



# Austin Exploration Limited ACN 114 198 471

Listed on the Australian Securities Exchange ("AKK") and the OTC-QX International in the USA (AUN-XY)

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**ASX ANNOUNCEMENT**

**2 March 2012**

**For Immediate Release**

The Manager  
Companies Announcements Officer  
Australian Stock Exchange  
Electronic Lodgement

## **Letter and Application Form for SPP**

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Dear Sir/Madam,

The Board of Austin Exploration Limited (Austin) (ASX: "AKK") provides the Letter and Application Forms in relation to the SPP announced on 22 February 2012, that were mailed to shareholders today.

On behalf of the Board

David Nairn  
Company Secretary

**MEDIA AND INVESTOR CONTACT:**

Guy Goudy  
Company Director  
Austin Exploration Limited  
c/o HLB Mann Judd 03 9606 3888  
[GuyG@AustinExploration.com](mailto:GuyG@AustinExploration.com)



2<sup>nd</sup> March 2012

Dear Shareholder

## Invitation to Participate in Shareholder Share Purchase Plan

On 22 February 2012, Austin Exploration Limited (**Austin Exploration** or **Company**) announced its intention to offer shareholders the opportunity to participate in a share purchase plan to subscribe for additional shares in the Company (**Plan**).

The Board of Directors of the Company is now pleased to make that offer to eligible shareholders on the terms and conditions enclosed with this letter.

## Shareholders Eligible to Participate in the Plan

Participation in the Plan is optional. The right to participate in the Offer under the Plan is available exclusively to shareholders who were registered as holders of Austin Exploration fully paid ordinary shares (**Shares**) at 7.00pm (AEDT) on the Record Date of **21 February 2012** and whose address on the share register on Record Date is in Australia (**Eligible Shareholders**).

## Share Purchase Plan

The Plan is intended to raise up to a maximum of \$5,000,000 and entitles Eligible Shareholders, irrespective of the size of their shareholding, to purchase up to \$15,000 of new Shares at 2.9 cents per Share (**Plan Shares**).

The issue price of 2.9 cents is an 18.4% discount to the volume weighted average price (**VWAP**) of the Company's shares on ASX during the 5 trading days immediately prior to the date of this announcement, and is free of brokerage and commission (**Offer**).

The VWAP of Shares traded on the Australian Securities Exchange (**ASX**) during the 5 trading days immediately prior to the announcement date of this Offer was 3.55 cents.

The issue price under the Plan is the same issue price as the Company's \$20,010,000 Share Placement to sophisticated and institutional investors announced to ASX on 22 February 2012.

An outline of the Plan is set out in this letter and the details are set out in the enclosed Terms and Conditions. A Share Purchase Plan Application Form and reply paid envelope are included in this package.

## Current Projects

Details of the Company's current activities are set out in the announcements made by Austin Exploration to the ASX and are available from the ASX or Austin Exploration's website at [www.austinexploration.com](http://www.austinexploration.com).



The Company intends to use funds raised pursuant to the Placement and Plan primarily to progress Austin's multi-well US drilling programme including multiple wells across Austin's Eagle Ford Shale, Niobrara Shale and Mississippi Wilcox Projects.

## How much can you invest?

Under the Plan, Eligible Shareholders may subscribe to up to \$15,000 of new Shares under the Plan.

## Subscription and Application Procedure

If you would like to participate in the Offer, the following payment options are available:

### (a) Application Form and accompanying Cheque or Money order

Eligible Shareholders wishing to pay by cheque or money order must follow the instructions on the Application Form and complete the Application Form, provide a cheque or money order payable to "**Austin Exploration Share Offer A/C**" and crossed "**Not Negotiable**" and return the completed Application Form and Cheque or Money Order to:

Austin Exploration Limited,  
C/- Computershare Investor Services Pty Limited,  
GPO Box 2987,  
Adelaide SA 5001,  
Australia

to be received by the share registry no later than 5.00pm (Adelaide time) on 27 March 2012 (**Closing Date**). Late applications may not be accepted by the Company.

### (b) Payment by BPAY<sup>1</sup>

Eligible Shareholders wishing to pay by BPAY must use the specific biller code and customer reference numbers detailed on their personalised Share Purchase Plan Application Form.

**If you choose to pay via BPAY you are not required to submit your Application Form.** Your payment may not be accepted after 5:00pm (Adelaide time) on the Closing Date and Plan Shares may not be issued to you in respect of that application. If you have multiple holdings you will have multiple BPAY customer reference numbers.

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<sup>1</sup> ® Registered to BPAY Pty Ltd, ABN 69 079 137 518

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To ensure you receive your Plan Shares in respect of that holding, you must use the specific biller code and the customer reference number shown on each personalised Application Form when paying for any Plan Shares that you wish to apply for in respect of that holding. If you inadvertently use the same Customer Reference Number for more than one of your applications, you will be deemed to have applied only for the application to which that Customer Reference Number applies and any excess amount will be refunded.

Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. You may also have your own limit on the amount that can be paid via Bhp. It is your responsibility to check that the amount you wish to pay via Bhp does not exceed your limit.

Late applications will not be accepted by the Company.

Eligible Shareholders may participate by selecting one of the following Offers to purchase Shares under the Plan:

<b>Offer A</b>	\$15,000	517,241 new Shares
<b>Offer B</b>	\$10,000	344,828 new Shares
<b>Offer C</b>	\$5,000	172,414 new Shares
<b>Offer D</b>	\$2,000	68,966 new Shares

Once an application has been made it cannot be revoked. All valid applications shall be deemed accepted if received before the Closing Date of 5pm (Adelaide time) on Tuesday 27 March 2012.

Cash payments will not be accepted.

Receipts for payment will not be issued.

If you pay an incorrect amount the Company reserves the right to vary your application, return some or all of your payment, or both, as it deems appropriate in its sole discretion. The Company may round the payment down to the lower appropriate amount and return the unused funds. Any applications for less than \$2,000 will be returned. The Company may otherwise determine that your application is invalid or defective. In any event, the foregoing is subject to the Company's right to scale back in its discretion. No interest will be paid on any refunds made for any reason.

**Individual holders** – If you are the only registered holder of a holding of company Shares, but you receive more than one offer under the Plan (for example, due to multiple registered holdings), you may only apply for one maximum parcel of \$15,000 worth of New Shares.



**Joint holders** – If you are recorded with one or more other persons as the joint holder of a holding of company Shares, that joint holding is considered to be a single registered holding for the purpose of the Plan, and the joint holders are entitled to participate in the Plan in respect of that single holding only. If the same joint holders receive more than one offer under the Plan due to multiple registered identical holdings, the joint holders may only apply for one maximum parcel of \$15,000 worth of New Shares

### **Custodians and Nominees**

Eligible Shareholders who hold Austin Exploration shares as Custodian or Nominee (**Custodian**) for one or more persons on the Record Date (**Beneficiary**) may apply for up to a maximum amount of \$15,000 worth of Plan Shares in respect of each Beneficiary, subject to the Custodian certifying to the Company certain information in relation to each beneficiary . Please refer to the Terms and Conditions for more details.

### **Calculation of the Purchase Price and Acceptance of Risk Factors**

The purchase price of Shares under the Offer will be 2.9 cents, being an 18.4% discount to the VWAP of the Company's shares on ASX during the 5 trading days immediately prior to the date of the announcement of the Plan.

On the trading day immediately prior to the announcement date of the Offer, the closing price of the Shares traded on ASX was 3.4 cents. The market price of the Shares in the Company may rise and fall between the date of the Offer and the date that any Shares are issued to you as a result of your application under this Offer.

By making an application under this Offer and applying for Shares under the Plan, each Eligible Shareholder will be acknowledging that although the purchase price is at a discount to the market price at the time of the announcement of the Plan, Shares are a speculative investment and the price of Shares on ASX may change between the date of the Company announcing its intention to make an Offer and the date of issue of Shares under that Offer and that the number of the Shares received under the Plan may rise or fall accordingly.

The Board recommends that you obtain your own financial advice in relation to the Offer and consider price movements of Shares in the Company prior to making an application under this Offer.

### **Additional Information and Important Dates**

The Offer cannot be transferred and the Directors of the Company reserve the right to reject any application over \$15,000. Shares allotted under the Plan will be issued as soon as practicable after the Closing Date of the Offer. Application for quotation on ASX of the new Shares will be made immediately following the issue of those Shares. The company disclaims all liability (to the maximum extent permitted by law) to persons who trade New Shares before receiving their holding statements, whether on the basis of confirmation of the allocation provided by the Company or the Share Registry.

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# Austin Exploration Limited ACN 114 198 471

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The maximum number of Shares that may be issued pursuant to this Offer is 172,413,793. In the event of an oversubscription by the Closing Date the Directors may, in their absolute discretion, scale-back all applications on a pro-rata basis.

If the Company rejects or scales-back an application or purported application, the Company will promptly refund to the shareholder the relevant application monies, without interest.

## Shortfall Placement

In the event that less than 172,413,793 Shares are applied for pursuant to this Offer, the shortfall may be placed at the discretion of the Company's directors.

## Indicative Timetable

Record Date (7:00pm AEDT)	21 February 2012
Announcement Date of Plan	22 February 2012
Opening Date of Offer	2 March 2012
Closing Date of Offer	27 March 2012
Issue of Shares under the Plan	3 April 2012
Dispatch date for written confirmation of issue	5 <sup>th</sup> April 2012
Quotation of Shares on ASX	10 <sup>th</sup> April 2012

These dates are indicative only. The Company may vary the dates and times of the Offer without notice. Accordingly, shareholders are encouraged to submit their Application Forms as early as possible.

## Enquiries in Relation to the Application Form or the Plan

If you have any enquiries in relation to your Application Form or the Plan, please contact Computershare Investor Services Pty Limited by telephone on 1300 556 161 (for calls from within Australia) or +61 3 9415 4000 (for calls from outside Australia) at any time from 8.30am to 5.00pm (AEDT), Monday to Friday. Alternatively, you may contact the Company Secretary on +61 3 9606 3888.

Yours faithfully

**GUY GOUDY**  
Chief Executive Officer  
Austin Exploration Limited

# AUSTIN EXPLORATION LIMITED

ACN 114 198 471

## Shareholder Share Purchase Plan - Terms and Conditions

### Purpose

The Shareholder Share Purchase Plan (**the Plan**) offers each shareholder of Austin Exploration Limited (**Company**) the opportunity to acquire up to a maximum of \$15,000 additional fully paid ordinary shares in the Company (**Company Shares**) (when combined with any shares issued under any share purchase plan in the 12 months preceding the date of the Plan) at 2.9 cents per share (being an 18.4% discount to the volume weighted average market price of Company Shares on the financial market operated by ASX Limited (**ASX**)) without the need to pay brokerage costs and without the need for Company to issue a Prospectus, upon such terms and conditions as the board of directors of Company, in its absolute discretion, sees fit.

### Shareholders eligible to participate

Eligible shareholders of Company Shares that are recorded on the Company's share register with an Australian address at the relevant record date may participate in the Plan. Due to foreign securities laws, it is not practical for shareholders resident in other countries to be offered the opportunity to participate in the Plan.

Participation in the Plan is optional and is subject to these terms and conditions. Offers made under the Plan are non-renounceable (i.e. eligible shareholders may not transfer their rights to participate in the Plan).

An offer may, at the discretion of the directors of Company, be made under the Plan once a year. The maximum amount which any shareholder may subscribe for in any consecutive 12 month period is \$15,000. The directors of the Company may also determine in their discretion the minimum amount for participation, the multiple of Company Shares to be offered under the Plan and the period the offer is available to eligible shareholders.

### Custodians, trustees and nominees

If you are an eligible shareholder and hold the Austin Exploration shares as a custodian (as defined in ASIC Class Order CO 09/425 (refer below) (**Custodian**) or in any more specific ASIC relief granted to the Company in relation to the Plan), you may apply for up to the maximum of new Shares for each beneficiary for whom you act as custodian provided you annexe to your Entitlement and Acceptance Form the certificate made available by the Company (**Custodian Certificate**) certifying:

- a) either or both of the following:
  - i. that the Custodian holds Shares in the Company on behalf of one or more Participating Beneficiaries that are not custodians;
  - ii. that another custodian ("Downstream Custodian") holds beneficial interests in Shares in the Company on behalf of one or more other persons (each a "Participating Beneficiary"), and the Custodian holds the Shares in the Company to which those beneficial interests relate on behalf of the Downstream Custodian or another Custodian,

on the Record Date and that each Participating Beneficiary has subsequently instructed the following persons:

- iii. where subparagraph (i) applies – the Custodian; and
  - iv. where subparagraph (ii) applies – the Downstream Custodian;
- to apply for New Shares on their behalf under the SPP;
- b) the number of Participating Beneficiaries;
  - c) the name and address of each Participating Beneficiary;
  - d) in respect of each Participating Beneficiary:
    - i. where subparagraph (a)(i) applies – the number of Shares in the Company that the Custodian holds on their behalf; and
    - ii. where subparagraph (a)(ii) applies – the number of Shares in the Company to which the beneficial interests relate;
  - e) in respect of each Participating Beneficiary:
    - i. where subparagraph (a)(i) applies – the number or the dollar amount of New Shares or interests they instructed the Custodian to apply for on their behalf; and
    - ii. where subparagraph (a)(ii) applies – the number or the dollar amount of New Shares or interests they instructed the Downstream Custodian to apply for on their behalf;
  - f) there are no Participating Beneficiaries in respect of which the total of the application price for the following exceeds \$15,000:
    - i. the New Shares applied for by the Custodian under the Plan in accordance with the instructions referred to in subparagraph (e); and
    - ii. any other shares in the class issued to the Custodian in the 12 months before the application as a result of an instruction given by them to the Custodian or the Downstream Custodian to apply for shares on their behalf under an arrangement similar to the Plan;
  - g) that a copy of the written offer document was given to each Participating Beneficiary; and
  - h) where subparagraph (a)(ii) applies – the name and address of each Custodian who holds beneficial interests in the shares in the class held by the Custodian in relation to each Participating Beneficiary.

In providing a certificate under this clause, the Custodian may rely on information provided to it by the Participating Beneficiary and any Custodian who holds beneficial interests in the shares in the class held by the Custodian.

For the purposes of ASIC Class Order CO 09/425 you are a 'custodian' if you are a registered holder that:

- holds an Australian financial services licence that allows you to perform custodian or depository services or operate IDPS accounts;
- is exempt from holding an Australian financial services licence by virtue of Class Order CO 03/184 or by relying on the Australian financial services licence of your master custodian under regulation 7.1.06(k) of the *Corporations Regulations 2001*;
- is a trustee of a self managed superannuation fund;
- is a trustee of superannuation master trusts;
- is a responsible entity of IDPS like schemes;

- is noted on the Company's register of members as holding the shares on account of another person.

If you hold Shares as a trustee or nominee for another person or persons but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner describes above. In this case, the rules for multiple single holdings (above) apply.

Custodians must request a Custodian Certificate when making an application on behalf of Participating Beneficiaries. To request Custodian Certificate and if you would like further information on how to apply, you must contact Computershare Investor Services Pty Limited at any time from 8.30am to 5.00pm (AEDT) Monday to Friday on 1300 556 161 (within Australia) or +61 3 9415 4000 (outside Australia) during the Offer period.

The Company reserves the right to reject any application for Plan Shares to the extent it considers that the application (whether alone or in conjunction with other applications) does not comply with these requirements. The Company reserves the right to reject applications in accordance with these Terms and Conditions.

### **Price of Company Shares**

The price of Company Shares to be issued under the Plan will be 2.9 cents per share, being a 18.4% discount to the volume weighted average market price of the Company's shares on ASX during the 5 trading days immediately prior to the date of announcement of the Plan.

### **Applications and Notices**

At the discretion of the directors of the Company, the Company will send eligible shareholders a letter of offer and acceptance procedures, inviting them to subscribe for Shares under the Plan, and accompanied by the terms and conditions of the Plan and an application form. Applications will not be accepted after the closing date of an offer. Over subscriptions to the Offer may be refunded without interest.

Notices and statements made by the Company to participants may be given in any manner prescribed by its Constitution.

### **Scaleback**

The maximum number of Shares that may be issued pursuant to this Offer is 172,413,793. In the event of an oversubscription by the Closing Date the Directors may, in their absolute discretion, scale-back all applications on a pro-rata basis.

### **Placement of Shortfall**

Any shortfall from the Offer may be placed at the offer price at the discretion of the directors of Austin.

### **Issue of Shares**

Shares to be issued under the Plan will be issued as soon as reasonably practicable after the closing date specified by the Directors of the Company in the relevant offer.

Shares issued under the Plan will rank equally in all respects with all other fully paid ordinary shares in the Company from the date of issue.

Written confirmation of the issue of Plan Shares will be issued in respect of all Shares issued under the Plan. The Company will, promptly after the issue of Shares under the Plan, make application for those Shares to be listed for quotation on the official list of ASX.

### **Modification and Termination of the Plan**

The Company may modify or terminate the Plan at any time prior to the issue of the Plan Shares. The Company will notify ASX of any modification to, or termination of, the Plan. The omission to give notice of any modification to, or termination of, the Plan or the failure of ASX to receive such notice will not invalidate the modification or termination. Without limiting the above, the Company may issue to any person fewer Shares than the person applied for under the Plan if the issue of the Shares applied for would contravene any applicable law or the Listing Rules of ASX.

### **Dispute Resolution**

The Company may, in any manner it thinks fit, settle any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the Plan, whether generally or in relation to any participant, application or Shares. The decision of the Company in this respect will be conclusive and binding on all shareholders and other persons to whom that determination relates.

The Company reserves the right to waive strict compliance with any provision of these terms and conditions. The powers of the Company under these conditions may be exercised by the directors of the Company or any delegate of the directors of the Company.

### **Questions and Contact Details**

If you have any questions regarding the Plan or how to deal with this Offer, please contact your stockbroker or professional adviser or David Nairn, Company Secretary on +61 3 9606 3888.

### **IMPORTANT NOTICE**

These materials do not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States of America (United States) or to, or for the account or benefit of, any "US Person" (as defined in Regulation S under the US Securities Act of 1933, as amended (the Securities Act)) (US Person). The Shares have not been and will not be registered under the Securities Act or the securities law of any state or other jurisdiction of the United States and may not be offered or sold, re-sold or otherwise transferred within the United States, or to, or for the account or benefit of, a US Person, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.



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ABN 98 114 198 471

## For all enquiries:

### Phone:



(within Australia) 1300 556 161  
(outside Australia) 61 3 9415 4000

### Web:



[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

000001 000 AKK  
MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000

## Make your payment:



See over for details of the Offer and how to make your payment

# Share Purchase Plan Application Form

 **Your payment must be received by 5:00pm (Adelaide time) Tuesday 27 March 2012**

This is an important document that requires your immediate attention.

It can only be used in relation to the securityholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

By making payment you agree to be bound by the Constitution of Austin Exploration Limited and that the submission of this payment constitutes an irrevocable offer by you to subscribe for Austin Exploration Limited securities on the terms of the Share Purchase Plan (Plan).

In addition, by submitting the slip below you certify that the aggregate of the application price paid by you for:

- the securities the subject of the slip below; and
- any other securities and interests in the class applied for by you under the Plan or any similar arrangement in the 12 months prior to the date of submission of the slip below does not exceed A\$15,000.

Austin Exploration Limited may make determinations in any manner it thinks fit, in relation to any difficulties which may arise in connection with the Plan whether generally or in relation to any participant or application.

Any determinations by Austin Exploration Limited will be conclusive and binding on all eligible securityholders and other persons to whom the determination relates. Austin Exploration Limited reserves the right to waive strict compliance with any provision of the terms and conditions of the Plan, to amend or vary those terms and conditions or to suspend or terminate the Plan at any time. Any such amendment, suspension or termination will be binding on all eligible securityholders even where Austin Exploration Limited does not notify you of that event.

## Step 1: Registration Name

Please check the details provided and update your address via [www.investorcentre.com](http://www.investorcentre.com) if any of the details are incorrect.

## Step 2: Make Your Payment

Note that securities may be purchased in increments (see overleaf) subject to purchase of the minimum value and not exceeding the maximum value. Note that the amount chosen may be subject to scale back in accordance with the terms of the Plan.

Choose one of the payment methods shown below.

**BPAY®:** See overleaf. Do not return the slip with **BPAY** payment.

**By Mail:** Complete the reverse side of this payment slip and detach and return with your payment. Make your cheque or bank draft payable in Australian dollars to Austin Exploration Share Offer A/C. The cheque must be drawn from an Australian bank and crossed 'Not Negotiable'. Cash is not accepted.

Payment will be processed on the day of receipt. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you.

**Turn over for details of the Offer →**

Austin Exploration Limited Share Purchase Plan Application Form  
Payment must be received by 5:00pm (Adelaide time) Tuesday 27 March 2012


© Registered to **BPAY** Pty Ltd ABN 69 079 137 518

# Share Purchase Plan Application Form

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## STEP 1 Registration Name & Offer Details

 For your security keep your SRN/  
HIN confidential.

Registration Name: MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000

Entitlement No: 00005856

Offer Details: Record date: **21 February 2012** Offer Price: **\$0.029**

Minimum value available to purchase: **\$2,000**

Maximum value available to purchase: **\$15,000**

## STEP 2 Make Your Payment



Biller Code: 195792  
Ref No: 1234 5678 9123 4567 89

### Pay by Mail:



Make your cheque, money order or bank draft payable to Austin Exploration Limited Share Purchase Plan.  
Return your cheque with the below slip to:  
**Computershare Investor Services Pty Limited**  
**GPO BOX 2987 Adelaide South Australia 5001 Australia**

Contact your financial institution to make your payment from your cheque or savings account.

If you are applying for shares and your payment is being made by Bpay®, your payment must be received by no later than 5:00pm (Adelaide time) on 27 March 2012. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. Ensure you have read and accurately followed your banking institution's Bpay FAQ or other instructions prior to making multiple payments for multiple holdings under this offer. Neither CIS nor Austin Exploration Limited accepts any responsibility for loss incurred through incorrectly completed Bpay payments. It is the responsibility of the applicant to ensure that funds submitted through Bpay are received by this time.

## Privacy Statement

Personal information is collected on this form by Computershare Investor Services Pty Limited (CIS) as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal information may be disclosed to our related bodies corporate, to external service companies such as print or mail service providers, or as otherwise permitted by law. If you would like details of your personal information held by CIS, or you would like to correct information that is inaccurate, incorrect or out of date, please contact CIS. In accordance with the Corporations Act 2001, you may be sent material (including marketing material) approved by the issuer in addition to general corporate communications. You may elect not to receive marketing material by contacting CIS using the details provided above or email [privacy@computershare.com.au](mailto:privacy@computershare.com.au)

Detach here -----

## Purchase Details for Austin Exploration Limited Share Purchase Plan (choose one option)

\$2,000 worth of securities (68,966 Shares) OR  \$5,000 worth of securities (172,414 Shares) OR  \$10,000 worth of securities (344,828 Shares)

\$15,000 worth of securities (517,241 Shares)



Entitlement No: 00005856

A\$

Payment must be received by 5:00pm (Adelaide time) Tuesday 27 March 2012

MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000

## Contact Details

Contact Name \_\_\_\_\_ Daytime Telephone \_\_\_\_\_

## Cheque Details

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	A\$ <input type="text"/>

123456789123456789+0000000001-5002+15