

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

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

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

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Challenger Energy Limited

ABN

45 123 591 382

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 | <ol style="list-style-type: none">1. Fully Paid Ordinary Shares2. Unlisted option |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <ol style="list-style-type: none">1. 32,767,9182. 31,000,000 |
| 3 | Principal terms of the +securities (e.g. 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) | <ol style="list-style-type: none">1. The fully paid ordinary shares are of the same class and rank with all other shares on issue.2. Unlisted options exercisable at 5 cents on or before 30 June 2020 |

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| | |
|---|--|
| <p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment | <ol style="list-style-type: none"> 1. The fully paid ordinary shares are of the same class and rank with all other shares on issue. 2. New form of security |
| <p>5 Issue price or consideration</p> | <p>30,000,000 shares issued at 3 cents per share with a 1:1 free attaching (30,000,000) unlisted option pursuant to the placement to sophisticated and other professional investors for the purpose of progressing the licence application process in South Africa, working capital and the cost of the offer; and 2,767,918 shares and 1,000,000 options issued to consultants representing the settlement of \$96,927 in fees, services and associated accruals.</p> |
| <p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p> | <p>30,000,000 shares issued at 3 cents per share with a 1:1 free attaching (30,000,000) unlisted option pursuant to the placement to sophisticated and other professional investors for the purpose of progressing the licence application process in South Africa, working capital and the cost of the offer; and 2,767,918 shares and 1,000,000 options issued to consultants representing the settlement of \$96,927 in fees, services and associated accruals</p> |
| <p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i>, and comply with section 6i</p> | <p>Yes</p> |
| <p>6b The date the security holder resolution under rule 7.1A was passed</p> | <p>10 November 2014</p> |
| <p>6c Number of +securities issued without security holder approval under rule 7.1</p> | <ol style="list-style-type: none"> 1. 2,767,918 2. 31,000,000 |

+ See chapter 19 for defined terms.

| 6d | Number of +securities issued with security holder approval under rule 7.1A | <ol style="list-style-type: none"> 1. 30,000,000 2. Nil | | | | | | |
|-------------|---|---|--------|--------|-------------|-----------------|------------|---|
| 6e | Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting) | N/A | | | | | | |
| 6f | Number of +securities issued under an exception in rule 7.2 | N/A | | | | | | |
| 6g | If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation. | <p>Yes</p> <p>VWAP: 3.153 cents per share</p> <p>75% of VWAP: 2.635 cents per share</p> <p>Issue price: 3 cents per share (greater than 75% of VWAP)</p> <p>Source: iRESS</p> | | | | | | |
| 6h | If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements | N/A | | | | | | |
| 6i | Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements | Refer to annexure | | | | | | |
| 7 | <p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p> | 24 March 2016 | | | | | | |
| 8 | Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable) | <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Number</th> <th style="text-align: left;">+Class</th> </tr> </thead> <tbody> <tr> <td>384,793,851</td> <td>Ordinary Shares</td> </tr> <tr> <td>65,896,502</td> <td>Options exercisable at 20 cents on or before 30 June 2016</td> </tr> </tbody> </table> | Number | +Class | 384,793,851 | Ordinary Shares | 65,896,502 | Options exercisable at 20 cents on or before 30 June 2016 |
| Number | +Class | | | | | | | |
| 384,793,851 | Ordinary Shares | | | | | | | |
| 65,896,502 | Options exercisable at 20 cents on or before 30 June 2016 | | | | | | | |

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| | Number | +Class |
|---|--------------------|--|
| 9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable) | 16,000,000 (CELAI) | Performance Rights (Willes) |
| | 2,500,000 (CELAI) | Performance Rights (ESOP) |
| | 31,000,000 | Unlisted options (5 cents, 30 June 2020) |
| | 7,500,000 (CELAA) | Options (Bilston) (15 cents, 20 November 2016) |

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

Part 2 - 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 offer documents

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

Cross reference: rule 7.7.

+ See chapter 19 for defined terms.

- | | | |
|----|---|--|
| 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 offer documents 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? | |

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32 How do security holders dispose of their entitlements (except by sale through a broker)?

33 +Issue date

Part 3 - Quotation of securities

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

34 Type of +securities
(tick one)

(a) +Securities described in Part 1

(b) All other +securities

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

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

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

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

37 A copy of any trust deed for the additional +securities

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

+ See chapter 19 for defined terms.

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

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

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

41 Reason for request for quotation now

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

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

42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)

| Number | +Class |
|--------|--------|
| | |

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

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

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- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we 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: 24/3/2016
(Company secretary)

Print name: Adrien Wing
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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

| Rule 7.1 – Issues exceeding 15% of capital | |
|--|---|
| Step 1: Calculate “A”, the base figure from which the placement capacity is calculated | |
| Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue | 350,643,655 |
| Add the following: <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> | 5 May 2015 – 666,667 ordinary shares – approved at shareholders meeting dated 22/8/13 |
| Subtract the number of fully paid +ordinary securities cancelled during that 12 month period | N/A |
| “A” | 351,310,322 |

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| Step 2: Calculate 15% of “A” | |
| “B” | 0.15 <i>[Note: this value cannot be changed]</i> |
| Multiply “A” by 0.15 | 52,696,548 |
| Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used | |
| <p>Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> | <ul style="list-style-type: none"> • 5 May 2015 – 385,041 ordinary shares • 23 July 2015 – 330,570 ordinary shares • 24 March 2016 – 2,767,918 ordinary shares 31,000,000 unlisted options per this Appendix 3B |
| “C” | 34,244,432 |
| Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1 | |
| “A” x 0.15 <i>Note: number must be same as shown in Step 2</i> | 52,696,548 |
| Subtract “C” <i>Note: number must be same as shown in Step 3</i> | 34,244,432 |
| Total [“A” x 0.15] – “C” | 18,452,116 <i>[Note: this is the remaining placement capacity under rule 7.1]</i> |

+ See chapter 19 for defined terms.

Part 2

| Rule 7.1A – Additional placement capacity for eligible entities | |
|--|---|
| Step 1: Calculate “A”, the base figure from which the placement capacity is calculated | |
| “A” <i>Note: number must be same as shown in Step 1 of Part 1</i> | 351,310,322 |
| Step 2: Calculate 10% of “A” | |
| “D” | 0.10 <i>Note: this value cannot be changed</i> |
| Multiply “A” by 0.10 | 35,131,032 |
| Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used | |
| Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained • It may be useful to set out issues of securities on different dates as separate line items | 24 March 2016 – 30,000,000 ordinary shares |
| “E” | 30,000,000 |

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| Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A | |
|--|--|
| “A” x 0.10 <i>Note: number must be same as shown in Step 2</i> | 35,131,032 |
| Subtract “E” <i>Note: number must be same as shown in Step 3</i> | 30,000,000 |
| Total [“A” x 0.10] – “E” | 5,131,032 <i>Note: this is the remaining placement capacity under rule 7.1A</i> |

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24 March 2016

CHALLENGER ENERGY LTD

(ASX: CEL)

To: Australian Securities Exchange Limited

Notice Pursuant to Section 708A(5)(e) of the Corporations Act

Challenger Energy Ltd (the **Company**) gives notice pursuant to section 708A(5)(e) of the *Corporations Act 2001* (Cth) as follows:

- (a) On 24 March 2016, the Company issued 32,767,918 fully paid ordinary shares in the Company.
- (b) The shares were issued without disclosure to investors under Part 6D.2of the Corporations Act.
- (c) As at the date of this notice the Company has complied with:
 - The provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
 - Section 674 of the Corporation Act.
- (d) As at the date of this notice there is no excluded information required to be disclosed under 708A(6)(e) of the Corporations Act.

Of the 32,767,918 shares issued, 2,767,918 were issued pursuant to Listing Rule 7.1 with the remaining 30,000,000 shares issued pursuant to Listing Rule 7.1A.

Information provided pursuant to Listing Rule 3.10.5A

The Company issued 30,000,000 shares under its 10% capacity under Listing Rule 7.1A ("**Capacity Shares**").

As required under Listing Rule 3.10.5A, the Company provides the following information:

a) the dilutive effect on existing shareholders of the Capacity Shares is as follows:

| | |
|--|-------------|
| Number of Share on issue prior to Share Placement | 352,025,933 |
| Shares issued under Listing Rule 7.1 (Share Placement) | 2,767,918 |
| Shares including those issued under Listing Rule 7.1 of Share Placement | 354,793,851 |
| Shares issued under Listing Rule 7.1A (Capacity Shares) | 30,000,000 |
| Dilution as a result of issue under Listing Rule 7.1A | 8.45% |
| Total number of shares now on issue | 384,793,851 |

b) The issue price of the shares was 3.0 cents (\$0.03), representing a 14.61% discount to the volume weighted average price for the 15 days on which trades of the Company's shares were recorded on ASX ending on 23 March 2016, being the trading day before the day on which the securities were issued. The issue price was a 16.66% discount to the closing price on 23 March 2016 of \$0.036 (3.6 cents).

- c) The Share Placement was undertaken by the Company following identification of demand for shares by sophisticated and professional investors. The Share Placement was considered the most efficient and effective method of meeting the Company's requirements to fund costs in connection with and pending completion of the proposed acquisition of Spirit;
- d) There was no underwriting agreement in relation to the Share Placement; and
- e) No fees were payable in respect of the Share Placement.

For and behalf of Challenger Energy Ltd



Adrien Wing

CHALLENGER ENERGY LTD

Company Secretary

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CHALLENGER ENERGY (ASX code: CEL, CELO) is focused on the fast-emerging, world-scale shale gas province in South Africa's Karoo Basin. The Karoo is strategic, and central to the South African Government's agenda, given the country's power crisis and need for economic growth, jobs and infrastructure development. Through its South African subsidiary, Bundu Gas and Oil Exploration Pty Ltd, Challenger was first to recognise this opportunity and to apply for exploration rights in the Karoo - and has since been followed by Shell and Falcon Oil and Gas, which has brought Chevron in as a joint venture partner.