

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

Karoon Gas Australia Ltd

ABN

53 107 001 338

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

1 +Class of +securities issued or to be issued

- i) Unlisted Employee Share Options ("ESOP")
- ii) Unlisted Options

2 Number of +securities issued or to be issued (if known) or maximum number which may be issued

- a) Cancellation of 100,000 ESOP Options at \$11.50.
- b) Cancellation of 10,000 ESOP Options at \$11.50.
- c) Expiry and removal from register of 200,000 ESOP Options at \$6.84.
- d) Issue of 2,420,000 ESOP options at \$7.30.
- e) Issue of 4,800,000 Unlisted Options at prices ranging from \$8.92-\$10.98.

3 Principal terms of the securities (eg, if options, exercise price and expiry date; if partly paid securities, the amount outstanding and due dates for payment; if convertible securities, the conversion price and dates for conversion)

- a) Each cancelled option had an exercise price of \$11.50 and was exercisable from 13/11/2011 and expiring 18/11/2013.
- b) Each cancelled option had an exercise price of \$9.77 and was exercisable from 31/10/2012 and expiring 31/10/2014.
- c) Each expired option had an exercise price of \$6.84, and was exercisable from 30/06/2010 to 30/10/2011.
- d) Each option to be issued has an exercise price of \$7.30, and is exercisable from 31/10/2013 and expires 31/10/2015.
- e) Unlisted options to be issued are as follows;
  - 1,000,000 options with an exercise price of \$8.92, exercisable from 01/05/2012 and expiring 01/05/2014. Includes 600,000 incentive based options subject to the satisfaction of Key Performance Indicators.
  - 1,200,000 options with an exercise price of \$9.95, exercisable from 01/05/2013 and expiring 01/05/2015. Includes 800,000 incentive based options subject to the satisfaction of Key Performance Indicators.
  - 2,600,000 options with an exercise price of \$10.98, exercisable from 01/05/2014 and expiring 01/05/2016. Includes 2,200,000 incentive based options subject to the satisfaction of Key Performance Indicators

4 Do the \*securities rank equally in all respects from the date of allotment with an existing \*class of quoted \*securities?

No

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

5 Issue price or consideration

Nil.

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

a),b) and c) refer to the removal of unlisted Employee Share Options as issued under the Karoon Gas Australia Ltd Employee Share Option Plan.

d) Refers to the issue of options under the Karoon Gas Australia Ltd Employee Share Option Plan.

e) Issue of unlisted options to Executive Directors per AGM.

7 Dates of entering \*securities into uncertificated holdings or despatch of certificates

12 December 2011

	Number	*Class
8 Number and *class of all *securities quoted on ASX (including the securities in clause 2 if applicable)	221,420,769	Ordinary Fully Paid Shares

9 Number and <sup>+</sup>class of all <sup>+</sup>securities not quoted on ASX (including the securities in clause 2 if applicable)

Number	<sup>+</sup> Class
1,000,000	Options with an exercise price of \$14.07, exercisable from 12/11/2012 and expiring 12/11/2013.
530,000	ESOP Options with an exercise price of \$14.07, expiry 12/11/2013.
1,600,000	ESOP Options with an exercise price of \$11.50, exercisable from 13/11/2011 and expiring 18/11/2013
1,235,000	ESOP Options with an exercise price of \$9.77 exercisable from 31/10/2012 and expiring 31/10/2014.
100,000	ESOP Options with an exercise price of \$9.77, expiry 18/11/2014.
500,000	Options with an exercise price of \$9.48, exercisable from 18/11/2013 and expiring 18/11/2014.
2,420,000	ESOP Options with an exercise price of \$7.30, exercisable from 31/10/2013 and expires 31/10/2015.
1,000,000	Options with an exercise price of \$8.92, exercisable from 01/05/2012 and expires 01/05/2014. Includes incentive based options subject to the satisfaction of Key Performance Indicators.
1,200,000	Options with an exercise price of \$9.95, exercisable from 01/05/2013 and expires 01/05/2015. Includes incentive based options subject to the satisfaction of Key Performance Indicators.
2,600,000	Options with an exercise price of \$10.98, exercisable from 01/05/2014 and expires 01/05/2016. Includes incentive based options subject to the satisfaction of Key Performance Indicators.

+ See chapter 19 for defined terms.

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

## Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?

12 Is the issue renounceable or non-renounceable?

13 Ratio in which the \*securities will be offered

14 \*Class of \*securities to which the offer relates

15 \*Record date to determine entitlements

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

17 Policy for deciding entitlements in relation to fractions

18 Names of countries in which the entity has \*security holders who will not be sent new issue documents

Note: Security holders must be told how their entitlements are to be dealt with.

Cross reference: rule 7.7.

19 Closing date for receipt of acceptances or renunciations

20 Names of any underwriters

21 Amount of any underwriting fee or commission

22 Names of any brokers to the issue

23 Fee or commission payable to the broker to the issue

- |    |   |  |
|----|---|--|
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of *security holders   |  |
| 25 | If the issue is contingent on *security holders' approval, the date of the meeting  |  |
| 26 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled  |  |
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders |  |
| 28 | Date rights trading will begin (if applicable)  |  |
| 29 | Date rights trading will end (if applicable)  |  |
| 30 | How do *security holders sell their entitlements <i>in full</i> through a broker?   |  |
| 31 | How do *security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?  |  |
| 32 | How do *security holders dispose of their entitlements (except by sale through a broker)?   |  |
| 33 | *Despatch date  |  |

---

+ See chapter 19 for defined terms.

## Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities  
(tick one)

(a)  Securities described in Part 1

(b)  All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35  If the \*securities are \*equity securities, the names of the 20 largest holders of the additional \*securities, and the number and percentage of additional \*securities held by those holders

36  If the \*securities are \*equity securities, a distribution schedule of the additional \*securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

37  A copy of any trust deed for the additional \*securities

### Entities that have ticked box 34(b)

38 Number of securities for which  
\*quotation is sought

39 Class of \*securities for which  
quotation is sought

40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

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

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

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

---

+ See chapter 19 for defined terms.



## Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: ..... Date: 19<sup>th</sup> December 2011  
(Company Secretary)

Print name: Scott Hosking

---

+ See chapter 19 for defined terms.