

+Rule 3.20.4, 7.18-7.24A, 15.3, Appendix 7A paragraphs 8 & 9.

Appendix 3A.3

Notification of reorganisation of capital – *security consolidation or split

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.

Please note that two or more corporate actions on the same *security may not run with different record dates if the timetables result in overlapping (but not identical) ex-periods. It is permissible to run different corporate actions with the same record date except in the case of reorganisations – consolidations/splits which cannot run at the same time as any other corporate action for that entity.

If you are an entity incorporated outside Australia, for *securities other than CDIs / depository interests, please obtain and provide an International Securities Identification Number (ISIN) for the class(es) of *securities to be created during your corporate action. The ISIN(s) should be advised in the Further Information section of this form. Further information on this requirement can be found in the Online Forms section of ASX Online for companies.

*Denotes minimum information required for first lodgement of this form.

**Denotes information that must be provided on or before *business day 0 of the relevant Appendix 6A or Appendix 7A timetable.

The balance of the information, where applicable, must be provided as soon as reasonably practicable by the entity.

Part 1 – Entity and announcement details

Question No.	Question	Answer
1.1	*Name of entity	Azonto Petroleum Ltd
1.2	*Registration type and number <i>One of ABN/ARSN/ARBN/ACN or other registration type and number (if "other" please specify what type of registration number has been provided).</i>	ACN 117 227 086
1.3	*ASX issuer code	
1.4	*The announcement is <i>Tick whichever is applicable.</i>	<input checked="" type="checkbox"/> New announcement <input type="checkbox"/> Update/amendment to previous announcement <input type="checkbox"/> Cancellation of previous announcement
1.4a	*Reason for update <i>Mandatory only if "Update" ticked in Q1.4 above. A reason must be provided for an update.</i>	N/A
1.4b	*Date of previous announcement to this update <i>Mandatory only if "Update" ticked in Q1.4 above.</i>	N/A
1.4c	*Reason for cancellation <i>Mandatory only if "Cancellation" ticked in Q1.4 above.</i>	N/A

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1.4d	*Date of previous announcement to this cancellation <i>Mandatory only if "Cancellation" ticked in Q1.4 above.</i>	N/A
1.5	*Date of this announcement <i>The date of lodgement of the form by the entity via ASX Online.</i>	22 June 2017
1.6	*Applicable ASX *security code(s) and description(s) for reorganisation <i>Please confirm the entity's *securities (quoted and unquoted) which will be affected by the reorganisation. Please note Listing Rule 7.21 in respect of *convertible *securities, Listing Rules 7.22.1 and 7.22.2 in respect of options and Listing Rule 7.24 in respect of partly paid *securities.</i>	ASX *security code: APY *Security description: Ordinary fully paid ASX *security code: APYAA *Security description: Performance rights

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Part 2 – Approvals

Question No.	Question	Answer			
2.1	<p>*Are any of the below approvals required for the reorganisation before business day 0 of the timetable?</p> <ul style="list-style-type: none"> • *Security holder approval • Court approval • Lodgement of court order with *ASIC • ACCC approval • FIRB approval; • Another approval/condition external to the entity required to be given/met before business day 0 of the timetable for the reorganisation. <p><i>If any of the above approvals apply to the reorganisation before business day 0 of the timetable, please answer 'yes' and provide details at Q2.2. If "no" go to Part 3.</i></p> <p><i>The purpose of the question is to confirm that relevant approvals are received prior to ASX establishing an ex market in the *securities. If the entity wishes to disclose approvals or conditions which are to be resolved at a later date it should use Part 6 "Further information".</i></p>	Yes			
2.2	<p>Approvals</p> <p><i>Select appropriate approval from drop down box as applicable. More than one approval can be selected. This question refers only to events which take place before business day 0 of the timetable. The purpose of the question is to confirm that relevant approvals are received prior to ASX establishing an ex market in the *securities. The "Date for determination" is the date that you expect to know if the approval is given for example the date of the *security holder meeting in the case of *security holder approval or the date of the court hearing in the case of court approval. If the entity wishes to disclose approvals or conditions which are to be resolved at a later date it should use Part 6 "Further information".</i></p>				
	*Approval/condition	*Date for determination	*Is the date estimated or actual?	**Approval received/condition met?	Comments
	*Security holder approval	20 July 2017	<input type="checkbox"/> Estimated OR <input checked="" type="checkbox"/> Actual	<input type="checkbox"/> Yes <input type="checkbox"/> No	
	Court approval		<input type="checkbox"/> Estimated OR <input type="checkbox"/> Actual	<input type="checkbox"/> Yes <input type="checkbox"/> No	

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Lodgement of court order with *ASIC		<input type="checkbox"/> Estimated OR <input type="checkbox"/> Actual	<input type="checkbox"/> Yes <input type="checkbox"/> No	
ACCC approval		<input type="checkbox"/> Estimated OR <input type="checkbox"/> Actual	<input type="checkbox"/> Yes <input type="checkbox"/> No	
FIRB approval		<input type="checkbox"/> Estimated OR <input type="checkbox"/> Actual	<input type="checkbox"/> Yes <input type="checkbox"/> No	
Other (please specify in comment section)		<input type="checkbox"/> Estimated OR <input type="checkbox"/> Actual	<input type="checkbox"/> Yes <input type="checkbox"/> No	

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Part 3 – reorganisation timetable and details

Question No.	Question	Answer
3.1	<p>**Record date</p> <p>COURT APPROVAL: This is two *business days after the entity lodges the court order with ASIC and tells ASX – *business day 2 in the timetable. This is the date on which the register is closed to determine the register for the consolidation or split of *securities.</p> <p>NO COURT APPROVAL: This is three *business days after the *security holder meeting – *business day 3 in the timetable. This is the date on which the register is closed to determine the register for the consolidation or split of *securities.</p> <p>ALL: The *record date must be at least four *business days from the current date. Please note that the *record date and effective date cannot be changed (even to postpone it or cancel it) any later than 12 noon Sydney time on the day before the previous effective date advised.</p>	25 July 2017
3.2	<p>Date of *security holder meeting</p> <p>Same date as provided in Q2.2.</p>	20 July 2017
3.3	<p>Last day for trading in pre-reorganised *securities</p> <p>COURT APPROVAL: This is the *business day the entity lodges the court order with ASIC and tells ASX – *business day 0 in the timetable.</p> <p>NO COURT APPROVAL: This is the *business day after *security holders approve the reorganisation – *business day 1 in the timetable.</p> <p>ALL: Please note that the last day of trading cannot be changed (even to postpone it) any later than 12 noon Sydney time on the day before the previous effective date advised.</p>	21 July 2017
3.4	<p>*Effective date</p> <p>Trading in the re-organised *securities “ex-reorganisation” commences on a deferred settlement basis. If the *entity’s *securities are suspended from trading during this period there will be no *deferred settlement trading however ASX still captures this date.</p> <p>COURT APPROVAL: This is the *business day after the entity lodges the court order with ASIC and tells ASX – *business day 1 in the timetable.</p> <p>NO COURT APPROVAL: This is the second *business day after *security holders approve the reorganisation – *business day 2 in the timetable.</p>	24 July 2017

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	ALL: Please note that the *record date and effective date cannot be changed (even to postpone it or cancel it) any later than 12 noon Sydney time on the day before the previous effective date advised.	
3.5	*Record date Same as Q3.1 above.	25 July 2017
3.6	First day for entity to send notices to *security holders of the change in the number of *securities they hold. First day for entity to register *securities on a post reorganised basis COURT APPROVAL: This is the day after the *record date – *business day 3 in the timetable. NO COURT APPROVAL: This is the day after the *record date – *business day 4 in the timetable.	26 July 2017
3.7	**Issue date. *Deferred settlement market ends. Last day for entity to send notices to *security holder of the change in the number of *securities they hold. Last day for *entity to register *securities on a post-reorganised basis COURT APPROVAL: This is five *business days after the *record date – *business day 7 in the timetable. NO COURT APPROVAL: This is five *business days after the *record date – *business day 8 in the timetable. ALL: Please note that the *issue date cannot be changed (even to postpone it) any later than 12 noon AEST on the previous *issue date advised.	1 August 2017
3.8	Trading starts on a normal T+2 basis COURT APPROVAL: This is six *business days after the *record date and the *business day after *issue date – *business day 8 in the timetable. NO COURT APPROVAL: This is six *business days after the *record date and the *business day after *issue date – *business day 9 in the timetable.	2 August 2017
3.9	First settlement of trades conducted on a deferred settlement basis and on a normal T+2 basis COURT APPROVAL: This is eight *business days after *record date and two *business days after T+2 trading starts – *business day 10 in the timetable. NO COURT APPROVAL: This is eight *business days after *record date and two *business days after T+2 trading starts – *business day 11 in the timetable.	4 August 2017

Amended 07/03/16

+ See chapter 19 for defined terms
7 March 2016

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Part 4 – reorganisation type and details

Question No.	Question	Answer
4.1	<p>*The reorganisation is</p> <p><i>Please select one. If "consolidation" please answer Q4.1a, if "split" please answer Q4.1b.</i></p>	<input checked="" type="checkbox"/> *Security consolidation <input type="checkbox"/> *Security split
4.1a	<p>*Consolidation ratio</p> <p><i>Ratios may only be expressed as whole numbers. Fractional ratios will need to be multiplied up to a whole number (for example 1:1.5 should be expressed as 2:3). Where you consolidate five *securities into one *security, the answer above is 5.00 (pre-consolidation) *securities will be consolidated into 1.00 (post-consolidation) *security. To consolidate three *securities into two *securities, the answer above is 3.00 (pre-consolidation) *securities will be consolidated into 2.00 (post-consolidation) *securities.</i></p> <p>ALL: Please note that the ratio (multiplier or divisor) cannot be changed any later than 12 noon Sydney time on the day before the previous effective date advised.</p>	<p>the *securities will be consolidated on the basis that every</p> <p>3 (pre-consolidation) *securities will be consolidated into</p> <p>1 (post-consolidation) *security</p>
4.1b	<p>*Split ratio</p> <p><i>Ratios may only be expressed as whole numbers. Fractional ratios will need to be multiplied up to a whole number (for example 1:1.5 should be expressed as 2:3). Where you split each *security into five, the answer above is every 1.00 (pre-split) *security will be divided into 5.00 (post-split) *securities. To divide each two *securities into three *securities the answer is 2.00 (pre-split) *securities will be divided into 3.00 (post-split) *securities.</i></p> <p>ALL: Please note that the ratio (multiplier or divisor) cannot be changed any later than 12 noon Sydney time on the day before the previous effective date advised.</p>	<p>the *securities will be split on the basis that every</p> <p>_____ (pre-split) *security (/ies) will be divided into</p> <p>_____ (post-split) *securities.</p>
4.2	<p>*Scrip fraction rounding:</p> <p><i>Please select the appropriate description regarding how fractions will be handled. If you do not have a rounding policy please choose "Fractions rounded down to the nearest whole number or fractions disregarded".</i></p>	<input type="checkbox"/> Fractions rounded up to the next whole number <input checked="" type="checkbox"/> Fractions rounded down to the nearest whole number or fractions disregarded <input type="checkbox"/> Fractions sold and proceeds distributed <input type="checkbox"/> Fractions of 0.5 and over rounded up <input type="checkbox"/> Fractions over 0.5 rounded up

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Part 5 – *Securities on issue before and after reorganisation

*A change to the terms or price of *convertible securities should be advised in Part 6 – "Further information".*

Question No.	Question	Answer					
5.1	**Securities on issue before and after the reorganisation <i>Please confirm the number of the entity's *securities on issue before and after the reorganisation. Please note Listing Rule 7.21 in respect of *convertible securities, Listing Rules 7.22.1, 7.22.2 in respect of options and Listing Rule 7.24 in respect of partly paid *securities. If an estimate is provided please provide the actual amounts as soon as reasonably practicable and no later than the *issue date.</i>						
ASX *security code	ASX *security description	Quoted/ unquoted	Number on issue before reorganisation	Number on issue after reorganisation	Estimate/ Actual		
APY	Ordinary fully paid	Quoted	1,165,795,125	388,598,375	Estimated		
APYAA	Performance rights	Unquoted	140,319,489	46,773,163	Estimated		
5.2	*Exercise price of options <i>Please confirm the exercise price of options on issue before and after the reorganisation. Please note Listing Rule 7.21 in respect of *convertible securities, and Listing Rules 7.22.1, 7.22.2 in respect of options.</i>						
ASX *security code	ASX *security description	Quoted/ unquoted	Currency	Exercise price before reorganisation	Exercise price after reorganisation		
5.3	*Partly paid *securities affected by the reorganisation <i>Please confirm the effect of the reorganisation on "paid to" and "unpaid" amounts for partly paid *securities on issue before and after the reorganisation. Please note Listing Rule 7.21 in respect of *convertible securities and Listing Rule 7.24 in respect of partly paid *securities. If there is more than one *security please include the additional *securities.</i>						
ASX *security code	ASX *security description	Quoted/ unquoted	Currency	Paid up amount before re- organisation	Paid up amount after re- organisation	Unpaid amount before re- organisation	Unpaid amount after re- organisation

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Part 6 – Further Information

Question No.	Question	Answer
6.1	<p>Further information relating to the reorganisation</p> <p><i>Please provide any further information relating to this reorganisation.</i></p>	<p>The proposed share consolidation is conditional on the Company's shareholders approving various other resolutions as part of the Proposed Transaction generally (refer to the Company's announcement of 1 May 2017 and the Notice of General Meeting dated 15 June 2017 for further details on the Proposed Transaction) and may not occur if the relevant shareholder approvals are not obtained. If the proposed consolidation is approved by the Company's shareholders, and other requisite shareholder approvals in relation to the Proposed Transaction are also obtained, the number of shares on issue will be consolidated on a 3 for 1 basis. As the proposed consolidation applies equally to all shareholders, the consolidation will have no material effect on the percentage interest that each shareholder has in the Company.</p> <p>In accordance with their terms, the Company's existing performance rights on issue will be consolidated on the same 3 for 1 basis as the Company's shares and the share price based performance milestones of such performance rights will increase according to the consolidation ratio. The other performance milestones of these performance rights will not change as a result of the proposed consolidation.</p> <p>The dates included in this Appendix 3A.3 have been included in the timetable for consistency with the standard ASX mandated timetable to effect a capital restructure. However, trading in the Company's securities on ASX will be suspended from the date of the General Meeting to be held on 20 July 2017 and will remain suspended until Company re-complies with Chapters 1 and 2 of the Listing Rules following completion of the Proposed Transaction.</p>

Introduced 22/09/14