offer”) and a combination of existing cash and the drawdown (if required) of debt facilities. The consideration includes Cooper Energy assuming abandonment liabilities for the respective assets, most of which are long dated.

Cooper Energy will offer employment to relevant Santos employees who currently operate the Victorian Gas Assets. This includes the engineering and project staff who have managed the Sole Gas Project front end engineering and design work, and who are assisting Cooper Energy reach its final investment decision (“FID”) for the Sole Gas Project. Cooper Energy will approach the Casino-Henry joint venture partners (AWE & Mitsui) for their approval to be the operator of the Casino-Henry project. Additionally, Cooper Energy will approach relevant regulators for approval to become the operator of the Casino-Henry, Sole and Patricia Baleen projects where Santos is the operator currently.

The acquisition of specific assets is subject to joint venture approval, waiver of pre-emption rights and other customary conditions (refer to page 4 for further detail).

Managing Director's comments

"The acquisition of Santos' Victorian Gas Assets is a logical and value-adding step to accelerate our gas strategy" said Mr David Maxwell, Managing Director, Cooper Energy.

"The Transaction will transform Cooper Energy by substantially increasing our production, further enhancing our gas reserves and resources for supply to south-east Australia and adding proven technical and project expertise. Our position as a gas supplier to the south-east Australia gas market will be strengthened considerably."

"The assets acquired align with our gas strategy, and offer immediate and long term benefits in the interests of our shareholders".

"In the near term, Cooper Energy will be repositioned within the oil and gas sector with a four-fold lift in its Australian production and nine-fold increase in Australian 2P reserves. Cooper Energy will shift to over 85% of total production being sourced from gas sold under stable long term contracts".

"Looking to the long term, we now have more gas to market at a time when supply is being keenly sought in south-east Australia.

"We are delighted at the opportunity to move to 100% of Sole which we have identified as a very attractive growth opportunity for our company. Acquisition of a 100% equity position will enable Cooper Energy to drive the commercialisation of Sole, which has strong support from gas customers and interest from potential joint venture partners and financiers.

"The step-change in production, revenue generation, resourcing capabilities and future opportunities enabled by this Transaction are transformational" he said.

Impact of the Transaction

Completion of the acquisition will give Cooper Energy an immediate and substantial uplift in its production, reserves, technical, engineering and project management capabilities and establish a multi-basin gas supply business in south-east Australia, consistent with the Company's gas strategy.

The Transaction will result in Cooper Energy immediately becoming a supplier to the south-east Australia gas market and diversifying its revenue mix away from its historical reliance on oil. Gas produced from the Victorian Gas Assets sold under long term contracts generating stable cash flows is expected to account for the majority of the Company's annual production (85%) on completion of the Transaction.

Cooper Energy anticipates completion of the Transaction will lift its Australian production by a multiple of 3.9 times in FY17 to 1.0 MMboe. On an annualised basis, post Transaction production is expected to increase by approximately seven times (on a boe basis) compared with Cooper Energy's current production profile.

The acquisition of the Victorian Gas Assets will result in an increase in Cooper Energy's Australian 2P reserves by a factor of nine times⁵, increasing from 1.3 MMboe to 11.6 MMboe. The reserves and resources acquired will enhance significantly Cooper Energy's inventory of well-located gas for marketing to the south-east Australia gas market. Cooper Energy will acquire an equity share of 45 PJ of uncontracted gas 2P reserves in the Casino Henry gas project, which is currently producing and connected to the SEA Gas pipeline via the Iona gas

⁵ Reserves estimates based on COE assessment of Santos' Victorian Gas Assets for 31 December 2016 using information provided by Santos. In accordance with ASX Listing Rules, COE expects to announce its assessment of reserves and contingent resources attributable to the Victorian Gas Assets of Santos after the Transaction has completed.

plant. Acquisition of the remaining 50% of Sole will add a further 121 PJ of gas 2C contingent resources. In total, completion of the Transaction is expected to result in Cooper Energy having total gas 2P reserves of 54 PJ and 2C contingent resources⁶ of 381 PJ in the Otway and Gippsland basins

Implications for the Sole Gas Project

Completion of the Transaction will give Cooper Energy 100% ownership of the Sole gas field in VIC/RL3 and 100% ownership of the Orbest Gas Plant. The Sole gas field contains contingent resources (2C)⁷ of 241 PJ of gas, 77 PJ of which is already subject to sales agreements within the Company's portfolio of gas buyers including AGL, O-I and Alinta Energy.

Sole is considered to be an outstanding gas project with robust and attractive economics featuring highly competitive costs and a favourable price and demand outlook.

Preparations for a FID are well progressed and will continue to proceed through the previously announced process to commercialisation. First gas from the project is planned to be delivered in the March quarter of 2019, unchanged from previous indications. By giving Cooper Energy 100% equity ownership of the Sole Gas Project, the Transaction will allow optimal funding arrangements to be settled for the project, which may include partial divestment of Cooper Energy's 100% interest. If necessary, without impacting first gas delivery targets, FID can be deferred into the March quarter of 2017 to secure optimal financing arrangements for the Sole Gas Project.

Abandonment Liabilities

The total consideration is inclusive of the abandonment liabilities relating to the Victorian Gas Assets, (\$140 million in real 2015 dollars) which are expected to be incurred predominantly post 2025.

Conditions and expected timing

The Transaction is subject to a number of conditions, including:

- satisfaction or waiver of a condition that the Casino-Henry joint venturers (AWE & Mitsui) approve the assignment of Santos' interest to Cooper Energy (such approval not to be unreasonably withheld);
- the acquisition of Minerva is subject to satisfaction or waiver of a condition that the joint venturer, BHP Billiton Limited ("BHP Billiton"), waives its pre-emptive right over Santos' interest;
- other conditions usual for a transaction of this type; and
- if all conditions are satisfied or waived except BHP Billiton waiving its pre-emptive right over Minerva, completion will occur for all assets other than Minerva.

The Transaction is effective as at 1 January 2017, and is expected to complete in early 2017.

⁶ Estimate of contingent resources is attributable to Santos' 50% share of Sole announced to the ASX on 26 November 2015. COE is not aware of any new information or data that materially affects the information provided in that release and all material assumptions and technical parameters underpinning the assessment provided in the announcement continues to apply.

⁷ As announced to the ASX on 26 November 2015.

Funding of the Transaction

The acquisition of the Victorian Gas Assets is being funded through a combination of proceeds of approximately \$62.6 million raised from the Entitlement Offer, with the balance from available cash reserves and, if necessary, debt facilities.

Indicative sources and uses of finance are provided below:

Sources (\$ million)		Uses (\$ million)	
Entitlement Offer	62.6	Transaction consideration ⁸	62.0
Debt facility/cash at hand	8.1	Transaction costs ⁹	5.0
		Net working capital adjustments ¹⁰	3.7
Total sources	70.7	Total uses	70.7

Entitlement Offer

The Transaction is to be partly funded via a fully underwritten 1 for 2 Entitlement Offer at \$0.285 per share ("Offer Price") to raise approximately \$62.6 million through the issue of approximately 220 million new Cooper Energy shares ("New Shares").

The Entitlement Offer is comprised of:

- an accelerated institutional component to be conducted today and tomorrow ("Institutional Entitlement Offer"); and
- a retail component which is anticipated to open on Monday, 31 October 2016 and close on Tuesday, 15 November 2016 ("Retail Entitlement Offer").

The record date under the Entitlement Offer is 7pm (AEST) on Wednesday, 26 October 2016 ("Record Date"). Entitlements cannot be traded on the ASX.

The Entitlement Offer is fully underwritten by Euroz Securities Limited and Canaccord Genuity (Australia) Limited.

The Offer Price of \$0.285 per New Share represents a discount of:

- 20.8% to \$0.36, being the last closing price of Cooper Energy shares before announcement of the Entitlement Offer; and
- 14.9% to the theoretical ex-rights price ("TERP") of \$0.335.

The New Shares to be issued will rank equally with existing Cooper Energy shares on issue at the time of allotment.

⁸ Cash Transaction consideration, excluding the milestone payment of \$20 million payable upon the earlier of Sole FID or the receipt of cash consideration from any sell-down by COE of an interest in any of the Victorian Gas Assets.

⁹ Includes legal, adviser and broker fees associated with the Transaction and Entitlement Offer. Excludes integration costs.

¹⁰ Completion payment to Santos, subject to verification and movements prior to effective date (1 January 2017).

Institutional Entitlement Offer

Eligible institutional shareholders will be invited to participate in the Institutional Entitlement Offer which opens today and closes on 25 October 2016.

Under the Institutional Entitlement Offer, eligible institutional shareholders can choose to take up all, part or none of their Entitlement. Entitlements not taken up under the Institutional Entitlement Offer, or Entitlements that would otherwise have been offered to ineligible institutional shareholders, will be offered to eligible institutional investors at the Offer Price through a bookbuild process.

Cooper Energy shares have been placed in a trading halt while the Institutional Entitlement Offer is undertaken. It is expected that the trading halt will end at market open on 26 October 2016.

New Shares under the Institutional Entitlement Offer are expected to be issued on 4 November 2016. Cooper Energy will, upon issue of the New Shares under the Institutional Entitlement Offer, seek quotation of the New Shares on ASX.

Retail Entitlement Offer

Eligible retail shareholders with a registered address in Australia or New Zealand as at the Record Date ("Eligible Retail Shareholders"), have the opportunity to take up their entitlement of New Shares at the Offer Price, on the terms and conditions outlined in the Retail Offer Booklet to be sent to Eligible Retail Shareholders on or around 31 October 2016. The Retail Entitlement Offer is anticipated to close on 15 November 2016.

Eligible retail shareholders can choose to take up all, part, or none of their Entitlements. Furthermore, the Retail Entitlement Offer will include a top up facility under which Eligible Retail Shareholders who take up their Entitlement in full may also apply for additional shares in the Retail Entitlement Offer that were not taken up by other Eligible Retail Shareholders. There is no guarantee that applicants under the top up facility will receive all or any of the additional shares for which they apply.

New Shares under the Retail Entitlement Offer are expected to be issued on 22 November 2016. Cooper Energy will, upon issue of the New Shares under the Retail Entitlement Offer, seek quotation of the New Shares on ASX.

Please note that Shareholders with a registered address outside Australia or New Zealand on the Record Date are ineligible to participate in the Retail Entitlement Offer.

Key dates

Event	Date
Announcement of Transaction and the Entitlement Offer	Monday, 24 October 2016
Institutional Entitlement Offer opens	Monday, 24 October 2016
Institutional Entitlement Offer closes	Tuesday, 25 October 2016
Shares recommence trading on ASX on an “ex-entitlement” basis	Wednesday, 26 October 2016
Record Date for the Entitlement Offer	7.00pm (Sydney time) Wednesday, 26 October 2016
Retail Entitlement Offer opens	Monday, 31 October 2016
Retail Offer Booklet despatched	Monday, 31 October 2016
Settlement of New Shares issued under the Institutional Entitlement Offer	Thursday, 3 November 2016
Allotment and normal trading of New Shares issued under the Institutional Entitlement Offer	Friday, 4 November 2016
Retail Entitlement Offer closes (Retail Closing Date)	5.00 pm (Sydney time) Tuesday, 15 November 2016
Allotment of New Shares under the Retail Entitlement Offer	Tuesday, 22 November 2016
New Shares issued under the Retail Entitlement Offer commence trading on ASX	Wednesday, 23 November 2016
Despatch to Shareholders of holding statements under the Retail Entitlement Offer	Thursday, 24 November 2016

All dates and times referred to are based on Sydney time and are subject to change. COE reserves the right to vary these dates or to withdraw the Entitlement Offer at any time.

Retail Investor Enquiries

For further information in regard to the Retail Entitlement Offer, please contact the Cooper Energy Shareholder Information Line on 1300 655 248 (local call cost within Australia) or +61 3 9415 4887 (from outside Australia) at any time between 8.30am and 5.00pm (Sydney time), Monday to Friday.

Nothing contained in this announcement constitutes investment, legal tax or other advice. You should make your own assessment and take independent professional advice in relation to the information and any action on the basis of the information.

Conference Call

Mr David Maxwell, Managing Director of Cooper Energy will address a conference call on this announcement and speak to a presentation pack which has been lodged with the ASX separately.

Details of the call are as follows:

Time: 10:30am AEDT Monday 24 October

Conference ID: 6669549

Participant International Dial-In Number: +61 2 83733610

Participant Local Dial-In Numbers:

Australia, Sydney 02 83733582

Participant International Toll Free Dial-In Numbers:

Australia 1800725000

Hong Kong 800906648

Indonesia, PT Indosat access 0018030204845

Indonesia, PT Telkom access 0078030204845

New Zealand 0800446046

Singapore 8006162313

United Kingdom 08082341369

United States 18007429301

Further Information

Grant Samuel is acting as financial adviser to Cooper Energy, with Johnson Winter & Slattery acting as legal adviser.

Euroz Securities Limited and Canaccord Genuity (Australia) Limited are acting as Joint Lead Managers and Underwriters to the Entitlement Offer.

Further details about the Transaction and Entitlement Offer are contained in a separate investor presentation lodged with the ASX today.

ENDS

Further comment and information	
David Maxwell, Managing Director	+61 8 8100 4900
Don Murchland, Investor Relations	+61 439 300 932

About Cooper Energy Limited (ASX:COE) is an ASX listed exploration and production company featuring low cost oil production, a growing portfolio of gas resources and exploration acreage and a management and Board team with a proven track record in building resource companies. Cooper Energy conducts oil exploration and production in the Cooper Basin and is working towards development of its Gippsland Basin gas resources to address emerging supply opportunities in south-eastern Australia. The company has a strong balance sheet, enjoys strong cash flow and is executing a clear strategy driven by shareholder return.
www.cooperenergy.com.au

NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES

This announcement has been prepared for publication in Australia and may not be released or distributed in the United States. This announcement does not constitute an offer of securities for sale in the United States or any other jurisdiction. Any securities described in this announcement may not be offered or sold in the United States absent registration under the US Securities Act of 1933 or an exemption from registration.

Acquisition of Santos' Victorian Gas Assets



24 October 2016

Important Notice – Disclaimer

This investor presentation (“Presentation”) is issued by Cooper Energy Limited ABN 93 096 170 295 (“Cooper Energy” or “COE”).

This Presentation has been issued by Cooper Energy in relation to:

- Cooper Energy’s acquisition of the Victorian Gas Assets of Santos Limited (“Acquisition” or “Transaction”); and
- a fully underwritten 1 for 2 accelerated non-renounceable pro-rata entitlement offer of new fully paid ordinary shares in Cooper Energy (“New Shares”) comprising an accelerated underwritten institutional entitlement offer (“Institutional Entitlement Offer”) and an underwritten retail entitlement offer (“Retail Entitlement Offer”) (together, the “Entitlement Offer”) to be made under section 708AA of the Corporations Act 2001 (Cth) (“Corporations Act”) as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84.

Summary information: This Presentation contains summary information about Cooper Energy and its activities as at the date of this Presentation and should not be considered to be comprehensive or to comprise all the information which a shareholder or potential investor in Cooper Energy may require in order to determine whether to deal in Cooper Energy shares. The information in this Presentation is a general background and does not purport to be complete. It should be read in conjunction with Cooper Energy’s periodic reports and other continuous disclosure announcements released to the Australian Securities Exchange, which are available at www.asx.com.au.

Not financial product advice: This Presentation is for information purposes only and is not a prospectus under Australian law (and will not be lodged with the Australian Securities and Investments Commission) or financial product or investment advice or a recommendation to acquire Cooper Energy shares (nor does it or will it form any part of any contract to acquire Cooper Energy shares). It has been prepared without taking into account the objectives, financial situation or needs of individuals. Before making an investment decision, prospective investors should consider the appropriateness of the information having regard to their own objectives, financial situation and needs and seek legal and taxation advice appropriate to their jurisdiction. Cooper Energy is not licensed to provide financial product advice in respect of Cooper Energy shares. Cooling off rights do not apply to the acquisition of Cooper Energy shares.

Past performance: Past performance and pro forma historical financial information given in this Presentation is given for illustrative purposes only and should not be relied upon as (and is not) an indication of future performance. The historical information included in this Presentation is, or is based on, information that has previously been released to the market.

Future performance: This Presentation may contain certain statements and projections provided by or on behalf of Cooper Energy with respect to anticipated future undertakings. Forward looking words such as, “expect”, “should”, “could”, “may”, “predict”, “plan”, “will”, “believe”, “forecast”, “estimate”, “target” and other similar expressions are intended to identify forward-looking statements within the meaning of securities laws of applicable jurisdictions. Indications of, and guidance on, future earnings, distributions and financial position and performance are also forward-looking statements. Forward-looking statements, opinions and estimates provided in this Presentation are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions. Forward-looking statements, including projections, forecasts, guidance on future earnings and estimates, are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. There can be no assurance that actual outcomes will not differ materially from these forward-looking statements.

Qualified petroleum reserve and resources evaluator: This Presentation contains information on petroleum reserves and resources which is based on and fairly represents information and supporting documentation reviewed by Mr Andrew Thomas who is a full time employee of Cooper Energy holding the position of Exploration Manager, holds a Bachelor of Science (Hons), is a member of the American Association of Petroleum Geologists and the Society of Petroleum Engineers and is qualified in accordance with ASX Listing Rule 5.41 and has consented to the inclusion of this information in the form and context in which it appears.

Reserves and contingent resources estimates: Estimates of reserves and contingent resources are based on Cooper Energy assessment using information provided by Santos. Cooper Energy expects to announce its assessment of reserves and contingent resources in accordance with ASX Listing Rules attributable to the Victorian Gas Assets of Santos after the Transaction has completed.

Information on the calculation of reserves and resources is included in the appendices of this document.

Investment risk: An investment in Cooper Energy shares is subject to investment and other known and unknown risks, some of which are beyond the control of Cooper Energy. None of Cooper Energy, any of its related bodies corporate or any other person or organisation guarantees any particular rate of return or the performance of Cooper Energy, nor do any of them guarantee the repayment of capital from Cooper Energy or any particular tax treatment.

Not an offer: This Presentation is not and should not be considered an offer or an invitation to acquire Cooper Energy shares or any other financial products and does not and will not form any part of any contract for the acquisition of Cooper Energy shares. This Presentation does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to, or for the account or benefit of, any “U.S. person” (as defined in Regulation S under the US Securities Act of 1933, as amended (“Securities Act”)) (“U.S. Person”). Cooper Energy shares have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold in the United States or to any U.S. Person absent registration except in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and any other applicable securities laws. This document may not be distributed or released in the United States or to any U.S. person.

Important Notice – Disclaimer (cont'd)

Underwriters and Joint Lead Managers, and their advisers: None of Euroz Securities Limited (“Euroz”) or Canaccord Genuity (Australia) Limited (“Canaccord Genuity”) (together, the “Underwriters”) nor their or Cooper Energy’s respective advisers nor any of their respective affiliates, related bodies corporate, directors, officers, partners, employees and agents, have authorised, permitted or caused the issue, lodgement, submission, dispatch or provision of this Presentation and do not make or purport to make any statement in this Presentation and there is no statement in this Presentation which is based on any statement by the Underwriters or Cooper Energy’s advisers.

To the maximum extent permitted by law, the Underwriters and their respective advisers, affiliates, related bodies corporate, directors, officers, partners, employees and agents:

- exclude and disclaim all liability, including without limitation for negligence or for any expenses, losses, damages or costs incurred by you as a result of your participation in or failure to participate in the Entitlement Offer or the information in this Presentation being inaccurate or incomplete in any way for any reason, whether by negligence or otherwise; and
- make no representation or warranty, express or implied, as to the currency, accuracy, reliability or completeness of information in this Presentation and, with regards to the Underwriters and their respective advisers, affiliates, related bodies corporate, directors, officers, partners, employees and agents, take no responsibility for any part of this Presentation or the Entitlement Offer.

The Underwriters and their respective advisers, affiliates, related bodies corporate, directors, officers, partners, employees and agents make no recommendations as to whether you or your related parties should participate in the Entitlement Offer nor do they make any representations or warranties to you concerning the Entitlement Offer, and you represent, warrant and agree that you have not relied on any statements made by the underwriter, or any of its advisers, affiliates, related bodies corporate, directors, officers, partners, employees or agents in relation to the Entitlement Offer or the Placement and you further expressly disclaim that you are in a fiduciary relationship with any of them. Statements made in this Presentation are made only as the date of this Presentation. The information in this Presentation remains subject to change without notice.

Disclaimer of liability: This Presentation has been prepared by Cooper Energy based on information available to it. All information in this Presentation is believed to be reliable as at the date of this Presentation but each of Cooper Energy, its advisers and the Underwriters and their respective affiliates, officers and employees make no representations regarding, to the maximum extent permitted by law, expressly disclaim all liabilities (including for negligence) in respect of, and take no responsibility for, any part of this Presentation and make no representation or warranty as to the currency, accuracy, reliability or completeness of information.

Content

- 1 Transaction Overview**
- 2 Summary of Acquired Assets**
- 3 Post Transaction Cooper Energy**
- 4 Transaction Financing**
- 5 Appendices**
 - Key risks
 - Offer jurisdictions
 - Notes on calculation of reserves and resources
 - Abbreviations

1. Transaction Overview



Cooper Energy is advancing execution of its established **gas strategy** with the acquisition of gas production and development assets which will:

- **transform** the company, with an immediate and substantial uplift in production and reserves across a **multi basin** portfolio;
- **simplify** the pathway for Sole Gas Project development; and provide
- **gas available** for supply and contracting to south-east Australia customers

Transaction summary

Cooper Energy to acquire the Victorian Gas Assets of Santos Limited for up to \$82 million

Transaction details	- Cooper Energy (“COE”) to acquire the Victorian Gas Assets of Santos Limited (“Santos”) (see slide 8) for cash consideration of up to \$82 million¹ \$62 million cash payment to Santos upon completion of the Transaction; plus \$20 million milestone payment, payable upon the earlier of the Final Investment Decision (“FID”) for the Sole Gas Project or a sell-down by COE of an interest in any of the Victorian Gas Assets. - Transaction to be effective as of 1 January 2017, and is expected to complete in early 2017
Strategic rationale	- Transformational Transaction delivering substantial scale to COE’s production, gas reserves and resources - Delivering on Cooper Energy’s established gas strategy and providing immediate access to the south-east Australia gas market - Moving to 100% ownership of Sole simplifies the path to commercialisation
Funding	- A fully underwritten, accelerated non-renounceable entitlement offer to raise approximately \$62.6 million 1 for 2 pro-rata entitlement offer, at an offer price of \$0.285 per new share 14.9% discount to TERP of \$0.335 based on closing price of \$0.36 on 21 October 2016 - See pages 33 and 34 for further information and Entitlement Offer timetable \$8.1 million from draw-down of Cooper Energy’s existing debt facilities and existing cash reserves
Transaction impact	- Annualised post Transaction FY17 Australian production increase to 1.7 MMboe, 5.4x COE FY16 Australian production 2P reserve increase more than 9x to 11.6 MMboe^{2 3} - Accelerates gas business: adds production of 7 PJ pa under contract and 45 PJ 2P uncontracted Casino-Henry gas - Australia 2C contingent resources addition of 21 MMboe (39% uplift as at 30 June 2016)^{3 4}

¹ Total consideration includes assuming abandonment liabilities based on existing operator estimates of approximately \$140 million (in 2015 real dollars), mostly to be incurred from FY27-FY31. COE’s cost and timing estimates and associated accounting will be reflected in its 30 June 2017 financial report.

² Pro forma 10.3 MMboe of acquired reserves as at 30 June 2016 added to COE’s Australian reserves of 1.3 MMboe at 30 June 2016 based on COE assessment using information provided by Santos. Estimate excludes Indonesia as this business is expected to be sold as announced to the ASX on 19 October 2016.

³ COE expects to announce its assessment of reserves and contingent resources in accordance with ASX Listing Rules attributable to the Victorian Gas Assets of Santos after the Transaction has completed.

⁴ Uplift based on contingent resource announced to the ASX on 11 October 2016. COE is not aware of any new information or data that materially affects the information provided in that release and all material assumptions and technical parameters underpinning the assessment provided in the announcement continue to apply.

Assets to be acquired

A revenue generating portfolio of assets complementary to Cooper Energy's existing assets and strategy

Casino-Henry¹	50% & Operator (subject to the approval of the joint venture partners (AWE Ltd & Mitsui E&P Australia Pty Ltd), of the producing Casino-Henry gas fields in offshore Otway Basin
Sole	50% & Operator of VIC/RL3 in the offshore Gippsland Basin, which contains the Sole gas field
Orbost Gas Plant	50% & Operator of the Orbost Gas Plant, onshore Gippsland Basin
Minerva²	10% of the producing Minerva gas field (offshore) and Minerva Gas Plant (onshore) in Otway Basin
Patricia Baleen	100% of the non-operating Patricia Baleen gas field and infrastructure in Gippsland Basin

Fits Cooper Energy stated criteria for value creating gas assets:

- ✓ low on the cost curve
- ✓ near term and achievable development options
- ✓ adds value to Cooper Energy and Cooper Energy adds value to the assets



¹ Subject to satisfaction or waiver of a condition that the Casino-Henry joint venturers AWE Ltd ("AWE") and Mitsui E&P Australia Pty Ltd ("Mitsui") approve the assignment of Santos' interest to COE (such approval not to be unreasonably withheld) and approve COE becoming operator of the joint venture.

² If all Conditions of the Transaction are satisfied or waived other than BHP Billiton Limited ("BHP Billiton") waiving its pre-emptive right over Minerva, completion will occur for all assets other than Minerva. See slide 31 for more information regarding the conditions of the Transaction.

Strategic rationale

Transformational, value-adding Transaction that supports Cooper Energy's long term gas strategy

- ✓ Logical, value-adding step up in Cooper Energy's established and soundly based gas strategy
- ✓ Transformational increase in production and reserves, with near term exposure to south-east Australia gas contracting opportunities
- ✓ Assets ideally positioned to capitalise on the strong market forecasts for gas in south-east Australia
- ✓ Value creation opportunities in uncontracted gas and development consistent with Cooper Energy's gas marketing and geotechnical capabilities
- ✓ Simplifies the pathway for commercialisation of the Sole Gas Project
- ✓ Shifts Cooper Energy's production profile from 100% oil to predominantly gas sold under long term contracts
- ✓ Step up in operational and engineering expertise by adding proven engineering, operations and technical resources from Santos

Features of acquired portfolio¹

Gas production, resources and infrastructure strategically located to supply south-east Australia

Gas production: + 7 PJ pa

- 7.3 PJ pa from Casino-Henry
- Sales to 2018 contracted to EnergyAustralia

2P Gas reserves²: + 54 PJ

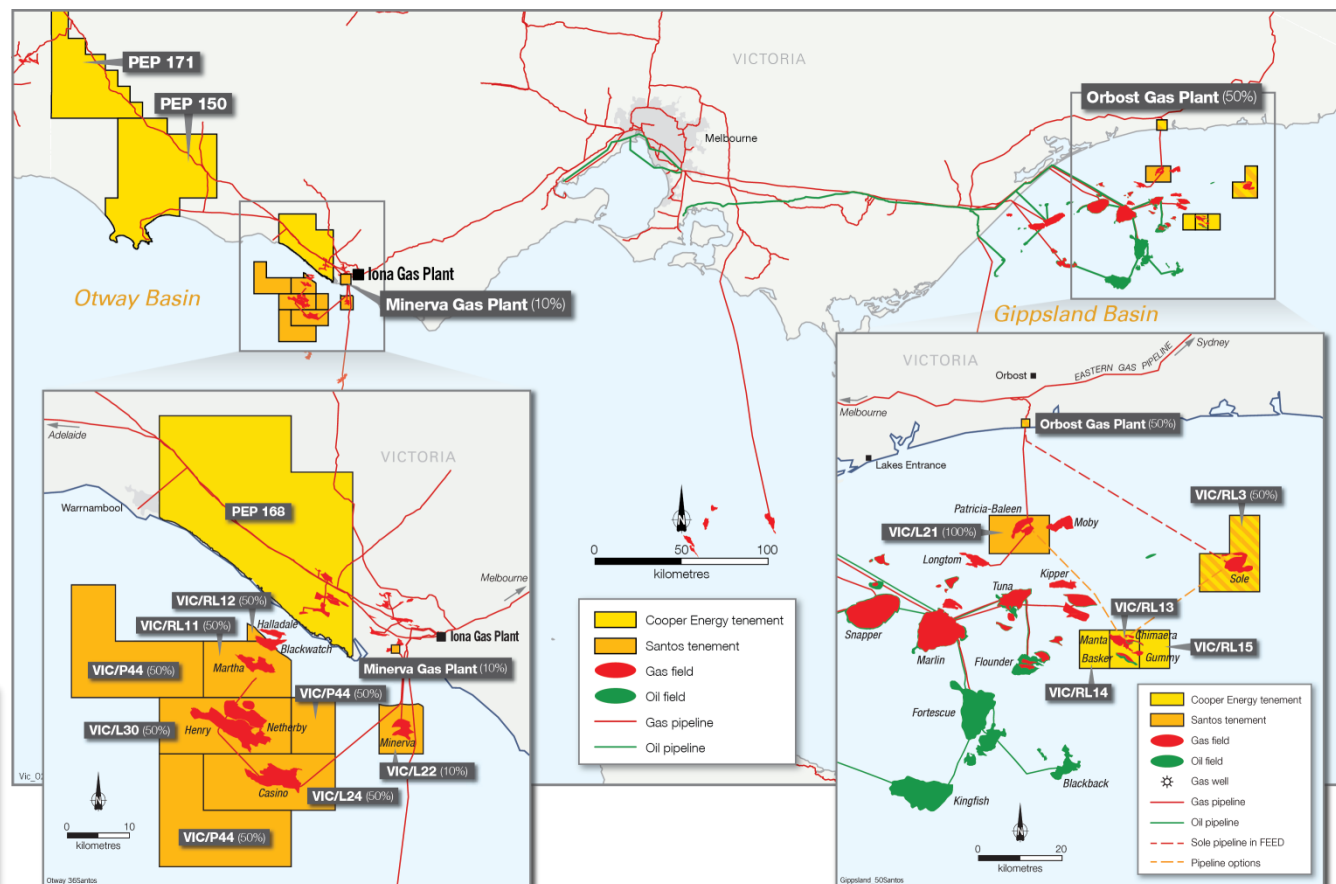
- 54 PJ 2P gas reserves – including 45 PJ uncontracted

Exploration acreage: VIC/P44

- Numerous exploration prospects

Infrastructure: Plant, field facilities

- 50% of Orbost Gas Plant; takes COE to 100%
- 10% of Minerva Gas Plant
- 100% of Patricia Baleen gas field and infrastructure
- Abandonment liabilities - \$140 million (real 2015 dollars) included in valuations and predominantly incurred post 2025



2C contingent resources³: +121 PJ

- Additional 50% of Sole contingent resources
- Adds 121 PJ to COE 2C contingent resource takes COE total for Sole and Manta to 347 PJ

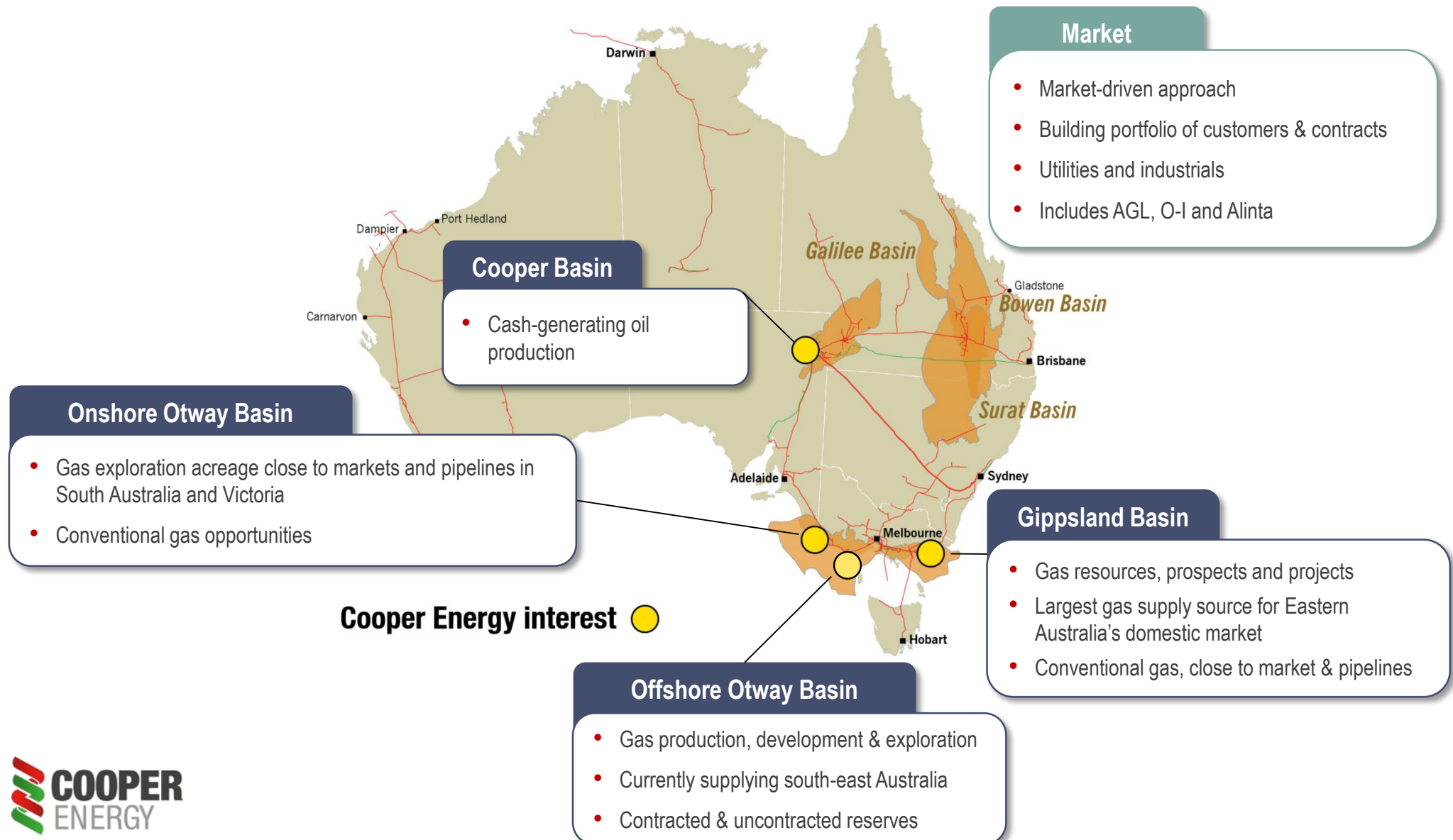
¹ Assumes the acquisition of all of Santos' Victorian Gas Assets (i.e. Casino-Henry, Sole, Orbost Gas Plant, Minerva and Patricia Baleen).

² Reserves estimates based on COE assessment of Santos' Victorian Gas Assets for 31 December 2016 using information provided by Santos. In accordance with ASX Listing Rules, COE expects to announce its assessment of reserves and contingent resources attributable to the Victorian Gas Assets of Santos after the Transaction has completed.

³ Estimate of contingent resources attributable to Santos 50% share of Sole announced to the ASX on 26 November 2015. See notes in the Appendices.

Cooper Energy Australian portfolio post Transaction

Production & exploration assets targeted for market fundamentals, cost competitiveness and near term development



Fit with Cooper Energy's gas strategy

Accelerates entry into south-east Australia, adds uncontracted gas and strengthens capabilities for ongoing strategy execution

- **Accelerates building a market-focused, cost-competitive south-east Australia multi-basin gas business**
- **Substantial uncontracted gas, development options and additional gas plant infrastructure**
 - increases uncontracted gas by 166 PJ to ~315 PJ (2P and 2C)¹ and plays to Cooper Energy's gas marketing strengths
 - gas plants (Orbost and Minerva) have strategic significance for future gas supply in the region
- **Strengthens Cooper Energy's technical and operating capabilities with proven team**
 - post Transaction, Cooper Energy will become operator of Sole, Orbost Gas Plant and Casino-Henry
 - members of Santos' Sole Gas Project and Victoria Operations teams will be offered employment at Cooper Energy
 - acquisition of capabilities relevant to growth of company and gas strategy
 - opportunity for efficiencies in administration and overheads

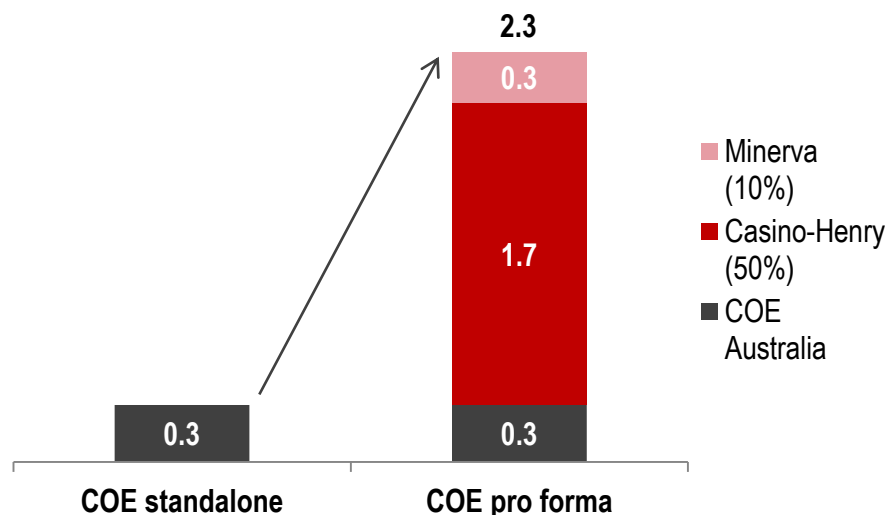


¹ Estimates of reserves and contingent resources are based on assessment released to the ASX on 11 October 2016 and COE assessment of Santos' Victorian Gas Assets using information provided by Santos for 31 December 2016. In accordance with ASX Listing Rules, COE expects to announce its assessment of reserves and contingent resources attributable to the Victorian Gas Assets of Santos after the Transaction has completed. Excludes Basker 2C of 34 PJ.

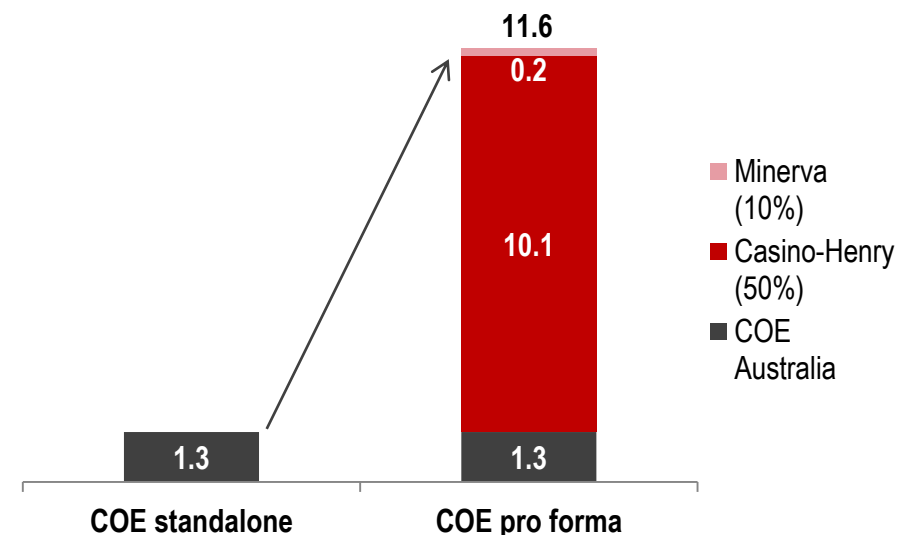
Proforma production and reserves impact

Transformational uplift in Australia production and reserves

FY16 production (MMboe)¹



2P reserves² as at 30 June 2016 (MMboe)



- 7.2x uplift on FY16 Australia production
- Pro forma adjustments include equity share of FY16 production:
 - Casino-Henry - 1.7 MMboe
 - Minerva - 0.3 MMboe
- Production profile shifts from 100% oil to predominantly gas sold under long term contracts

- 9.1x increase in 2P reserves to 11.6 MMboe
- Total uncontracted 2P & 2C gas of ~315 PJ
- 1 well required to access the Henry 2P undeveloped reserves of 26 PJ (4.4 MMboe)

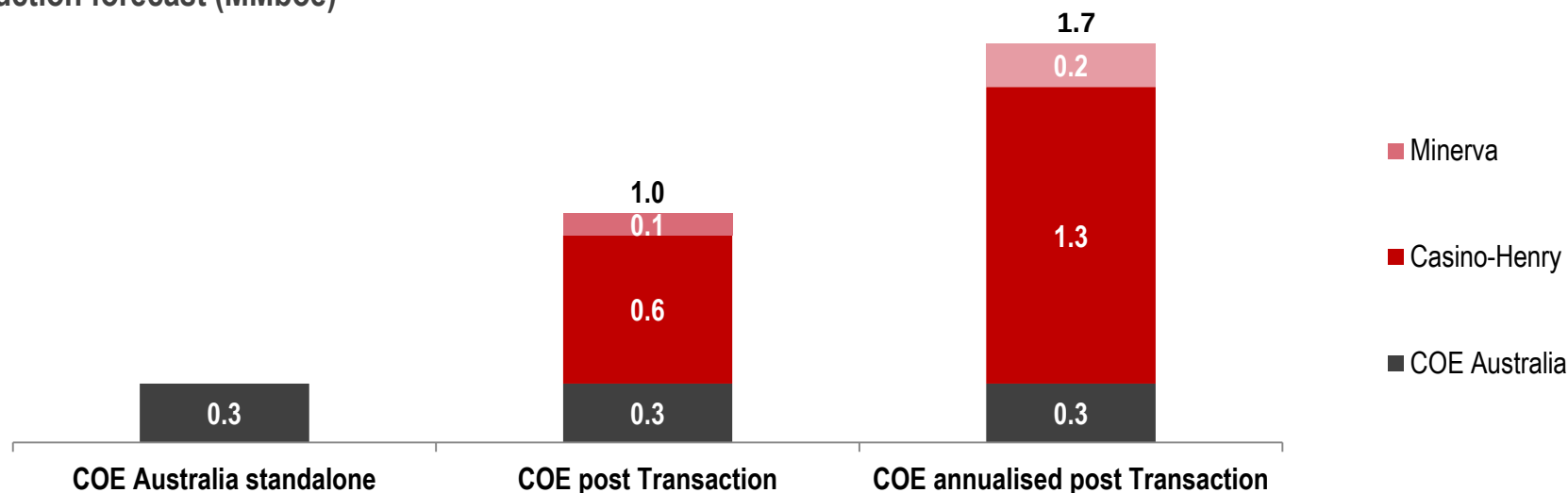
¹ Transaction close assumed to be 30 Jun 2016 for the purpose of pro forma calculations.

² Estimates of reserves based on assessment released to the ASX on 11 October 2016 and on COE assessment of Santos' Victorian Gas Assets using information provided by Santos. In accordance with ASX Listing Rules, COE expects to announce its assessment of reserves and contingent resources attributable to the Victorian Gas Assets of Santos after the Transaction has completed. Additional information concerning their calculation is contained in the Appendices in this presentation. Excludes Basker 2C of 34 PJ.

FY17 production impact

Transformational uplift in production

FY17 production forecast (MMboe)¹

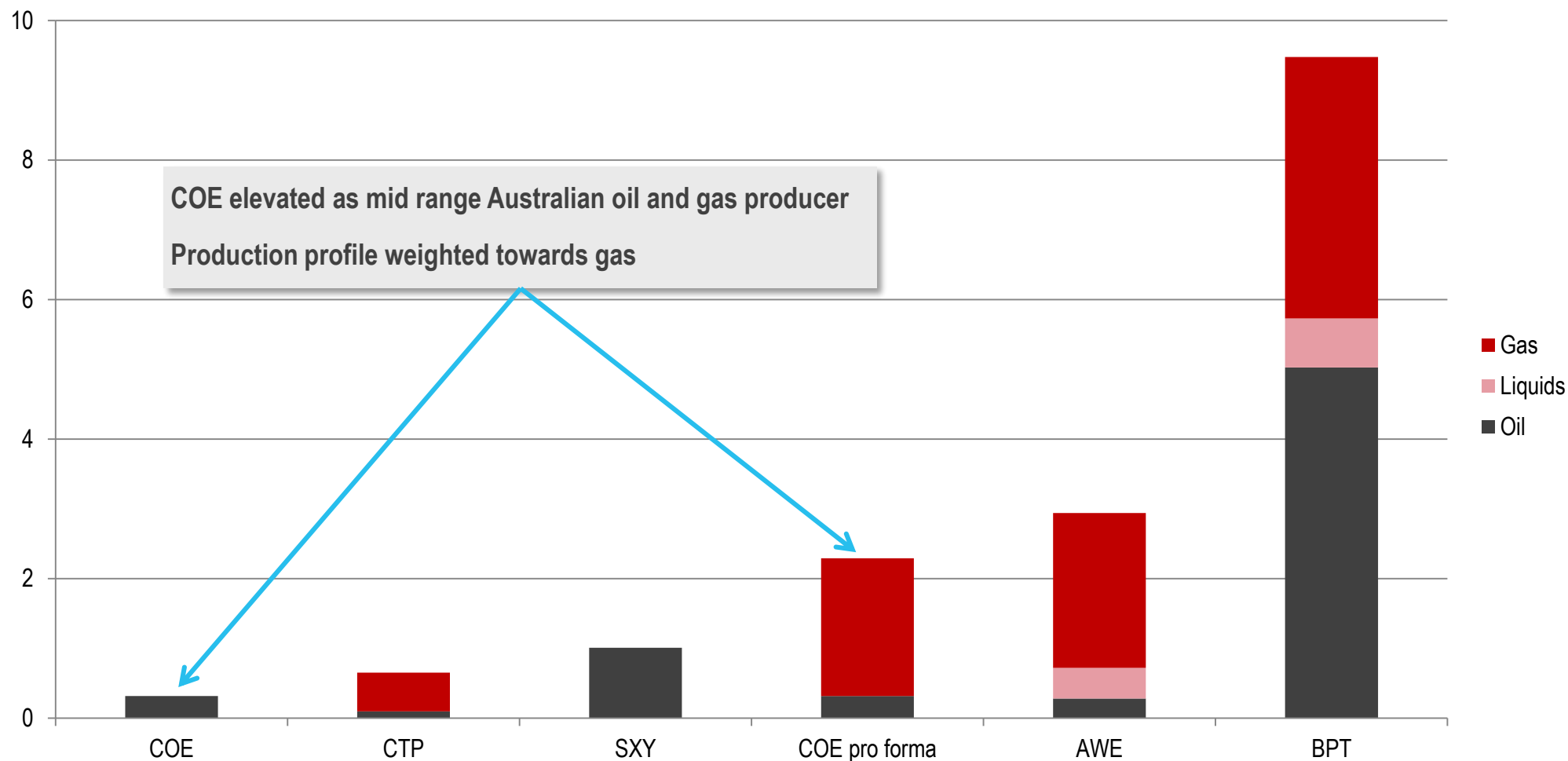


- 3.9x uplift in FY17 standalone forecast production post Transaction
- 6.8x uplift in FY17 standalone forecast production on an annualised post Transaction basis
- Post Transaction includes six months' production from 1 January 2017 for Casino-Henry and Minerva of 4 PJ gas (0.7 MMboe)
- Annualised post Transaction includes full year of Casino-Henry and Minerva production at same rates as are forecast to be achieved from January to June 2017
- Production profile shifts from 100% oil to predominantly long term gas

Repositions COE

Production uplift elevates COE to mid range producer and shifts from oil only to predominantly gas

Australian production FY16 (MMboe)



Source: Company Filings, COE

FY17 production and capex impacts

Transformational uplift in production with minimal short term capital expenditure requirement

	COE standalone	Victorian Gas Assets ¹	COE post Transaction
Production FY17	0.3 MMboe	0.7 MMboe	1.0 MMboe
Capital expenditure FY17 (a)	\$20 million	\$3 million	\$23 million
- Exploration & evaluation (b,c)	\$17 million	\$1 million	\$18 million
- Development & stay in business	\$3 million	\$2 million	\$5 million
Number of wells FY17	2-3	0	2-3

Notes:

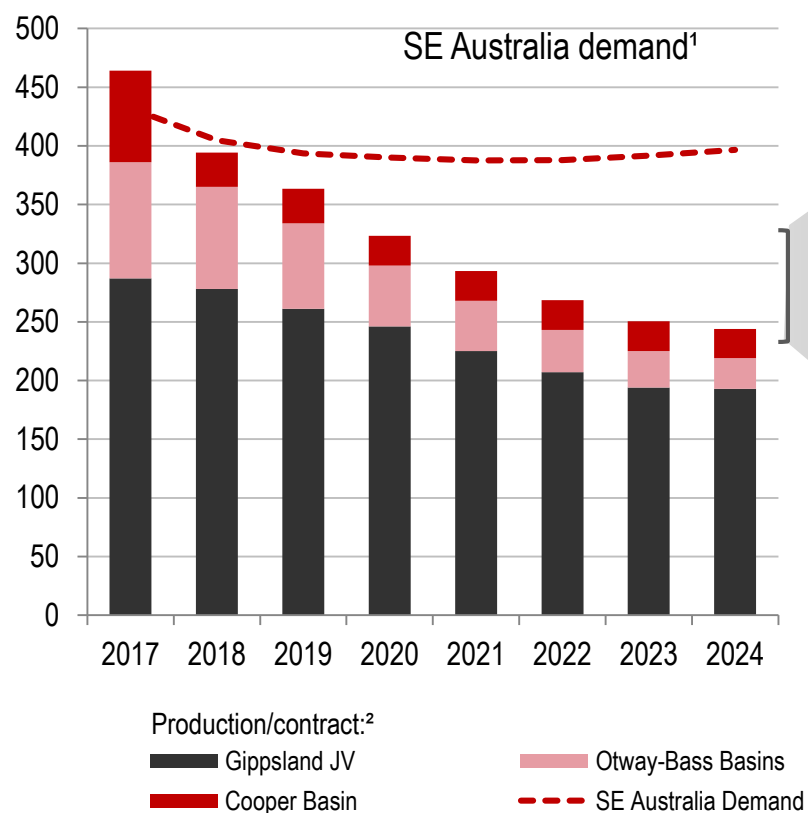
- Firm capex does not include development capex arising from affirmative FID for the Sole Gas Project.
- FY17 capex guidance has been increased by \$6 million from \$14 million to \$20 million for Sole Gas Project pre-FID expenditure to allow for long lead items that may be ordered in advance of FID that would otherwise have been incurred post FID (post FID capex would reduce by a corresponding amount).
- Sole first gas date of March quarter FY19 can be met with FID within March quarter FY17. It is possible that FID may be deferred to the March quarter FY17 to enable optimisation of project equity participation and financing. Should that occur, an additional \$16 million of capital expenditure to the guidance above is estimated for FY17 (post FID capex would reduce by a corresponding amount).

South-east* Australia gas market outlook

Cooper Energy portfolio post Transaction has gas available as contract opportunities emerge

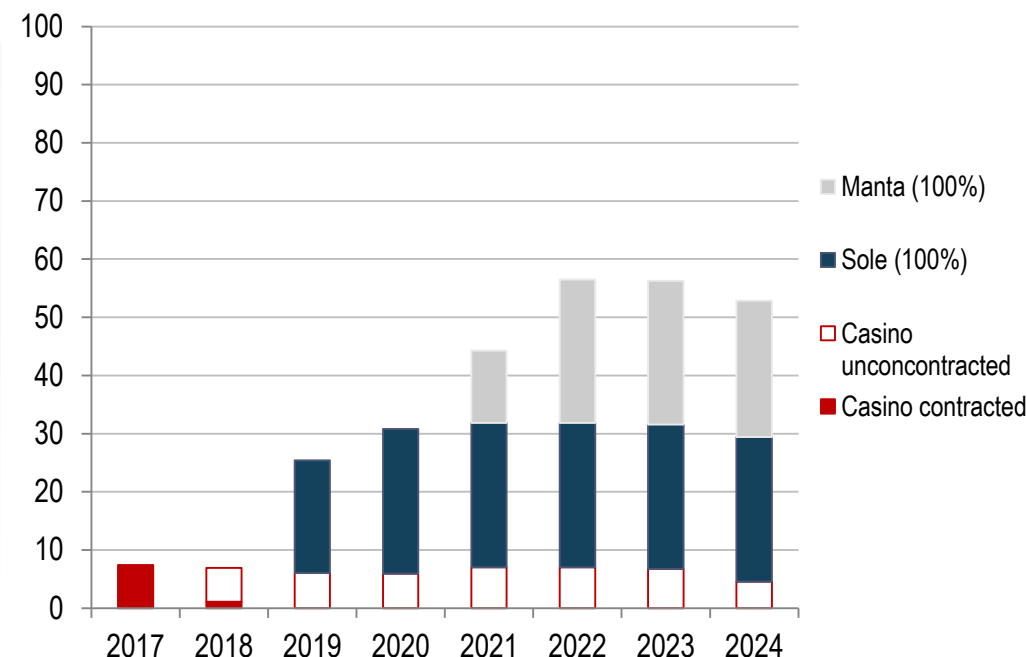
Gas demand vs production/contract from existing suppliers for south-east Australia

PJ pa



Cooper Energy gas production profile: post Transaction

PJ pa



- Casino-Henry gas contracted to 2018
- Gas available to contract from mid 2018
- Cooper Energy may sell down some of Sole Gas Project and Manta



* South-east Australia comprises NSW, VIC, SA and Tasmania

¹ AEMO GSOO March 2016

² EnergyQuest EnergyQuarterly May 2016 (includes Sole)

2. Summary of Acquired Assets



Casino-Henry: asset summary

Producing gas fields with uncontracted gas and development opportunities

Ownership post Transaction completion

- COE: 50%, Operator¹ (previously Santos)
- AWE: 25%
- Mitsui: 25%

Description

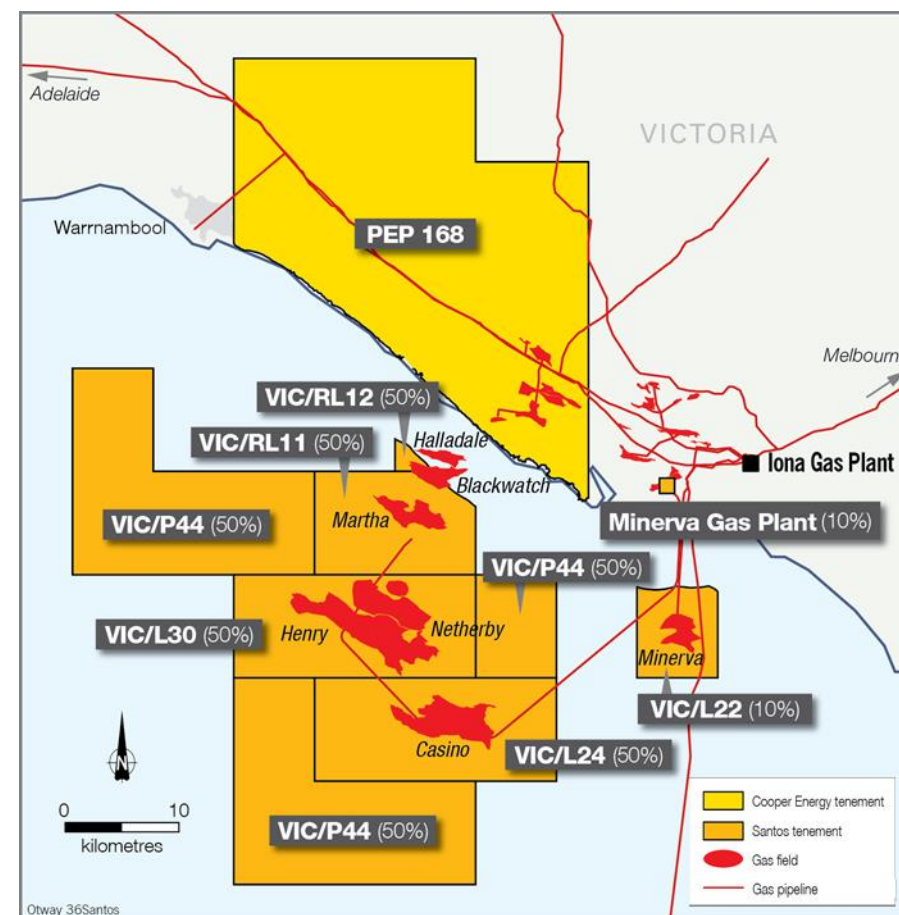
- Otway Basin, offshore Victoria (field water depths: 63-65 m)
- Licences VIC/RL11, VIC/RL12, VIC/L24, VIC/L30 and VIC/P44
- Gas processed through Iona Gas Plant, owned by QIC (previously owned by EnergyAustralia "EA") and operated by Lochard Energy

Production (50% equity share)

- FY16: 10 PJ (1.7 MMboe)
- FY17²: estimated 8 PJ (1.5 MMboe)
- Current production rate ~50 TJ/day

Reserves³ (50% equity share acquired)

- 54 PJ (9.3 MMboe) estimated 2P gas reserves at 31 December 2016
- 45 PJ 2P uncontracted gas



¹ Transfer of Operator subject to the approval of the joint venture partners (AWE Ltd & Mitsui E&P Australia Pty Ltd).

² Equity share of expected FY17 production. COE interest to be effective from 1 January 2017.

³ Reserves estimates based on COE assessment of Santos' Victorian Gas Assets for 31 December 2016 using information provided by Santos. In accordance with ASX Listing Rules, COE expects to announce its assessment of reserves and contingent resources attributable to the Victorian Gas Assets of Santos after the Transaction has completed.

Casino-Henry: asset summary (cont'd)

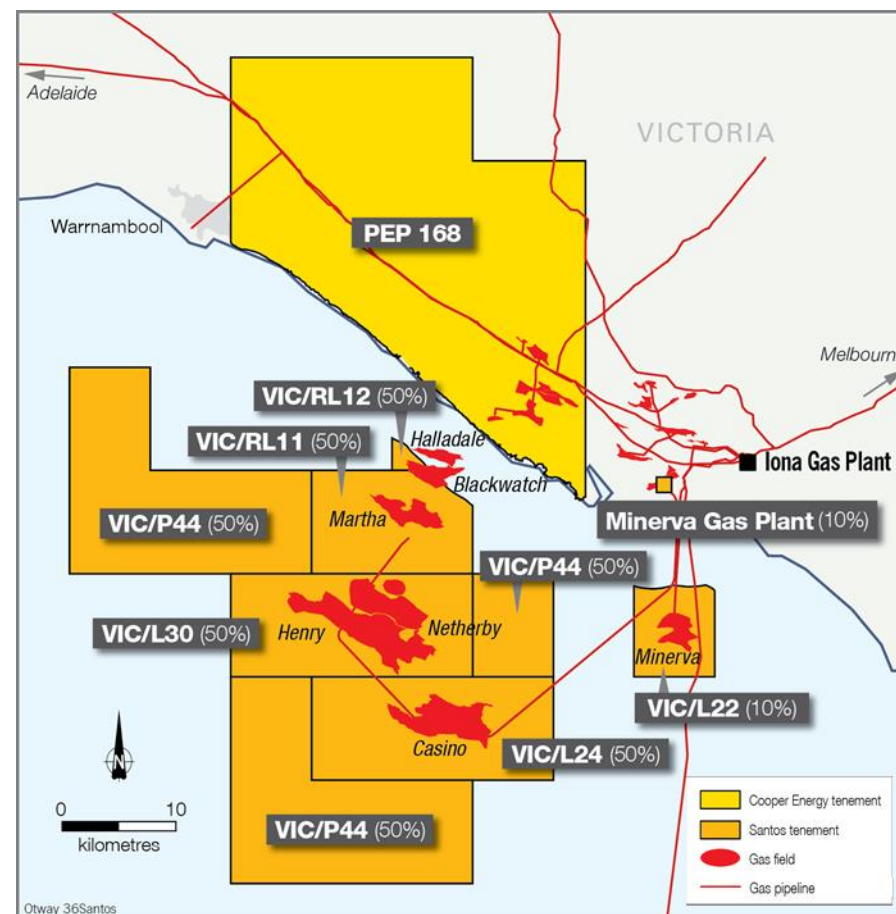
Producing gas fields with uncontracted gas and development opportunities

Offshore subsea development

- Online 2006 - 2 Casino wells and 34.2 km pipeline to Iona Gas Plant/gas storage system
- 1 well each in Henry and Netherby online in 2010 via 21.7 km tie-back to Casino
- 1 additional well required to access 2P undeveloped reserves for Henry of 26 PJ included in the 9.3 MMboe of 2P reserves¹

Assets for abandonment at end of life

- 4 x subsea wells
- 55 km subsea pipeline and control umbilical
- Horizontally drilled underground shore crossing
- 11.5 km onshore pipeline and mainline valve site



Minerva: asset summary

Producing field near end of life and gas processing plant which has value for third party gas

Ownership post Transaction completion

- COE: 10% (previously Santos)
- BHP Billiton: 90% (Operator)

Description

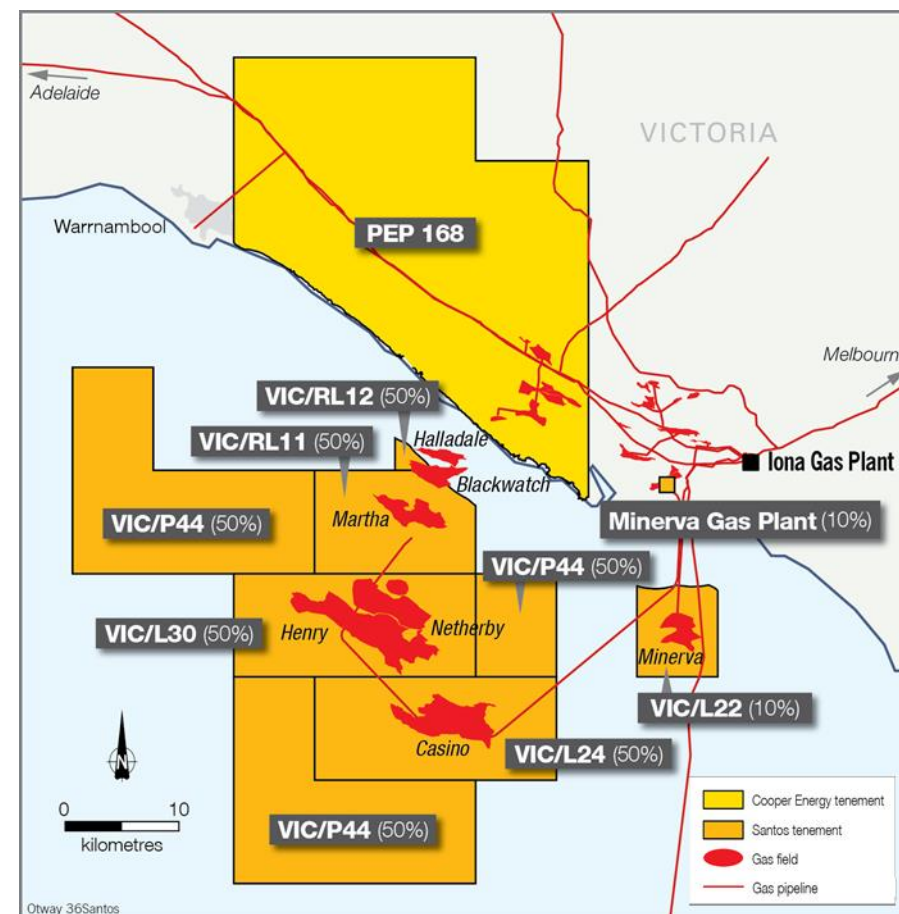
- Otway Basin, offshore Victoria (water depth 59 m)
- Minerva Gas Plant (10%)
- Licence VIC/L22

Production (10% equity share)

- FY16: 2 PJ (0.3 MMboe)
- FY17¹: estimated 1 PJ (0.2 MMboe)
- Current production rate ~50 TJ/day
- No production assumed beyond 30 June 2017

Reserves² (10% equity share acquired)

- 0.5 PJ (0.1 MMboe) 2P reserves at 31 December 2016



¹ COE interest to be effective from 1 January 2017.

² Reserves estimates based on COE assessment of Santos' Victorian Gas Assets for 31 December 2016 using information provided by Santos. In accordance with ASX Listing Rules, COE expects to announce its assessment of reserves and contingent resources attributable to the Victorian Gas Assets of Santos after the Transaction has completed.

Minerva: asset summary (cont'd)

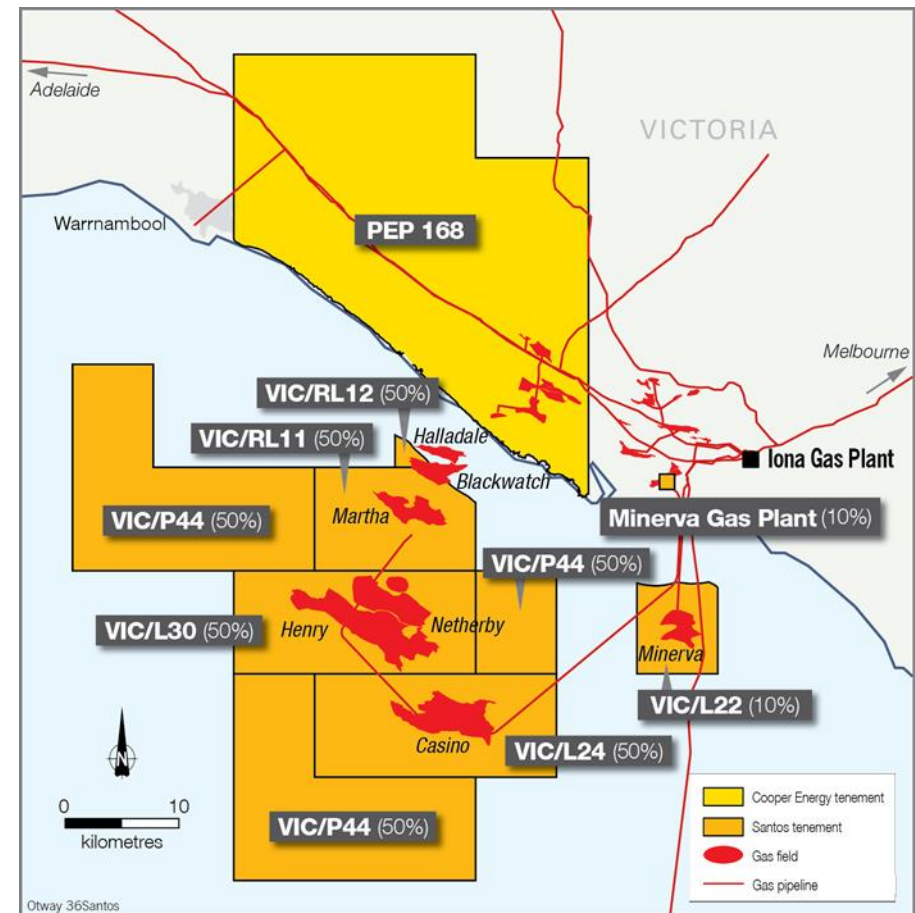
Producing field near end of life and gas processing plant which has value for third party gas

Offshore subsea development

- 2 production wells
- 10 km subsea pipeline to Minerva Gas Plant
- Gas plant connected to the SEAGas pipeline

Assets for abandonment at end of life

- 4 x subsea wells
- 10 km subsea pipeline and control umbilical
- Horizontally drilled underground shore crossing
- 3.4 km onshore pipeline
- Minerva Gas Plant



Patricia Baleen: asset summary

Non-operating field with strategically significant infrastructure

Ownership post Transaction completion

- COE: 100% (previously Santos)

Description

- Gippsland Basin, offshore Victoria (water depth 51m)
- Licence VIC/L21

Production acquired

- Cumulative gas production to 2008 = ~43 Bcf

Future

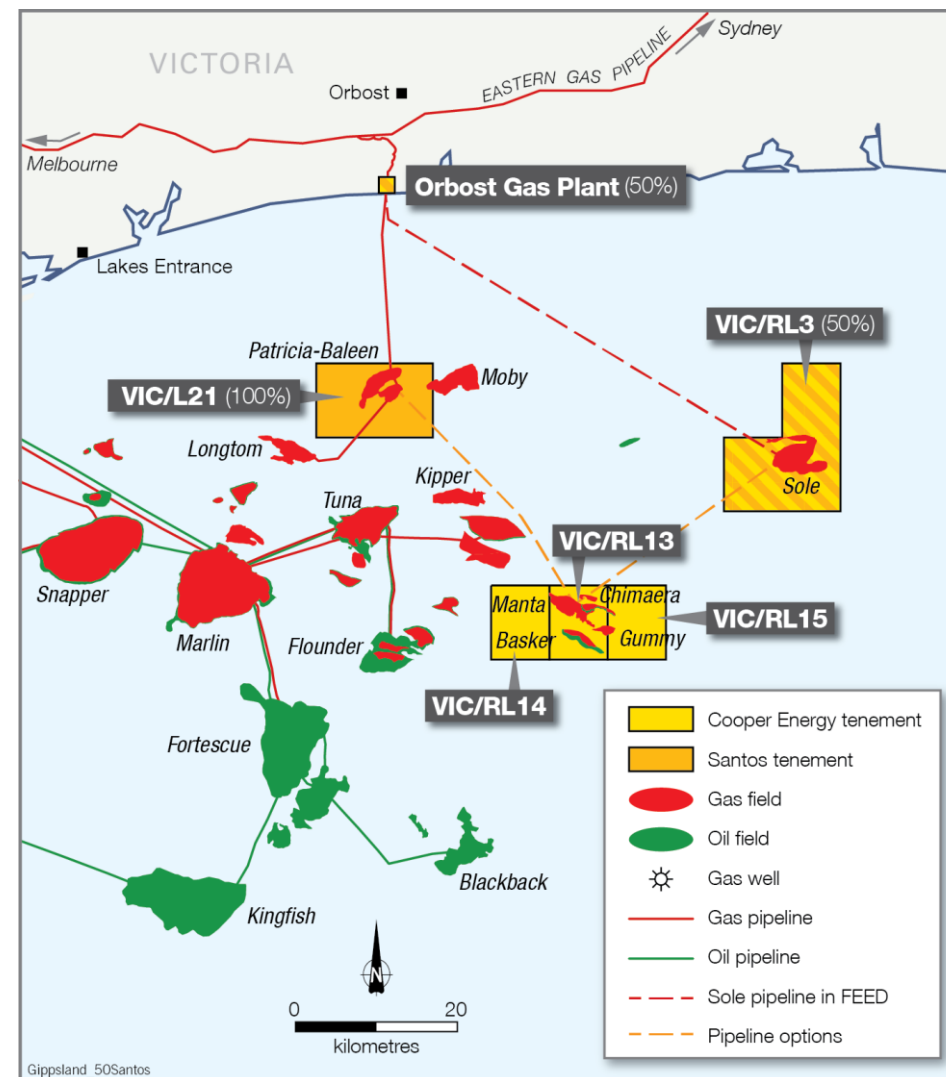
- No future projects currently planned
- Strategic and infrastructure importance e.g. Longtom, future exploration

Reserves and contingent resources

- No reserves or contingent resources assumed for Patricia Baleen

Assets for abandonment at end of life

- 3 x subsea wells
- 23 km subsea pipeline and control umbilical
- Horizontally drilled underground shore crossing



Sole Gas Project: asset summary post Transaction

Cost competitive resource, existing plant and production planned for March quarter FY19

Ownership post Transaction completion

- **VIC RL/3 (Sole):** COE: 100%, Operator (previously 50% Santos & Operator, 50% COE)
- **Orbost Gas Plant:** COE: 100%, Operator (previously 50% Santos & Operator, 50% COE)

Description

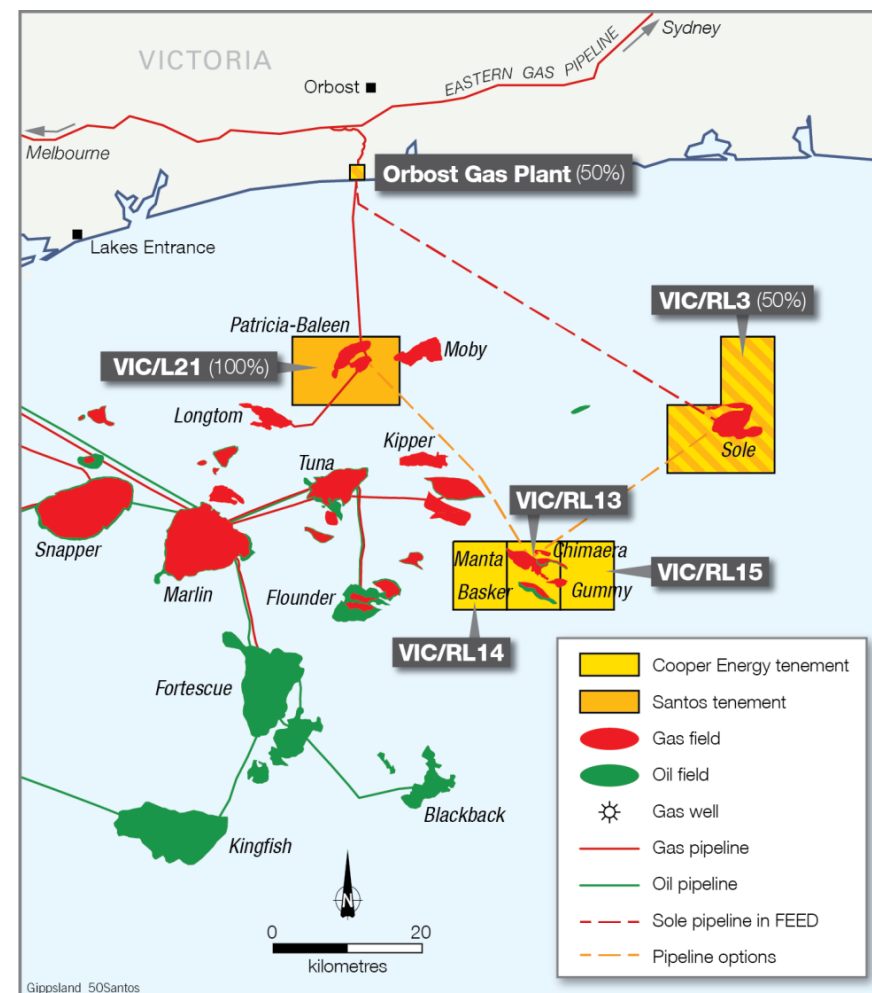
- **VIC/RL3 (Sole):** Gippsland Basin, offshore Victoria (water depth 125 m)
- Orbost Gas Plant currently in care and maintenance, connected to Eastern Gas Pipeline and adjacent fields

Contingent resources¹ (50% equity share acquired)

- 121 PJ (20.7 MMboe) 2C contingent resources at 30 June 2016

Development

- FEED complete, FID once financing in place
- Production rate of 68 TJ/day
- Horizontal well
- Pipeline (65 km x 12" diameter) and control umbilical connect field to the existing Orbost Gas Plant
- Horizontal Directionally Drilled shore crossing
- Orbost Gas Plant modifications including H₂S removal
- Construction expected to take approximately two years
- First gas planned for March quarter FY19



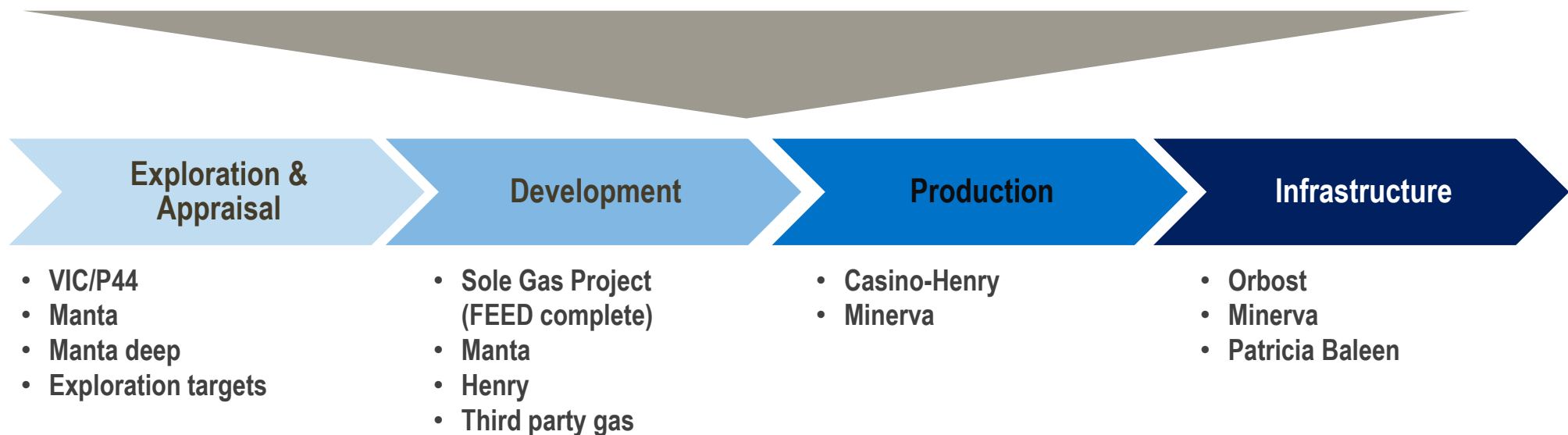
3. Post Transaction Cooper Energy



Combined gas portfolio

Conveyor of gas supply & market opportunities accessing existing infrastructure with significant synergies

- Mixture of contracted and uncontracted gas balances risk mitigation with upside contracting opportunities
- Blue chip gas customers for Casino-Henry (EnergyAustralia) and Sole Gas Project 2C (AGL, O-I and Alinta)
- Uncontracted¹ gas of ~315² PJ including: Casino-Henry uncontracted 2P (45 PJ); uncontracted Sole³ 2C (~164PJ); Manta⁴ 2C (106 PJ)
- Positioned to maximise value at a time when supply is tight and gas prices increasing
- Orbost and Minerva gas plants are ideally located to supply market – significant infrastructure value
- Manta 2C, Henry and other third party gas opportunities have been appraised and are development ready
- Numerous exploration targets identified



¹ Estimates of reserves and contingent resources are based on COE assessment for 31 December 2016 using information provided by Santos. In accordance with ASX Listing Rules, COE expects to announce its assessment of reserves and contingent resources attributable to the Victorian Gas Assets of Santos after the Transaction has completed.

² Excludes Basker 2C of 34 PJ. Refer to notes in Appendices of this presentation for information on reserves and resources calculation.

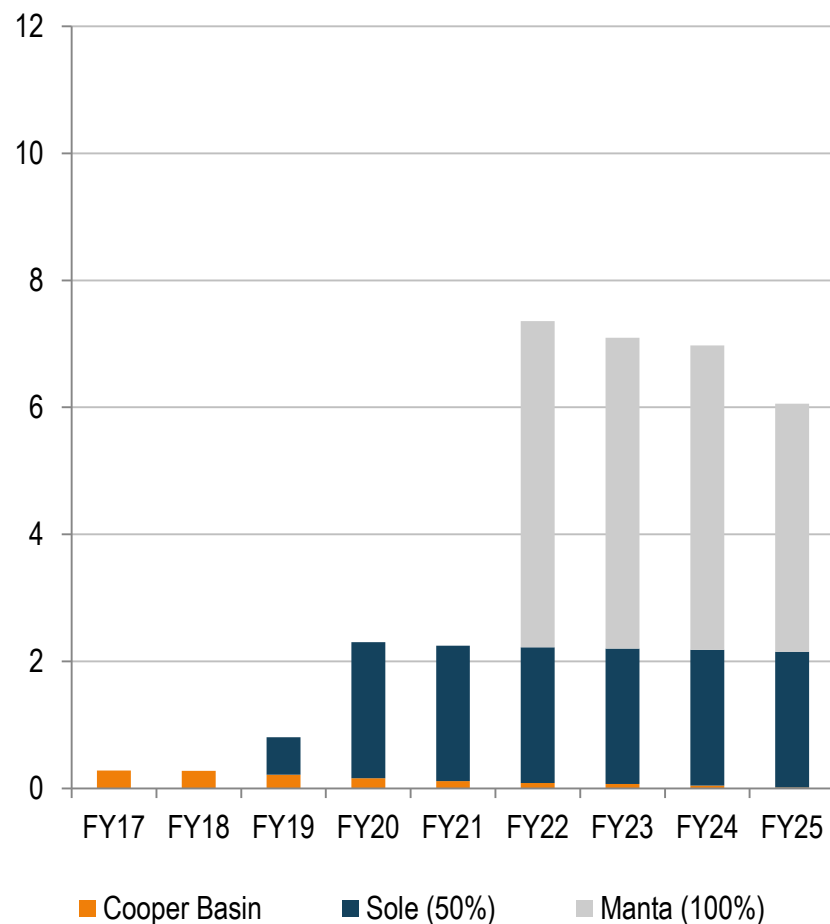
³ Uncontracted Sole 2C gas consists of 2C gas estimate (241 PJ) as announced to the ASX on 26 November 2015 less 77 PJ under binding gas sales agreements as announced to the ASX on 20 October 2016. Refer to notes in Appendices of this presentation for information on reserves and resources calculation.

⁴ Estimate of Manta contingent resources as announced to the ASX on 16 July 2015 attributable to COE 100% share following exit of Beach Energy as announced to the ASX on 15 April 2016. Refer to notes in Appendices of this presentation for information on reserves and resources calculation.

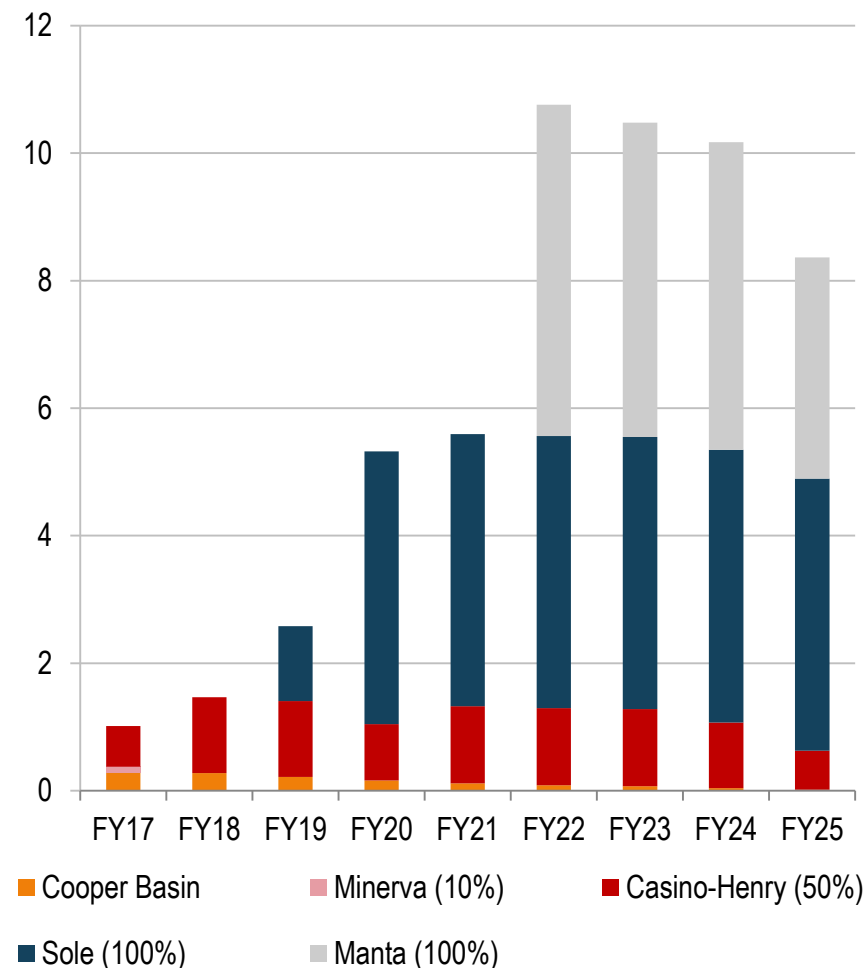
Production outlook (MMboe)

Transaction provides production bridge to Sole start-up (March quarter FY19) + undeveloped reserves

Current Portfolio:



Post Transaction: uplift now and higher for longer



Note: Sole and Manta forecast potential production shown Post Transaction is 100%. COE may sell down some of its stake in Sole and Manta, and hence may not own 100% of production for each asset across the forecast period.

Implications for Sole Gas Project

Commitment and first gas unchanged

Commercialisation pathway: an attractive project that has strong support from gas buyers

- Sole Gas Project will continue to proceed through previously announced process to commercialisation (see detail on following slide)
- Timeline for first gas unchanged: March quarter FY19
- Project attracting interest of gas buyers together with support of existing customers: AGL, O-I and Alinta
- Sole Gas Project will continue to be prioritised as value creation opportunity for Cooper Energy shareholders

Strategic and financing options: enhanced by 100% ownership and increase in scale

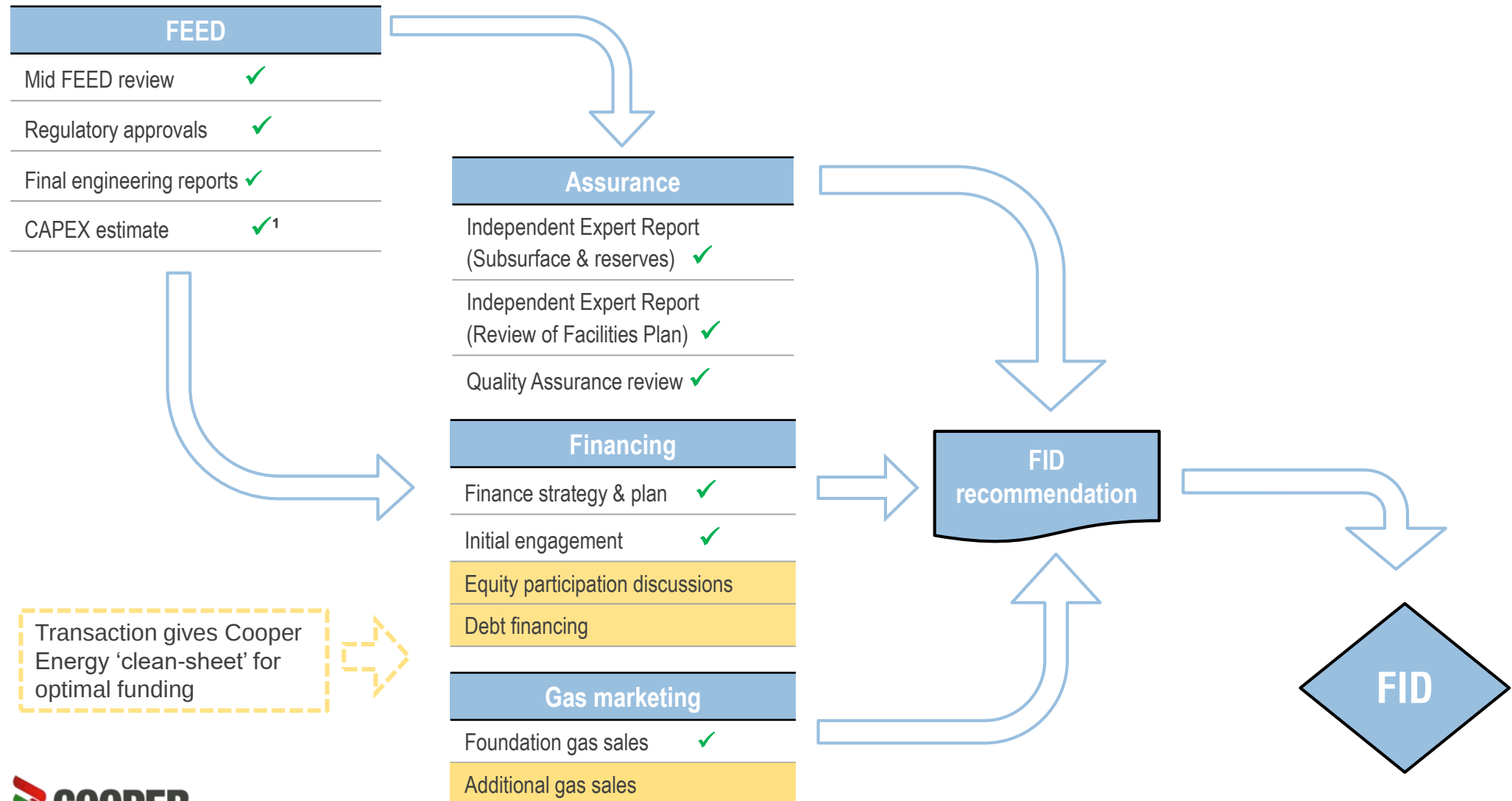
- Funding strategy and engagement with potential capital providers transferable to 100% equity structure
- Creates opportunity to optimise financing structure via stronger position for lenders (potential asset level funding and improved security pool)
 - Cooper Energy and its advisers expect strong interest from project banks
- Acquiring Santos' stake simplifies and expedites future sell-down discussions
 - potential alignment and optimisation of capital and cost base across all Gippsland assets

Near term timetable: use the opportunity of 100% stake to drive FID

- FEED now complete, other inputs for FID being completed
- Financing preparatory work substantially complete and data room being updated
- Timetable allows for determination of optimal ownership and funding
 - \$3 million expenditure on long lead items within December 2016 preserves March quarter FY19 first gas
 - FID could extend into early 2017 if required to secure optimal finance and equity stake

Sole Gas Project status and forward plan

FEED done and completing other inputs ready for FID including optimisation of finance and equity



4. Transaction Financing



Transaction funding and terms

Transaction terms

Transaction consideration	- Up to \$82 million cash, consisting of: \$62 million cash payment to Santos upon completion of the Transaction; and - a contingent payment of \$20 million, on the earlier of Sole Gas Project FID or the receipt of cash consideration for any sell-down by COE of an interest in any of the Victorian Gas Assets. - Total Transaction Consideration includes assuming the abandonment liabilities for the respective assets, most of which are long dated
Funding	- Fully underwritten non-renounceable entitlement offer to raise approximately \$62.6 million - Combination of utilising existing cash reserves and drawdown of existing debt facilities
Timing	Transaction will be effective from 1 January 2017 and is expected to complete in January 2017
Conditions	- The Transaction is subject to satisfaction or waiver of a condition that the Casino-Henry joint venturers (AWE & Mitsui) approve the assignment of Santos' interest to COE (such approval not to be unreasonably withheld) - The acquisition of Minerva is subject to satisfaction or waiver of a condition that the joint venturer (BHP Billiton) waives its pre-emptive right over Santos' interest - The Transaction is also subject to other conditions usual for a transaction of this type - If all conditions are satisfied or waived except BHP Billiton waiving its pre-emptive right over Minerva, completion will occur for all assets other than Minerva

Sources

Entitlement Offer	\$62.6 million
Debt facility/cash at hand	\$8.1 million
Total sources	\$70.7 million

Uses¹

Transaction consideration ²	\$62.0 million
Transaction costs ³	\$5.0 million
Net working capital adjustments ⁴	\$3.7 million
Total uses	\$70.7 million

¹ The above funding uses have been prepared under the expectation that Transaction will proceed and the Presentation has been prepared on that basis. In the event that the Transaction did not proceed, COE would apply funds raised to general corporate purposes.

² Cash Transaction consideration, excluding the milestone payment of \$20 million payable upon the earlier of Sole FID or the receipt of cash consideration from for any sell-down by COE of an interest in any of the Victorian Gas Assets.

³ Includes legal, adviser and broker fees associated with the Transaction and Entitlement Offer. Excludes integration costs.

⁴ Completion payment to Santos, subject to verification and movements prior to the effective date (1 January 2017).

Pro forma cash and facilities available

Pro forma cash and facilities as at 30 June 2016 (\$ million)	COE standalone	Transaction impact ¹	COE post Transaction
Cash	49.8 ²	0.0	49.8
Debt drawn	0.0	8.1 ³	8.1
Net cash/(debt)	49.8	(8.1)	41.7
Debt facilities available	13.6	25.4 ⁴	39.0
Undrawn debt facilities	13.6	17.3	30.9
Net cash and undrawn debt facilities available	63.4	9.2	72.6



¹ Pro forma impact as a result of financing the Transaction. Funds received from the Entitlement Offer are assumed to be utilised to fund Transaction Consideration and costs, and not to increase cash at hand.

² As at 30 September 2016, cash balance was \$39.3 million.

³ Assumes debt (rather than existing cash) used as a source of funds. COE may utilise a mix of cash and debt.

⁴ Casino-Henry developed 2P reserves included in existing Reserve Based Lending ("RBL") facilities.

Details of the Entitlement Offer

Offer structure and size	• 1 for 2 pro-rata, accelerated, non-renounceable entitlement offer to raise approximately \$62.6 million • Approximately 220 million New Shares to be issued (equivalent to approximately 50% of existing shares on issue) • The Entitlement Offer is fully underwritten by Euroz and Canaccord Genuity on the terms and conditions described in the Underwriting Agreement. For further details about certain events which may give rise to termination of the Underwriting Agreement, refer to slide 42 • For risks relating to the Transaction refer to the Appendices
Offer price	• Offer price of \$0.285 per new share ("Offer Price") • 14.9% discount to the Theoretical Ex-Rights Price ("TERP") of \$0.335 • 20.8% discount to the last traded price of \$0.36 on 21 October 2016
Use of proceeds	• Proceeds from the Entitlement Offer will be used primarily to fund the Transaction and pay associated Transaction costs and net working capital adjustments
Institutional Entitlement Offer	• Institutional Entitlement Offer will be conducted from Monday, 24 October 2016 to Tuesday, 25 October 2016 • Entitlements not taken up under the Institutional Entitlement Offer will be offered to eligible institutional investors concurrently with the Institutional Entitlement Offer
Retail Entitlement Offer	• Retail Entitlement Offer opens on Monday, 31 October 2016 and scheduled to close on Tuesday, 15 November 2016 • Retail Entitlement Offer will include a top up facility under which Eligible Retail Shareholders who take up their Entitlement in full may also apply for additional shares in the Retail Entitlement Offer that were not taken up by other Eligible Retail Shareholders
Ranking	• New Shares issued will rank equally with existing ordinary shares in all respects from allotment

Entitlement Offer timetable

Trading Halt and announcement of the Transaction and Entitlement Offer	Monday, 24 October 2016
Institutional Entitlement Offer opens	Monday, 24 October 2016
Institutional Entitlement Offer closes	Tuesday, 25 October 2016
Trading Halt lifted - shares commence trading on ASX on an 'ex-entitlement' basis	Wednesday, 26 October 2016
Record Date for determining entitlement to subscribe for New Shares	7:00pm (AEST) Wednesday, 26 October 2016
Retail Entitlement Offer opens	Monday, 31 October 2016
Retail Offer Booklet despatched	Monday, 31 October 2016
Settlement of New Shares under the Institutional Entitlement Offer	Thursday, 3 November 2016
Allotment and normal trading of New Shares issued under the Institutional Entitlement Offer	Friday, 4 November 2016
Retail Entitlement Offer closes	5:00pm (AEST) Tuesday, 15 November 2016
Allotment of New Shares issued under the Retail Entitlement Offer	Tuesday, 22 November 2016
Normal trading of New Shares issued under the Retail Entitlement Offer	Wednesday, 23 November 2016
Despatch of holding statements in respect of New Shares issued under the Retail Entitlement Offer	Thursday, 24 November 2016

Appendices



Key Transaction risks

Risk	Description
Analysis of the acquisition opportunity	COE has undertaken financial, operational, business and other analysis in respect of the Victorian Gas Assets in order to determine its attractiveness to COE and whether to pursue the Transaction. It is possible that the analysis undertaken by COE and the best estimates assumptions made by COE draw conclusions and forecasts which are inaccurate or which are not realised in due course (whether because of flawed methodology, misinterpretation of economic circumstances or otherwise). To the extent that the actual results achieved by the Victorian Gas Assets are weaker than those indicated by COE's analysis, there is a risk that this may have an adverse impact on the financial position, financial performance and/or share price of COE.
Reliance on information for due diligence	COE has undertaken a due diligence review in respect of the Victorian Gas Assets. While COE considers that this review was adequate, the information was largely provided by the vendor of the Victorian Gas Assets. Note COE is already an investor in the Sole and Orbost Gas Plant assets. Despite taking reasonable efforts, COE has not been able to verify the accuracy, reliability, or completeness of all the information which was provided to it against independent data. There is a risk that the information provided by the vendors of the Victorian Gas Assets. Investors should note that there is no assurance that the due diligence conducted was conclusive or identified all material issues in relation to the Victorian Gas Assets business. Limited contractual representations and warranties have been obtained from the vendors of the Victorian Gas Assets in the acquisition agreement regarding the accuracy of the materials disclosed during the due diligence process. Therefore, there is a risk that unforeseen issues and risks may arise, which may also have a material impact on COE in the future.
Acquisition Accounting	On acquisition of the Victorian Gas Assets, COE will be required to perform a purchase price allocation involving the valuation of assets and liabilities acquired. The fair value of the assets recognised will provide the basis for subsequent depreciation and amortisation charges which will be reflected in COE's future earnings.
Market risks associated with the Victorian Gas Assets	Increased competition in the market that the Victorian Gas Assets operate in, regulatory changes and a general market downturn affecting the market in which the Victorian Gas Assets operate, amongst other matters, may have an adverse impact on the financial position, financial performance and/or share price of COE.
Increased competition	There is a risk that the Victorian Gas Assets experience increased competition from existing or new competitors, which may impact the financial performance over future periods.
Integration risk and realisation of synergies	The integration of the Victorian Gas Assets carries risk, including potential delays or costs in implementing necessary changes, and difficulties in integrating various operations. The success of the acquisition of the Victorian Gas Assets and the ability to realise the expected synergy benefits of the Transaction will be dependent upon the effective and timely integration of the Victorian Gas Assets business into COE following completion. While COE has undertaken analysis in relation to the synergy benefits of the acquisition of the Victorian Gas Assets, they remain COE's estimate of the synergy benefits expected to be achievable as part of the Transaction, and there is a risk that the actual synergies able to be realised may be less than expected or delayed, or that the expected synergy benefits of the acquisition of the Victorian Gas Assets may not materialise at all. Any of these possibilities may have an adverse impact on the financial position, financial performance and/or share price of COE.
Retention of key management and key employees	Santos has management directly responsible for the Victorian Gas Assets, and some of these staff will be offered employment with COE under the Transaction. These employees have significant experience with the Victorian Gas Assets and the circumstances in which they operate. Failure to retain some of the core staff post Transaction may have a material adverse effect on COE's ability to deliver the expected benefits of the acquisition of the Victorian Gas Assets in the short to medium term. Failure to retain key employees may have an adverse impact on the financial position, financial performance and/or share price of COE.

Key Transaction risks (cont'd)

Risk	Description
Contracts	Associated with the Victorian Gas Assets' are a range of contracts for sale of product (primarily gas) and goods and services. COE will work with Santos for transfer of these contracts and services to COE where this is required and applicable. It maybe that some of contracts for goods and services will need to be re negotiated by COE and that the terms maybe different to the terms for the same goods and services provided to Santos. There is a risk the cost and service is different to that that has been provided to Santos.
Completion risk	Completion of the acquisition of the Victorian Gas Assets is conditional on certain matters such as joint venture and regulatory consents. If any of the conditions are not met or waived, completion of the Transaction may be deferred or cancelled. The acquisition agreement may also be terminated by the vendor if (a) COE commits a breach of the agreement or a warranty given under the acquisition agreement (including a breach of warranty in respect of funding the Transaction), and such breach would have a material adverse effect on the ability of COE to complete the Transaction; or (b) if completion has not occurred within six months after execution of the acquisition agreement. COE may consider using the proceeds raised under the Entitlement Offer for general corporate purposes if the Transaction does not complete. Failure to complete the acquisition of the Victorian Gas Assets and/or any action required to be taken to return capital may have an adverse impact on COE's financial position, financial performance and/or share price. However, the acquisition agreement cannot be terminated by COE if the required amount of funding is not achieved through the Entitlement Offer.
Debt funding risk	COE has entered into financing arrangements whereby its financier has agreed to provide debt funding for the acquisition of the Victorian Gas Assets, subject to customary terms and conditions ("Debt Financing"). If certain events occur (such as an insolvency or COE not complying with financing covenants), the financier may terminate the Debt Financing arrangements. Termination of the Debt Financing arrangements may have an adverse impact on COE's sources of funding for the acquisition of the Victorian Gas Assets. COE also intends to part fund the Transaction through the proceeds of the Entitlement Offer. If the Entitlement Offer is not fully subscribed and the Underwriting Agreement is terminated (see "underwriting risk" on slide 42) COE's ability to fund the Transaction may be adversely affected.
Reliance on the vendor	As part of the acquisition of the Victorian Gas Assets, Santos will remain as contract operator of a number of the Victorian Gas Assets until the regulatory consents are obtained which would allow COE to act as operator. There is a risk that the vendor will not perform some or all of its obligations under this arrangement and this may have an adverse impact on the financial position, financial performance and/or share price of COE.
Assumed liabilities	As part of the acquisition of the Victorian Gas Assets, COE will assume the liabilities of the Victorian Gas Assets, including any actual or contingent liabilities associated with the Victorian Gas Assets' past operations. This includes exposures to possible taxation or legal claims. COE, as part of its due diligence review, has sought to identify the existence, scope and quantum of these potential liabilities and has sought to address the risk that these potential liabilities may eventuate through specific warranties and indemnities in the acquisition agreement. However, there is a risk that potential liabilities were not identified as part of COE's due diligence review in relation to the acquisition of the Victorian Gas Assets, or the scope or quantum of potential liabilities were not fully accounted for. If COE assumes these new or additional potential liabilities, and such liabilities materialise, it may have an adverse impact on COE's financial position, financial performance and/or share price of COE. Further, there is a risk that these new or additional potential liabilities are not covered by warranties or indemnities in the acquisition agreement and COE may be unable to recover any losses which occur following the acquisition of the Victorian Gas Assets.

Business risks

Risk	Description
Volatility of oil and gas prices	COE's future value, growth and financial condition are dependent upon the prevailing prices for oil and gas. Prices for oil and gas are subject to fluctuations and are affected by numerous factors beyond the control of COE. These factors include global consumer demand, national and international financial market conditions, uncertainty in commodity markets, political and economic conditions in oil producing countries, actions of the Organization of the Petroleum Exporting Countries (OPEC) (or members thereof), government pricing regulations, taxation and availability of alternative and competing fuel sources. Lower oil and gas prices may not only decrease revenue, but also reduce the amount of oil and gas that can be economically produced. COE has policies and procedures for entering into hedging contracts to mitigate against the fluctuations in oil price and exchange rates. The application of these policies and whether they hedging or other mitigations against commodity and exchange rate risks are reviewed regularly. When reviewing the strategy for gas sales contracts COE considers the gas price and gas price indexation terms having regard to the market, risk and a range of other relevant factors.
Exploration and production	The future profitability of COE and the value of its shares are directly related to the results of exploration and production activities as well as costs and prices as noted above. Oil and gas exploration and production however involves significant risk. Exploration is a speculative endeavour with an associated risk of discovery to find any oil and gas in commercial quantities and a risk of development. No assurances can be given that funds spent on exploration will result in discoveries that will be commercially viable. Future exploration activities, including drilling and seismic acquisition, may result in changes in current prospectivity perceptions of individual prospects, leads and permits. It may even lead to a relinquishment of the permit, or a portion of the permit. Production of oil and gas projects may be exposed to production decrease or stoppage, which may be the result of facility shut-downs, mechanical or technical failure and other unforeseen events. A significant failure to maintain production could result in COE lowering production forecasts, loss of revenue and additional operating costs to restore production. In some instances, a loss of production may incur significant capital expenditure, which could require COE to seek additional funding.
Drilling	Oil and gas drilling activities are subject to numerous risks, many of which are beyond COE's direct control. Drilling activities may be curtailed, delayed or cancelled as a result of weather conditions, unexpected drilling conditions, mechanical difficulties, delays in government or regulatory approvals, availability of the necessary technical equipment and appropriately skilled and experienced technicians. Drilling may result in wells that, whilst encountering oil and gas, may not achieve commercially viable results.
Operating	Industry operating risks include fire, explosions, blow outs, pipe failures, abnormally pressured formations and environmental hazards such as accidental spills or leakage of petroleum liquids, gas leaks, ruptures, or discharge of toxic gases. The occurrence of any of these risks could result in substantial losses to COE due to injury or loss of life; damage to or destruction of property, natural resources, or equipment; pollution or other environmental damage; clean-up responsibilities; regulatory investigation and penalties or suspension of operations. Damages occurring to third parties as a result of such risks may give rise to claims against COE.
Reliance on key personnel and advisers	The ability of COE to achieve its objectives depends on the engagement of key employees, directors and external contractors that provide management and technical expertise. If COE cannot secure external technical expertise (for example to carry out drilling) or if the services of the present management or technical team cease to be available to COE, this may affect COE's ability to achieve its objectives either fully or within the timeframes and the budget COE has decided upon. Additionally, industrial disruptions, work stoppages and accidents in the course of operations may adversely affect COE's performance.
Joint Ventures	COE is currently, and may in the future become a party to joint venture or joint operating agreements for the licences, leases and permits in which it holds interests. Under these agreements, COE may be voted into programs and budgets which it does not necessarily agree with or have the cash resources to fund. It may also be required to contribute to any increases in capital expenditure requirements and/or operating costs. Furthermore, the situation could arise where any or all of the joint venture parties are unable to fund their pro rata contributions to expenditure, in which case COE may have to make increased contributions to ensure that the program proceeds. Other companies may from time to time become operators under joint venture operating agreements and, to the extent that COE is a minority joint venture partner, COE will be dependent to a degree on the efficient and effective management of those operating companies as managers. The objectives and strategy of these operating companies may not always be consistent with the objectives and strategy of COE, however, the operators must act in accordance with the directions of the relevant majority of the joint venturers. COE's joint venture partners may have economic or other business interests or goals that are inconsistent with the business interest or goals of COE and may be in a position to take actions contrary to COE's objectives or interests. COE will be required under joint operating agreements to pay its percentage interest share of all costs and liabilities incurred by the joint venture in connection with joint venture activities. In common with other joint venture parties, if COE fails to pay its share of any costs and liabilities, subject to the terms of each particular joint venture agreement, it may be deemed to have withdrawn from the joint venture and may have to transfer its interest in the exploration permits and the joint venture operating agreements to the other joint venturers.

Business risks (cont'd)

Risk	Description
Counterparty risk	The ability of COE to achieve its stated objectives will depend on the performance of the counterparties under the various agreements it has entered into. If any counterparties do not meet their obligations under the respective agreements, this may impact on COE's operations, business and financial condition. Legal action in response to non-performance by a counterparty can be uncertain and costly. There is a risk that COE cannot seek the legal redress that it could expect against a defaulting counterparty, or that a legal remedy will not be granted on satisfactory terms.
Land access and Native Title	COE's immediate and continuing access to tenements cannot in all cases be guaranteed. COE is required to obtain consent of owners and occupiers of land within COE's licence areas. Compensation may be required to be paid by COE to owners and occupiers of land in order for COE to carry out exploration and production activities. COE operates in a number of areas within Australia that are or may become subject to claims or applications for native title determinations. Although COE has experience in dealing with native title claims in Australia, native title claims have the potential to delay the granting of exploration and drilling permits and other licences, and consequently, may affect the timing and cost of exploration, development and production.
Reliance on third party infrastructure	It is common in the oil and gas sector for industry participants to share transportation and operating infrastructure (such as gas processing facilities and gas pipelines). COE relies on access to properly maintained operating infrastructure and shared facilities that, in some circumstances, may not be directly controlled by COE in order to deliver its production to the market. Any delay or failure to access or properly maintain operating infrastructure or shared facilities may have a material adverse effect on COE.
Ability to exploit successful discoveries	It may not always be possible for COE to participate in the exploitation of successful discoveries made in any areas in which COE has an interest. Such exploitation will involve the need to obtain the necessary licences or clearances from the relevant authorities, which may require conditions to be satisfied and/or the exercise of discretions by such authorities. It may or may not be possible for such conditions to be satisfied. Further, the decision to proceed to further exploitation may require the participation of other companies whose interests and objectives may not be the same as COE. Such further work may require COE to meet or commit to financing obligations for which it may not have planned. Even if COE recovers commercial quantities of oil or gas, there is no guarantee that COE will be able to successfully transport the oil or gas to commercially viable markets or sell the oil or gas to customers to achieve a commercial return.
Reserve and contingent resource estimates	Oil and gas reserves estimates are expressions of judgement based on knowledge, experience and industry practice. Estimates which were valid when originally calculated may alter significantly or become uncertain when new information becomes available on the oil and gas reservoirs through additional drilling or reservoir engineering tests over the life of a field. In addition, reserve and contingent resource estimates are necessarily imprecise and depend to some extent on interpretations, which may prove inaccurate. The actual reserves or contingent resources may differ from those estimated which may result in COE altering its plans which could have either a positive or negative effect on COE's operations.
Environmental	COE's exploration, development and production activities are subject to state, national and international environmental laws and regulations. Oil and gas exploration, development and production can be potentially environmentally hazardous giving rise to substantial costs for environmental rehabilitation, damage control, and losses. COE's operations will be subject to environmental controls relating to hazardous operations and for those projects offshore, the discharge of waste into the sea. The legal framework governing this area is complex and constantly developing. There is a risk that the environmental regulations may become more onerous, making COE's operations more expensive or causing delays.
Legislative changes, government policy and approvals	Changes in government, monetary policies, taxation and other laws in Australia or internationally may impact COE's operations and the value of its shares. For example, an amendment to petroleum tax legislation in Australia may impact on COE's existing financial position or its expected financial returns.
Country and geo-political issues	Some of COE's assets and interests are situated in Tunisia and Indonesia. Whilst COE is divesting and exiting these international assets there are certain in-country risks and uncertainties associated with operating in those countries which remain until the COE assets are divested. In particular, Tunisia and Indonesia have experienced civil unrest and uncertainty which has caused disruptions to services and personal safety and there is no certainty that this will not occur again. Other risks include, but are not limited to, currency instability, and changes of law affecting foreign ownership, government participation, taxation, working conditions, rates of exchange, exchange control, exploration licensing and permits, export duties, repatriation of income or return of capital, environmental protection, labour relations as well as government control over natural resources. Furthermore, any future material adverse changes in security and safety conditions, economic conditions, government policies or legislation in Indonesia or Tunisia may materially impact on the ability of the Company to operate in those countries.

Business risks (cont'd)

Risk	Description
Government actions	COE requires government regulatory approvals for its operations. The impact of actions, including delays and inactions, by governments in Australia or internationally may affect COE's activities including such matters as access to lands and infrastructure, compliance with environmental regulations, production and exploration activities. This may from time to time affect timing and scope of work to be undertaken. No guarantee can be given that all necessary permits, authorisations, agreements or licences will be provided to COE by government bodies, or if they are, that they will be renewed, or that COE will be in a position to comply with all conditions that are imposed.
Commercialisation	Even if COE recovers commercial quantities of oil and gas, there maybe no guarantee that COE will be able to successfully transport the oil or gas to commercially viable markets or sell the oil or gas to customers to achieve a commercial return.
Compulsory work obligations	Permits in which COE has an interest are subject to compulsory work or expenditure obligations for each permit year which must be met in order to keep the permit in good standing. It is possible for these commitments to be varied by deferment and combination with later year requirements on application of the holders but any such variation is at the discretion of the relevant Minister administering the relevant legislation. If no variation is approved by the relevant Minister then a failure to meet compulsory obligation could lead to forfeiture of the permit.
Access to capital markets	COE's business and, in particular, development of large scale projects, relies on access to debt and equity financing. There can be no assurance that sufficient debt or equity funding will be available to COE on favourable terms or at all. Any additional equity financing may dilute existing shareholdings.
Insurance	Insurance of all risks associated with oil and gas exploration and production is not always available and, where available, the cost can be high. COE maintains insurance within a coverage range that it considers to be consistent with industry practice and appropriate for its needs. The occurrence of an event that is uninsurable, not covered or only partially covered by insurance could have a material adverse effect on the Company's business and financial position.
Occupational health and safety risk	Exploration and production of oil and gas may expose COE's staff and contractors to potentially dangerous working environments. Occupational health and safety legislation and regulations differ in each jurisdiction. If any of COE's employees or contractors suffered injury or death, compensation payments or fines may be payable and such circumstances could result in the loss of a licence or permit required to carry on the business. Such an incident may also have an adverse effect on COE's business and reputation.
Competition	Some of COE's competitors, including major oil companies, will have greater financial and other resources than COE and, as a result, may be in a better position to compete for future business opportunities. Many of COE's competitors not only explore for, and produce oil and gas, but also carry out refining operations and market petroleum and other products on a worldwide basis. There can be no assurance that COE can compete effectively with these companies.

General risks

Risk	Description
General market and share price risks	There are general risks associated with investments in equity capital such as COE shares. The trading price of COE shares may fluctuate with movements in equity capital markets in Australia and internationally. This may result in the market price for the New Shares being less or more than the Offer price. Generally applicable factors which may affect the market price of shares include: • General movements in Australian and international stock markets; • Investor sentiment; • Australian and international economic conditions and outlook; • Changes in interest rates and the rate of inflation; • Changes in government legislation and policies, in particular taxation laws; • Announcement of new technologies; and • Geo-political instability, including international hostilities and acts of terrorism. Further, the effect of these conditions on COE's ability to refinance its debt obligations, and the terms on which any such refinancing can be obtained, is uncertain. If these conditions result in COE being unable to refinance its debt obligations, or to do so on reasonable terms, this may have an adverse impact on COE's financial position, financial performance and/or share price. The operational and financial performance and position of COE's share price may be adversely affected by a worsening of international economic and market conditions and related factors. It is also possible new risks might emerge as a result of Australian or global markets experiencing extreme stress or existing risks may manifest themselves in ways that are not currently foreseeable.
Other risks	The above risks should not be taken as a complete list of the risks associated with an investment in COE. The risks outlined above, and other risks not specifically referred to, may in the future materially adversely affect the value of COE shares and their performance. No assurances can be given that the New Shares will trade at or above the Offer Price. None of COE, its directors or any other person guarantees the market performance of the New Shares.

Share and Entitlement Offer risks

Risk	Description
Underwriting risk	COE has entered into an Underwriting Agreement with Euroz and Canaccord Genuity (together, the "Underwriters") under which the Underwriters have agreed to fully underwrite the Entitlement Offer (the "Underwriting Agreement"), subject to the terms and conditions of the Underwriting Agreement. The Underwriters' obligations to underwrite the Entitlement Offer are conditional on certain customary matters, including (but not limited to) COE delivering certain confirmation certificates, due diligence documentation and shortfall certificates. Further, if certain events occur, the Underwriters may terminate the Underwriting Agreement. Termination of the Underwriting Agreement would have an adverse impact on COE's ability to pay the purchase price for the acquisition of the Victorian Gas Assets. If the Underwriting Agreement is terminated, COE will not be entitled to terminate the acquisition agreements. In these circumstances, COE would need to find alternative funding to meet its contractual obligations under the acquisition agreements to pay the purchase price. Termination of the Underwriting Agreement could materially and adversely affect COE's business, cash flow, financial performance, financial condition and share price. The Underwriters may terminate the Underwriting Agreement and be released from their obligation to underwrite the Entitlement Offer on the happening of certain events (in certain circumstances, having regard to the materiality of the relevant event), including (but not limited to) where: - any of the acquisition agreements is terminated, purported to be terminated, amended in a material respect without the Underwriters' consent or becomes void or voidable, or any condition precedent under any of the acquisition agreements is not satisfied, in each case other than as a result of failure to satisfy the condition precedent to the Minerva acquisition that requires BHP Billiton (as joint venturer) to waive its pre-emptive right over Santos' interest; - the Debt Financing arrangements are terminated, purported to be terminated, amended in a material respect without the Underwriters' consent or become void or voidable, or any condition precedent under any of the Debt Financing arrangements is not satisfied, in each case other than where alternative funding arrangements can be sourced by COE that are acceptable to the Underwriters (acting reasonably); - any other debt facility of COE is terminated by the lender or is amended in a material respect without the Underwriters' prior written consent (not to be unreasonably withheld), or is breached or defaulted under, or an event of default or review event has occurred; - ASX approval for the official quotation of the New Shares is refused, modified or withdrawn; - COE ceases to be admitted to the official list of ASX or its shares are delisted or suspended from quotation; - COE or a material subsidiary of COE is or becomes insolvent; - COE withdraws all or any part of the Entitlement Offer; - the documentation for the Entitlement Offer (or any due diligence documentation prepared in connection with the Entitlement Offer and supplied to the Underwriters) omits any material information required by the Corporations Act or any other applicable law, contains a statement that is misleading or deceptive, or does not comply with the Corporations Act; - ASIC makes an application for an order, or commences an investigation or hearing, or announces an intention to commence any investigation or hearing, in connection with the Entitlement Offer; - there is a general moratorium on commercial banking activities in Australia, the United Kingdom or the United States; - there is a material disruption in commercial banking or securities settlement or clearance services within Australia, the United Kingdom or the United States; - there is an adverse change or disruption to the financial markets of Australia, the United States of America, Japan or the United Kingdom or the international financial markets, the effect of which makes it impractical to proceed with the Offer (in the Underwriters' reasonable opinion), except where (in the Underwriters' reasonable opinion) the adverse change or disruption primarily results from the outcome of the US presidential election; - the Underwriting Agreement is breached by COE; - there is an outbreak or major escalation of hostilities involving one or more of Australia, New Zealand, the United States, the People's Republic of China, Russia, Japan, the United Kingdom or any member state of the European Union; - there is an adverse change in the financial position, results, operations or prospects of COE; - a representation or warranty under the Underwriting Agreement proves to be, has been or becomes untrue or incorrect or misleading or deceptive; and - there is a delay in the timetable for the Entitlement Offer without the prior approval of the Underwriters.
Dilution risk	If shareholders do not take up all of their entitlements under the Entitlement Offer, then their percentage holding in COE may be diluted by not participating to the full extent in the Entitlement Offer.

Offer jurisdictions

International Offer Restrictions

This document does not constitute an offer of New Shares of COE in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

Canada (British Columbia, Ontario and Quebec provinces)

This document constitutes an offering of New Shares only in the Provinces of British Columbia, Ontario and Quebec (the "Provinces") and to those persons to whom they may be lawfully distributed in the Provinces, and only by persons permitted to sell such New Shares. This document is not, and under no circumstances is to be construed as, an advertisement or a public offering of securities in the Provinces. This document may only be distributed in the Provinces to persons that are "accredited investors" within the meaning of NI 45-106 – *Prospectus and Registration Exemptions*, of the Canadian Securities Administrators.

No securities commission or similar authority in the Provinces has reviewed or in any way passed upon this document, the merits of the New Shares or the offering of New Shares and any representation to the contrary is an offence. No prospectus has been, or will be, filed in the Provinces with respect to the offering of New Shares or the resale of such securities. Any person in the Provinces lawfully participating in the offer will not receive the information, legal rights or protections that would be afforded had a prospectus been filed and receipted by the securities regulator in the applicable Province. Furthermore, any resale of the New Shares in the Provinces must be made in accordance with applicable Canadian securities laws which may require resales to be made in accordance with exemptions from dealer registration and prospectus requirements. These resale restrictions may in some circumstances apply to resales of the New Shares outside Canada and, as a result, Canadian purchasers should seek legal advice prior to any resale of the New Shares.

COE as well as its directors and officers may be located outside Canada and, as a result, it may not be possible for purchasers to effect service of process within Canada upon COE or its directors or officers. All or a substantial portion of the assets of COE and such persons may be located outside Canada and, as a result, it may not be possible to satisfy a judgment against COE or such persons in Canada or to enforce a judgment obtained in Canadian courts against COE or such persons outside Canada.

Any financial information contained in this document has been prepared in accordance with Australian Accounting Standards and also comply with International Financial Reporting Standards and interpretations issued by the International Accounting Standards Board. Unless stated otherwise, all dollar amounts contained in this document are in Australian dollars.

Statutory rights of action for damages and rescission

Securities legislation in certain of the Provinces may provide purchasers with, in addition to any other rights they may have at law, rights of rescission or to damages, or both, when an offering memorandum that is delivered to purchasers contains a misrepresentation. These rights and remedies must be exercised within prescribed time limits and are subject to the defenses contained in applicable securities legislation. Prospective purchasers should refer to the applicable provisions of the securities legislation of their respective Province for the particulars of these rights or consult with a legal adviser.

The following is a summary of the statutory rights of rescission or to damages, or both, available to purchasers in Ontario. In Ontario, every purchaser of the New Shares purchased pursuant to this document (other than (a) a "Canadian financial institution" or a "Schedule III bank" (each as defined in NI 45-106), (b) the Business Development Bank of Canada or (c) a subsidiary of any person referred to in (a) or (b) above, if the person owns all the voting securities of the subsidiary, except the voting securities required by law to be owned by the directors of that subsidiary) shall have a statutory right of action for damages and/or rescission against COE if this document or any amendment thereto contains a misrepresentation. If a purchaser elects to exercise the right of action for rescission, the purchaser will have no right of action for damages against COE. This right of action for rescission or damages is in addition to and without derogation from any other right the purchaser may have at law. In particular, Section 130.1 of the Securities Act (Ontario) provides that, if this document contains a misrepresentation, a purchaser who purchases the New Shares during the period of distribution shall be deemed to have relied on the misrepresentation if it was a misrepresentation at the time of purchase and has a right of action for damages or, alternatively, may elect to exercise a right of rescission against COE, provided that (a) COE will not be liable if it proves that the purchaser purchased the New Shares with knowledge of the misrepresentation; (b) in an action for damages, COE is not liable for all or any portion of the damages that COE proves does not represent the depreciation in value of the New Shares as a result of the misrepresentation relied upon; and (c) in no case shall the amount recoverable exceed the price at which the New Shares were offered.

Section 138 of the *Securities Act* (Ontario) provides that no action shall be commenced to enforce these rights more than (a) in the case of any action for rescission, 180 days after the date of the Transaction that gave rise to the cause of action or (b) in the case of any action, other than an action for rescission, the earlier of (i) 180 days after the purchaser first had knowledge of the fact giving rise to the cause of action or (ii) three years after the date of the Transaction that gave rise to the cause of action. These rights are in addition to and not in derogation from any other right the purchaser may have.

Certain Canadian income tax considerations. Prospective purchasers of the New Shares should consult their own tax adviser with respect to any taxes payable in connection with the Transaction, holding or disposition of the New Shares as any discussion of taxation related matters in this document is not a comprehensive description and there are a number of substantive Canadian tax compliance requirements for investors in the Provinces.

Language of documents in Canada. Upon receipt of this document, each investor in Canada hereby confirms that it has expressly requested that all documents evidencing or relating in any way to the sale of the New Shares (including for greater certainty any purchase confirmation or any notice) be drawn up in the English language only. *Par la réception de ce document, chaque investisseur canadien confirme par les présentes qu'il a expressément exigé que tous les documents faisant foi ou se rapportant de quelque manière que ce soit à la vente des valeurs mobilières décrites aux présentes (incluant, pour plus de certitude, toute confirmation d'achat ou tout avis) soient rédigés en anglais seulement.*

Offer jurisdictions (cont'd)

Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the New Shares have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors (as defined in the SFO and any rules made under that ordinance). No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act").

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of COE with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the transitional provisions of the FMC Act and the Securities Act (Overseas Companies) Exemption Notice 2013.

Other than in the entitlement offer, the New Shares may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

Singapore

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an existing holder of COE's shares, (ii) an "institutional investor" (as defined in the SFA) or (iii) a "relevant person" (as defined in section 275(2) of the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

Offer jurisdictions (cont'd)

Switzerland

The New Shares may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange ("SIX") or on any other stock exchange or regulated trading facility in Switzerland. This document has been prepared without regard to the disclosure standards for issuance prospectuses under art. 652a or art. 1156 of the Swiss Code of Obligations or the disclosure standards for listing prospectuses under the SIX Listing Rules or the listing rules of any other stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering or marketing material relating to the New Shares may be publicly distributed or otherwise made publicly available in Switzerland. The New Shares will only be offered to regulated financial intermediaries such as banks, securities dealers, insurance institutions and fund management companies as well as institutional investors with professional treasury operations.

Neither this document nor any other offering or marketing material relating to the New Shares have been or will be filed with or approved by any Swiss regulatory authority. In particular, this document will not be filed with, and the offer of New Shares will not be supervised by, the Swiss Financial Market Supervisory Authority (FINMA).

This document is personal to the recipient only and not for general circulation in Switzerland.

United Kingdom

Neither the information in this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the New Shares.

This document is issued on a confidential basis to "qualified investors" (within the meaning of section 86(7) of the FSMA) in the United Kingdom, and the New Shares may not be offered or sold in the United Kingdom by means of this document, any accompanying letter or any other document, except in circumstances which do not require the publication of a prospectus pursuant to section 86(1) of the FSMA. This document should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to COE.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investments to which this document relates are available only to, and any invitation, offer or agreement to purchase will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

United States

This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. Any securities described in this document have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.

Notes on calculation of reserves and resources

Estimates of reserves and contingent resources are based on COE assessment using information provided by Santos. COE expects to announce its assessment of reserves and contingent resources in accordance with ASX Listing Rules attributable to the Victorian Gas Assets of Santos after the Transaction has completed.

The approach for all reserve and resource calculations is consistent with the definitions and guidelines in the Society of Petroleum Engineers (SPE) 2007 Petroleum Resources Management System (PRMS). The resource estimate methodologies incorporate a range of uncertainty relating to each of the key reservoir input parameters to predict the likely range of outcomes. Project and field totals are aggregated by arithmetic summation. Aggregated 1P or 1C may be a conservative estimate and aggregated 3P and 3C may be an optimistic estimate due to the effects of arithmetic summation. Totals may not exactly reflect arithmetic addition due to rounding.

Reserves

COE undertakes its Cooper Basin reserve assessments and incorporates information supplied by the respective Operators (Beach Energy Limited and Senex Energy Limited). The Cooper Basin totals comprise the arithmetic aggregation of PEL 92 project fields and the arithmetic summation of the Worrior project reserves. The 1P, 2P and 3P reserves totals respectively include 0.03, 0.05 and 0.09 MMbbl oil reserves used for field fuel. The Indonesia totals include removal of non-shareable oil (NSO) and comprise the probabilistically aggregated Tangai-Sukananti KSO project fields. Totals are derived by arithmetic summation.

Notes on calculation of contingent resources

Sole gas field

Contingent resources have been assessed using probabilistic simulation modelling for the Kingfish Formation at the Sole Field. This methodology incorporates a range of uncertainty relating to each of the key reservoir input parameters to predict the likely range of outcomes. The conversion factor of 1PJ = 0.172MMboe has been used to convert from Sales Gas (PJ) to Oil Equivalent (MMboe). The date of the Sole Contingent resource Assessment is 26 November 2015 and the assessment was announced to the ASX on 26 November 2015. COE is not aware of any new information or data that materially affects the information provided in that release and all material assumptions and technical parameters underpinning the assessment provided in the announcement continues to apply.

Manta gas and oil field

Contingent and prospective resources have been assessed using deterministic simulation modelling and probabilistic resource estimation for the Intra-Latrobe and Golden Beach Sub-Group in the Manta field. This methodology incorporates a range of uncertainty relating to each of the key reservoir input parameters to predict the likely range of outcomes. The conversion factor of 1PJ = 0.172MMboe has been used to convert from Sales Gas (PJ) to Oil Equivalent (MMboe). Contingent resources for the Manta Field have been aggregated by arithmetic summation. The date of the Manta contingent resource assessment is 16 July 2015 and the assessment was announced to the ASX on 16 July 2015. COE is not aware of any new information or data that materially affects the information provided in that release and all material assumptions and technical parameters underpinning the assessment provided in the announcement continues to apply.

Basker gas and oil field

Contingent resources have been assessed using deterministic simulation modelling and probabilistic resource estimation for the Intra-Latrobe Sub-Group in the Basker field. This methodology incorporates a range of uncertainty relating to each of the key reservoir input parameters to predict the likely range of outcomes. The conversion factor of 1PJ = 0.172MMboe has been used to convert from Sales Gas (PJ) to Oil Equivalent (MMboe). Contingent resources for the Basker Field have been aggregated by arithmetic summation. The date of the Basker contingent resource assessment is 15 August 2014 and the assessment was announced to the ASX on 18 August 2014. COE is not aware of any new information or data that materially affects the information provided in that release and all material assumptions and technical parameters underpinning the assessment provided in the announcement continues to apply.

Abbreviations

\$	Australian dollars unless specified otherwise
Bbl	barrels of oil
boe	barrel of oil equivalent
bopd	barrel of oil per day
capex	capital expenditure
FEED	front end engineering and design
FID	final investment decision
kbbbls	thousand barrels
MMbbl	million barrels of oil
MMboe	million barrels of oil equivalent
NPAT	net profit after tax
PJ	petajoules = 10^{15} joules
TJ	terajoules = 10^{12} joules
1P reserves	proved reserves
2P reserves	proved and probable reserves
3P	proved, probable and possible reserves
1C, 2C, 3C	high, medium and low estimates of contingent resources

6 Additional information

6.1 Eligibility of Retail Shareholders

The Retail Entitlement Offer is being offered to all Eligible Retail Shareholders only.

Eligible Retail Shareholders are Shareholders who:

- (a) are registered as holders of Existing Shares as at 7:00pm (Sydney time) on the Record Date;
- (b) have a registered address on Cooper Energy's share register in Australia or New Zealand;
- (c) are not in the United States and are not a person (including nominees or custodians) acting for the account or benefit of a person in the United States;
- (d) were not invited to participate in the Institutional Entitlement Offer and were not treated as an Ineligible Institutional Shareholder under the Institutional Entitlement Offer; and
- (e) are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

Retail shareholders who do not satisfy the above criteria are Ineligible Retail Shareholders.

By returning a completed personalised Entitlement and Acceptance Form or making a payment by either BPay® or cheque, bank draft or money order, you will be taken to have represented and warranted that you satisfy each of the criteria listed above to be an Eligible Retail Shareholder. Nominees, trustees or custodians are therefore advised to seek independent professional advice as to how to proceed.

Cooper Energy has determined that it is unreasonable to extend the Retail Entitlement Offer to Ineligible Retail Shareholders because of the small number of such Shareholders, the number and value of Shares that they hold and the cost of complying with the applicable regulations in jurisdictions outside Australia and New Zealand.

6.2 Ranking of New Shares

The New Shares issued under the Retail Entitlement Offer will be fully paid and rank equally with Existing Shares.

6.3 Allotment

Cooper Energy has applied for quotation of the New Shares on ASX in accordance with ASX Listing Rule requirements. If ASX does not grant quotation of the New Shares, Cooper Energy will repay all Application Monies (without interest).

Trading of New Shares will, subject to ASX approval, occur shortly after allotment. It is expected that allotment of the New Shares under the Retail Entitlement Offer will take place on 22 November 2016. Application Monies will be held by Cooper Energy on trust for Applicants until the New Shares are allotted. No interest will be paid on Application Monies.

Subject to approval being granted, it is expected that the New Shares allotted under the Retail Entitlement Offer will commence trading on a normal basis on 23 November 2016.

It is the responsibility of Applicants to determine the number of New Shares allotted and issued to them prior to trading in the New Shares. The sale by an Applicant of New Shares prior to receiving their holding statement is at the Applicant's own risk.

6.4 Reconciliation

The Entitlement Offer is a complex process and in some instances investors may believe they own more Shares than they actually do or are otherwise entitled to more New Shares than initially offered to them. These matters may result in a need for reconciliation. If reconciliation is required, it is possible that Cooper Energy may need to issue a small quantity of additional New Shares to ensure all Eligible Shareholders receive their full Entitlement. The price at which these additional New Shares would be issued, if required, is the Offer Price.

Cooper Energy also reserves the right to reduce the number of New Shares allocated to Eligible Shareholders or persons claiming to be Eligible Shareholders, if their Entitlement claims prove to be overstated, if they or their nominees fail to provide information requested to substantiate their Entitlement claims, or if they are not Eligible Shareholders.

6.5 Underwriting

The Entitlement Offer is fully underwritten by the Underwriters, subject to the terms of an agreement between Cooper Energy and the Underwriters under which it has been agreed that the Underwriters will act as joint lead managers, bookrunners and underwriters in respect of the Entitlement Offer (**Underwriting Agreement**). Under the Underwriting Agreement:

- Cooper Energy has provided various customary representations and warranties to the Underwriters;
- subject to certain exceptions, Cooper Energy has agreed to indemnify the Underwriters, their affiliates and related bodies corporate, and each of their respective directors, officers, employees and partners (each an **Indemnified Party**) from and against (i) all losses directly or indirectly suffered or incurred by an Indemnified Party, and (ii) all claims made or awarded against an Indemnified Party, arising out of or in connection with the Entitlement Offer;
- the Underwriters may in certain circumstances, (having regard, in some cases, to the materiality of the relevant event) terminate the Underwriting Agreement and be released from its obligation to underwrite the Entitlement Offer on the happening of certain events, including (but not limited to) where:
 - any of the Transaction agreements is terminated, purported to be terminated, amended in a material respect without the Underwriters' consent or becomes void or voidable, or any condition precedent under any of the Transaction agreements is not satisfied, in each case other than as a result of failure to satisfy the condition precedent to the Minerva acquisition that requires BHP Billiton (as joint venturer) to waive its pre-emptive right over Santos' interest to be transferred to Cooper Energy;
 - the financing arrangements Cooper Energy has entered into to obtain financing to part fund the Transaction (**Debt Financing Arrangements**) are terminated, purported to be terminated, amended in a material respect without the Underwriters' consent or become void or voidable, or any condition precedent under any of the Debt Financing Arrangements is not satisfied, in each case other than where alternative funding arrangements can be sourced by Cooper Energy that are acceptable to the Underwriters (acting reasonably);
 - any other debt facility of Cooper Energy is terminated by the lender or is amended in a material respect without the Underwriters' prior written consent (not to be unreasonably withheld), or is breached or defaulted under, or an event of default or review event has occurred;
 - ASX approval for the official quotation of the New Shares is refused, modified or withdrawn;
 - Cooper Energy ceases to be admitted to the official list of ASX or its shares are delisted or suspended from quotation;

- Cooper Energy or a material subsidiary of Cooper Energy is or becomes insolvent;
- Cooper Energy withdraws all or any part of the Entitlement Offer;
- the documentation for the Entitlement Offer (or any due diligence documentation prepared in connection with the Entitlement Offer and supplied to the Underwriters) omits any material information required by the Corporations Act or any other applicable law, contains a statement that is misleading or deceptive, or does not comply with the Corporations Act;
- ASIC makes an application for an order, or commences an investigation or hearing, or announces an intention to commence any investigation or hearing, in connection with the Entitlement Offer;
- a director of Cooper Energy is disqualified from managing a corporation under the Corporations Act;
- Cooper Energy or any of its directors or officers (as that term is defined in the Corporations Act) commits an act of fraud or is charged with an indictable offence relating to any financial or corporate matter;
- there is a general moratorium on commercial banking activities in Australia, the United Kingdom or the United States;
- there is a suspension or substantial limitation in trading and securities generally on ASX, the London Stock Exchange or the New York Stock Exchange for one or substantially all of a day on which that exchange is open for trading;
- there is a material disruption in commercial banking or securities settlement or clearance services within Australia, the United Kingdom or the United States;
- there is an adverse change or disruption to the financial markets of Australia, the United States of America, Japan or the United Kingdom or the international financial markets, the effect of which makes it impractical to proceed with the Entitlement Offer (in the Underwriters' reasonable opinion), except where (in the Underwriters' reasonable opinion) the adverse change or disruption primarily results from the outcome of the US 2016 presidential election;
- the Underwriting Agreement is breached by Cooper Energy;
- there is a change in relevant law or policy, which in the reasonable opinion of the Underwriters is likely to prohibit or adversely affect or otherwise regulate the Offer, capital issues or stock markets;
- there is an outbreak or major escalation of hostilities involving one or more of Australia, New Zealand, the United States, the People's Republic of China, Russia, Japan, the United Kingdom or any member state of the European Union;
- there is an adverse change in the financial position, results, operations or prospects of Cooper Energy other than prescribed adverse changes generally affecting the industries in which Cooper Energy operates or general economic, political or financial market conditions;
- a representation or warranty under the Underwriting Agreement proves to be, has been or becomes untrue or incorrect or misleading or deceptive;
- there is a change in Cooper Energy's directors, CEO or CFO; and
- any event specified in the timetable for the Entitlement Offer is delayed without the prior approval of the Underwriters.

See slide 42 of the Investor Presentation included in Section 5 of this Retail Offer Booklet for more information regarding risks in relation to underwriting of the Entitlement Offer and termination events under the Underwriting Agreement.

- each of the Underwriters will be paid its respective proportion of :
 - an underwriting fee of 2.75% (excluding GST); and
 - a management fee of 0.75% (excluding GST),

of the gross proceeds raised under each of the Institutional Entitlement Offer and the Retail Entitlement Offer:

- subject to the Underwriters having performed their obligations under the Underwriting Agreement, Cooper Energy may, in its absolute discretion, pay incentive fees to either or both of the Underwriters of amounts determined by the Company of up to 1.00% of gross proceeds raised under the Entitlement Offer; and
- the Underwriters may at any time, following consultation with Cooper Energy, appoint sub-underwriters to the underwritten Entitlement Offer provided that any fees payable to sub-underwriters appointed to the Underwritten Offer by the Underwriters are payable by the Underwriters and provided further that any such sub-underwriter must be an Institutional Investor that is not in the United States.

None of the Underwriters nor any of their respective related bodies corporate and affiliates, nor any of their respective directors, officers, partners, employees, representatives or agents have authorised or caused the issue of this Retail Offer Booklet and they do not take any responsibility for this Retail Offer Booklet or any action taken by you on the basis of such information. To the maximum extent permitted by law, the Underwriters and each of their respective related bodies corporate and affiliates and each of their respective directors, officers, partners, employees, representatives or agents exclude and disclaim all liability for any expenses, losses, damages or costs incurred by you as a result of your participation in the Entitlement Offer and this Retail Offer Booklet being inaccurate or incomplete in any way for any reason, whether by negligence or otherwise. None of the Underwriters nor any of their respective related bodies corporate and affiliates nor respective directors, officers, partners, employees, representatives or agents make any recommendations as to whether you or your related parties should participate in the Entitlement Offer nor do they make any representations or warranties to you concerning the Entitlement Offer, or any such information and you represent, warrant and agree that you have not relied on any statements made by either Underwriter or any of their respective related bodies corporate and affiliates or any of their respective directors, officers, partners, employees, representatives or agents in relation to the New Shares or the Entitlement Offer generally.

6.6 Continuous Disclosure

Cooper Energy is a “disclosing entity” under the Corporations Act and is subject to regular reporting and disclosure obligations under the Corporations Act and ASX Listing Rules, including the preparation of annual reports and half yearly reports.

Cooper Energy is required to notify ASX of information about specific events and matters as they arise for the purposes of ASX making that information available to the stock markets conducted by ASX. In particular, Cooper Energy has an obligation under the ASX Listing Rules (subject to certain exceptions) to notify ASX immediately of any information of which it is or becomes aware which a reasonable person would expect to have a material effect on the price or value of Cooper Energy shares. That information is available to the public from ASX.

6.7 No cooling off rights

Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your application once it has been accepted.

6.8 Not investment advice

This Retail Offer Booklet is not a prospectus under the Corporations Act and has not been lodged with ASIC. It is also not financial product advice and has been prepared without taking into account your investment objectives, financial circumstances or particular needs. Cooper Energy is not licensed to provide financial product advice in respect of the New Shares. The information contained in this Retail Offer Booklet does not purport to contain all the information that you may require to evaluate a possible application for New Shares, nor does it purport to contain all the information which would be required in a prospectus prepared in accordance with the requirements of the Corporations Act. It should be read in conjunction with Cooper Energy's other periodic statements and continuous disclosure announcements lodged with ASX.

7 Australian taxation considerations

7.1 General

Set out below is a general guide to the Australian income tax, GST and stamp duty implications of the Retail Entitlement Offer for Eligible Retail Shareholders. The guide applies only to Eligible Retail Shareholders:

- who are Australian resident individuals, companies or complying superannuation entities;
- that hold their New Shares or additional New Shares acquired under the Top Up Facility on capital account;
- who did not acquire their Shares through an employee share scheme; and
- are not subject to the taxation of financial arrangement regime in relation to their Shares.

The guide does not take account of the individual circumstances of particular Eligible Retail Shareholders and does not constitute tax advice. It does not purport to be a complete analysis of the potential Australian tax consequences of the Retail Entitlement Offer and is intended as a general guide to the Australian tax implications. Eligible Retail Shareholders should seek advice from an appropriate professional advisor in relation to the Australian tax implications of the Retail Entitlement Offer based on their own individual circumstances. Neither Cooper Energy, nor any of its officers, employees or advisers, accept any responsibility or liability in respect of the taxation consequences associated with the Retail Entitlement Offer.

The comments below are based on the Australian tax law as it applies as at the date of the Retail Offer Booklet. Other than as expressly discussed, the comments do not take into account or anticipate changes in Australian tax law or future judicial interpretations of law after this time. The comments do not address any tax issues which may arise in any country other than Australia.

7.2 Issue of Entitlement

The issue of the Entitlement to holders of Existing Shares will not in itself result in any amount being included in the assessable income of an Eligible Retail Shareholder.

7.3 Exercise of Entitlement and applying for additional New Shares

An Eligible Retail Shareholder will not derive any assessable income, or make any capital gain or capital loss at the time of exercising their Entitlement under the Retail Entitlement Offer or acquiring additional New Shares under the Top Up Facility.

For CGT purposes, New Shares will be taken to have been acquired on the day that an Eligible Retail Shareholder exercises their Entitlement and additional New Shares will be taken to have been acquired on the date the additional New Shares were issued to the Eligible Retail Shareholder. The cost base of each New Share and additional New Share will include the Offer Price payable for each New Share and additional New Share respectively plus certain incidental costs the Eligible Retail Shareholder incurs in acquiring the New Shares and additional New Shares.

7.4 Lapse of Entitlement

As an Eligible Retail Shareholder will not receive any consideration for any Entitlement that is not taken up and lapses, there should be no tax implications for an Eligible Retail Shareholder in these circumstances.

7.5 Taxation in respect of dividends on New Shares

Subject to satisfying the holding period rule (requiring shares to be held at risk for at least 45 days after acquisition), where necessary, any future dividends or other distributions made in respect of New

Shares will be subject to the same income taxation treatment as dividends or other distributions made on Existing Shares held in the same circumstances.

7.6 Disposal of New Shares or additional New Shares

The disposal of New Shares or additional New Shares will constitute a disposal of an asset for CGT purposes.

On disposal of New Shares or additional New Shares, an Eligible Retail Shareholder will make a capital gain if the capital proceeds received on disposal exceed the cost base of the New Shares or additional New Shares. An Eligible Retail Shareholder will make a capital loss if the capital proceeds are less than the reduced cost base of the New Shares or additional New Shares.

Eligible Retail Shareholders that are individuals (other than certain temporary residents), trustee or complying superannuation entities and that have held their New Shares or additional New Shares for 12 months or more are generally entitled to apply the applicable CGT discount percentage to reduce the capital gain (after offsetting capital losses). The CGT discount percentage is 50% for individuals and trustees, and 33.33% for complying superannuation entities.

For the purpose of determining whether the New Shares have been held for 12 months or more, Eligible Retail Shareholders will be taken to have acquired them when they exercise their Entitlement under the Retail Entitlement Offer. Additional New Shares will be taken to have acquired when the additional New Shares were issued under the Top Up Facility

Eligible Retail Shareholders that make a capital loss can only use that loss to offset other capital gains i.e. the capital loss cannot be offset against taxable income on revenue account. However, if the capital loss cannot be used in a particular income year it can be carried forward to use in future income years, provided, in the case of a corporate Eligible Retail Shareholder, certain loss utilisation tests are satisfied.

7.7 GST

The taking up of the New Shares and additional New Shares will be classified as a “financial supply” for Australian GST purposes. Accordingly, Australian GST will not be payable in respect of amounts paid for the acquisition of the New Shares or additional New Shares. There may be a restriction on the entitlement of GST registered Eligible Retail Shareholders to claim an input tax credit for any GST incurred on costs associated with the acquisition of New Shares or additional New Shares acquired under the Top Up Facility.

7.8 Stamp duty

Stamp duty will not be payable by an Eligible Shareholder in respect of the taking up and any subsequent transfer of New Shares or additional New Shares.

8 Glossary

In this Retail Offer Booklet, the following terms have the following meanings:

Term	Definition
\$ or A\$ or AUD or dollars	Australian dollars (unless otherwise specified)
Applicant	an Eligible Retail Shareholder who has submitted a valid Application
Application	an application to subscribe for New Shares under the Retail Entitlement Offer
Application Monies	monies received from applicants in respect of their Applications
ASIC	Australian Securities and Investments Commission
ASX	ASX Limited (ABN 98 008 624 691) or the financial products market operated by that entity known as the Australian Securities Exchange
ASX Announcement	the announcement released to ASX on 24 October 2016 in connection with the Transaction and the Entitlement Offer, a copy of which is set out in Section 5
ASX Listing Rules	the official listing rules of ASX, as amended or replaced from time to time
CGT	capital gains tax
Cooper Energy	Cooper Energy Limited (ACN 096 170 295)
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Eligible Institutional Shareholder	a person who: • was identified as an Institutional Shareholder by Cooper Energy; • has a registered address in Australia, New Zealand or certain other jurisdictions (except the United States) disclosed in the “Offer Jurisdiction” slides of the Investor Presentation; • is not in the United States and is not acting for the account or benefit of a person in the United States; • is eligible under all applicable securities laws to receive an offer under the Institutional Entitlement Offer; and • who has successfully received an offer under the Institutional Entitlement Offer
Eligible Retail Shareholder	is defined in Section 6.1
Eligible Shareholder	a person who is an Eligible Institutional Shareholder or an Eligible Retail Shareholder

Term	Definition
Entitlement	the entitlement to subscribe for 1 New Share for every 2 Existing Shares held on the Record Date by Eligible Shareholders
Entitlement and Acceptance Form	the Entitlement and Acceptance Form accompanying this Retail Offer Booklet upon which an Application can be made
Entitlement Offer	the Institutional Entitlement Offer and the Retail Entitlement Offer
Excess Amount	is defined in Section 4.6
Existing Share	a Share on issue before the Record Date
GST	Australian Goods and Services Tax (currently 10%)
Ineligible Institutional Shareholder	an Institutional Shareholder who is not an Eligible Institutional Shareholder
Ineligible Retail Shareholder	a Shareholder who is neither an Institutional Shareholder nor an Eligible Retail Shareholder
Institutional Entitlement Offer	the accelerated non-renounceable pro-rata entitlement offer to Eligible Institutional Shareholders
Institutional Investor	a person: - in Australia, to whom an offer of securities in a company may be made in Australia without a disclosure document (as defined in the Corporations Act) on the basis that such a person is an 'exempt investor' as defined section 9A(5) of the Corporations Act (as inserted by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84); or - in selected jurisdictions outside Australia to whom an offer of New Shares may be made without registration, lodgement of a formal disclosure document or other formal filing in accordance with the laws of that foreign jurisdiction (except to the extent to which Cooper Energy, at its absolute discretion, is willing to comply with such requirements)
Institutional Shareholder	a Shareholder on the Record Date who is an Institutional Investor
Investor Presentation	the presentation released to ASX on 24 October 2016 in connection with the Transaction and the Entitlement Offer, a copy of which is set out in Section 5
New Shares	the Shares to be allotted and issued under the Entitlement Offer, including (as the context requires) the shortfall from the Entitlement Offer issued under the Top Up Facility or to the Underwriters or sub-underwriters
Offer Price	\$0.285 per New Share
Record Date	the time and date for determining which Shareholders are entitled to an Entitlement under the Entitlement Offer, being 7.00pm (Sydney time) on 26 October 2016

Term	Definition
Retail Closing Date	5.00pm (Sydney time) on 15 November 2016. This is the final date that Eligible Retail Shareholders can take up some or all of their Entitlement
Retail Entitlement Offer	the non-renounceable pro-rata offer to Eligible Retail Shareholders to subscribe for 1 New Share for every 2 Existing Shares of which the Shareholder is the registered holder on the Record Date, at the Offer Price pursuant to this Retail Offer Booklet
Retail Entitlement Offer Period	the period commencing on the opening date of the Retail Entitlement Offer, as specified in the 'Key Dates for the Entitlement Offer' in Section 1, and ending on the Retail Closing Date
Retail Offer Booklet	this booklet dated 26 October 2016, including the ASX Announcement and Investor Presentation set out in Section 5
Section	a section of this Retail Offer Booklet
Share	a fully paid ordinary Cooper Energy share
Shareholder	the registered holder of an Existing Share
Share Registry	Computershare Investor Services Pty Limited (ACN 078 279 277) or any other person appointed as registry by Cooper Energy from time to time
Top Up Facility	the facility described in Section 4.6 under which Eligible Retail Shareholders may apply for additional New Shares in excess of their Entitlement
Transaction	the proposed acquisition of assets by Cooper Energy of described in Section 2
U.S. or United States	United States of America, its territories and possessions, any state of the United States and the District of Columbia
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Underwriters	Euroz Securities Limited (ACN 089 314 983) and Canaccord Genuity (Australia) Limited (ACN 075 071 466), the joint lead managers, underwriters and bookrunners for the Entitlement Offer
Underwriting Agreement	the underwriting agreement dated 24 October 2016 between Cooper Energy and the Underwriters, as described in Section 6.5

9 Corporate Directory

Cooper Energy

Cooper Energy Limited
Level 10, 60 Waymouth Street
Adelaide SA 5000

Cooper Energy Shareholder Information Line

1300 655 248 (within Australia) or
+61 3 9415 4887 (outside Australia)

Open 8.30am to 5.00pm (Sydney time) Monday to Friday (excluding public holidays) during the Retail Entitlement Offer Period.

Share Registry

Computershare Investor Services Pty Limited
Level 5, 115 Grenfell Street
Adelaide SA 5000

Underwriters

Euroz Securities Limited

Level 18 Alluvion
58 Mounts Bay Road
Perth WA 6000

Canaccord Genuity (Australia) Limited

Level 4
60 Collins Street
Melbourne Vic 3000

Financial Adviser

Grant Samuel
Level 19, Governor Macquarie Tower
1 Farrer Place
Sydney NSW 2000

Australian Legal Adviser

Johnson Winter & Slattery
211 Victoria Square
Adelaide SA 5000