Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Azonto Petroleum Limited (ASX: APY)

ACN/ARSN

1. Details of substantial holder (1)

Name Mr Jay Evan Dale Hughes

ACN/ARSN (if applicable)

The holder became a substantial holder on 14/08/2015.

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Persons' votes (5)	Voting power (6)
Fully Paid Ordinaries	63,200,000	63,200,000	5.45%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Mr Jay Evan Dale Hughes <Inkese Family Account>	Direct	45,500,000
Mr Jay & Mrs Linda Hughes <Inkese Super Account>	Direct	17,000,000
Mr Jay Hughes	Direct	700,000

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Mr Jay Evan Dale Hughes <Inkese Family Account>	Mr Jay Evan Dale Hughes <Inkese Family Account>	n/a	45,500,000
Mr Jay & Mrs Linda Hughes <Inkese Super Account>	Mr Jay & Mrs Linda Hughes <Inkese Super Account>		17,000,000
Mr Jay Hughes	Mr Jay Hughes		700,000

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Mr Jay Evan Dale Hughes <Inkese Family Account>	See attached.	$181,430.95		45,500,000 FPO
Mr Jay & Mrs Linda Hughes <Inkese Super Account>	See attached	$83,145.15		17,000,000 FPO
Mr Jay Hughes	See attached	$2,472		700,000 FPO

6. Associates
The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
n/a	

7. Addresses
The addresses of persons named in this form are as follows:

Name	Address
Mr Jay Evan Dale Hughes <Inkese Family Account>	PO Box 61, Claremont WA 6910
Mr Jay & Mrs Linda Hughes <Inkese Super Account>	PO Box 61, Claremont WA 6910
Mr Jay Hughes	PO Box 61, Claremont WA 6910

Signature

print name Jay Hughes capacity Individual / Beneficial Holder

sign here date 17 8 / 05

DIRECTIONS

(1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.

(2) See the definition of "associate" in section 9 of the Corporations Act 2001.

(3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.

(4) The voting shares of a company constitute one class unless divided into separate classes.

(5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.

(6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

(7) Include details of:

(a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and

(b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

(8) If the substantial holder is unable to determine the identity of the person (eg. If the relevant interest arises because of an option) write "unknown".

(9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

Mr Jay & Mrs Linda Hughes <Inkese Super A/C>																
Date	**Number**	**Type**	**Status**	**Units**	**Security Code**	**Security Description**	**Currency**	**Unit Price**	**Consideration**	**Brokerage**	**Brokerage %**	**GST**	**Other**	**Nett**	**Settlement Date**	**Exercise Option**
21/07/2015	9052741	Buy	Settled	168,647	APY	AZONTO PETROLEUM LTD	AUD	$0.0041	$693.24	$20.00	2.89	$2.00	$0.00	$715.24	24/07/2015	
20/07/2015	9046879	Buy	Settled	1,831,353	APY	AZONTO PETROLEUM LTD	AUD	$0.0040	$7325.41	$20.00	0.27	$2.00	$0.00	$7347.41	23/07/2015	
9/06/2015	8865728	Buy	Settled	10,000,000	APY	AZONTO PETROLEUM LTD	AUD	$0.0050	$50000.00	$50.00	0.10	$5.00	$0.00	$50055.00	12/06/2015	
5/06/2015	8859732	Buy	Settled	5,000,000	APY	AZONTO PETROLEUM LTD	AUD	$0.0050	$25000.00	$25.00	0.10	$2.50	$0.00	$25027.50	11/06/2015	
Mr Jay Hughes																
Date	**Number**	**Type**	**Status**	**Units**	**Security Code**	**Security Description**	**Currency**	**Unit Price**	**Consideration**	**Brokerage**	**Brokerage %**	**GST**	**Other**	**Nett**	**Settlement Date**	**Exercise Option**
7/08/2015	9132728	Buy	Settled	700,000	APY	AZONTO PETROLEUM LTD	AUD	$0.0035	$2450.00	$20.00	0.82	$2.00	$0.00	$2472.00	12/08/2015	
Jay Evan Dale Hughes <Inkese Family Account>																
Date	**Number**	**Type**	**Status**	**Units**	**Security Code**	**Security Description**	**Currency**	**Unit Price**	**Consideration**	**Brokerage**	**Brokerage %**	**GST**	**Other**	**Nett**	**Settlement Date**	**Exercise Option**
14/08/2015	9162062	Buy	Updated	20,000,000	APY	AZONTO PETROLEUM LTD	AUD	$0.0030	$60000.00	$20.00	0.03	$2.00	$0.00	$60022.00	19/08/2015	
13/08/2015	9157956	Buy	Updated	500,000	APY	AZONTO PETROLEUM LTD	AUD	$0.0040	$1987.92	$20.00	1.01	$2.00	$0.00	$2009.92	18/08/2015	
11/08/2015	9143664	Buy	Settled	1,500,000	APY	AZONTO PETROLEUM LTD	AUD	$0.0035	$5250.00	$20.00	0.38	$2.00	$0.00	$5272.00	14/08/2015	
7/08/2015	9133232	Buy	Settled	500,000	APY	AZONTO PETROLEUM LTD	AUD	$0.0040	$1975.00	$20.00	1.01	$2.00	$0.00	$1997.00	12/08/2015	
6/08/2015	9124935	Buy	Settled	700,000	APY	AZONTO PETROLEUM LTD	AUD	$0.0040	$2800.00	$20.00	0.71	$2.00	$0.00	$2822.00	11/08/2015	
5/08/2015	9120745	Buy	Settled	1,165,057	APY	AZONTO PETROLEUM LTD	AUD	$0.0040	$4660.23	$20.00	0.43	$2.00	$0.00	$4682.23	10/08/2015	
4/08/2015	9114248	Buy	Settled	135,942	APY	AZONTO PETROLEUM LTD	AUD	$0.0035	$475.80	$20.00	4.20	$2.00	$0.00	$497.80	7/08/2015	
31/07/2015	9101117	Buy	Settled	999,001	APY	AZONTO PETROLEUM LTD	AUD	$0.0040	$3996.00	$20.00	0.50	$2.00	$0.00	$4018.00	6/08/2015	
9/06/2015	8864853	Buy	Settled	9,000,000	APY	AZONTO PETROLEUM LTD	AUD	$0.0050	$45000.00	$45.00	0.10	$4.50	$0.00	$45049.50	12/06/2015	
5/06/2015	8859764	Buy	Settled	11,000,000	APY	AZONTO PETROLEUM LTD	AUD	$0.0050	$55000.00	$55.00	0.10	$5.50	$0.00	$55060.50	11/06/2015	