



AUSTIN
EXPLORATION

Listed on the Australian Securities Exchange ("AKK") and the OTC-QX International in the USA (AUN-XY)
ACN 114 198 471

16 May 2014

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

Dear Shareholder

Capital raising to provide accelerated development and move to self-funded production

Austin Exploration's recent drilling success in the Eagle Ford Joint Venture with Halcón Resources (Halcón) has created new opportunities to accelerate the Company's development as an oil and gas producer. The Stifflemire #1H well was successfully drilled to a total measured depth of approximately 17,000 ft with an 8000 ft horizontal leg and a 30 stage fracture stimulation into the Eagle Ford Shale (EFS), and flowed consistently at rates over 1000 BOEPD during testing.

Austin's three-well 'Birch' drilling program confirmed oil and gas in significant quantities and attracted major operator Halcón to commit US\$24 -30 million to a free carry three-well program. This Halcón JV relieved Austin of the capital spending required to retain the property title.

Halcón has now identified the Austin JV Birch property as a 'Sweet-Spot' in its 'El Halcón' EFS play. This three-well drilling program is fully funded by Halcón with Austin benefiting from a free-carry. The last two free-carry wells have been spud and Halcón currently has two drilling rigs on this 'Sweet Spot'. Austin runs the risk of being drilled out by an accelerated Halcón drilling program.

While this is an exciting and attractive prospect for Austin, the exploration success also raises additional short term funding requirements to ensure Austin's continued capacity to provide our matching share of Halcón's rapid development of the Birch property beyond the agreed three well program. After the third well Austin is required to contribute 30% to the cost of each subsequent well.

Accordingly, Austin is offering a Share Placement Plan (SPP) to provide sufficient working capital to participate in our share of the JV Birch field, and the resulting revenue stream. The capital raising also affords the existing small shareholders in Austin an opportunity to substantially increase their holdings in the company without any brokers' fees.

The revenue generated at the Birch field provides a 'stepping-stone' to the independent development of the Niobrara 'Pathfinder' Prospect in Colorado which is more than twice the size of the Texas Birch Eagle Ford property.



AUSTIN
EXPLORATION

Listed on the Australian Securities Exchange ("AKK") and the OTC-QX International in the USA (AUN-XY)
ACN 114 198 471

We believe the capital raising will also underpin the Company's capacity to debt-finance the independent development of 'Pathfinder' and thereby secure maximum benefit to shareholders as we exploit our most significant asset.

Both the Eagle Ford and the Niobrara assets now have easy access to markets and are proven unconventional hydrocarbon assets. They have quick commercialisation enabling early and significant cashflows.

In summary, the capital raised will enable the Company to maintain its percentage interest in near-term production at Eagle Ford, and enables earlier commercialisation of the Niobrara. As shareholders we have shouldered the cost and risk of the exploration phase and the capital raised will create substantive revenues for years to come. We strongly encourage shareholders to consider joining the capital investment program which we confidently consider to be a financial bridge to the development of Austin as a multi-site independent oil and gas producer.

Yours sincerely,

Richard I. Cottee

Chairman on behalf of the Board



Listed on the Australian Securities Exchange ("AKK") and the OTC-QX International in the USA (AUN-XY)
ACN 114 198 471

16 May 2014

Dear Shareholder

Invitation to Participate in Shareholder Share Purchase Plan

On 12 May 2014, 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 (AEST) on the Record Date of **9 May 2014** and whose address on the share register on Record Date is in Australia and New Zealand (**Eligible Shareholders**).

Share Purchase Plan

The Plan is intended to raise up to a maximum of \$6,000,000 and entitles Eligible Shareholders, irrespective of the size of their shareholding, to purchase up to \$15,000 of new Shares at 1.0 cent per Share (**Plan Shares**).

The issue price of 1.0 cent is an 11.16% 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 1.1257 cents.

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.

The Company intends to use funds raised pursuant to the Plan primarily to fund its commitments to drilling across Austin's Niobrara and Eagleford Projects.



Listed on the Australian Securities Exchange ("AKK") and the OTC-QX International in the USA (AUN-XY)
ACN 114 198 471

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 2 June 2014 (**Closing Date**). Late applications may not be accepted by the Company.

(b) Payment by BPAY¹

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 will not be accepted after 5:00pm (Adelaide time) on the Closing Date and Plan Shares will not be issued to you in respect of that application. If you have multiple holdings you will have multiple BPAY customer reference numbers.

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 BPAY. It is your responsibility to check that the amount you wish to pay via BPAY does not exceed your limit. Late applications will not be accepted by the Company.

1. ¹® Registered to BPAY Pty Ltd, ABN 69 079 137 518



Listed on the Australian Securities Exchange ("AKK") and the OTC-QX International in the USA (AUN-XY)
ACN 114 198 471

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

Offer A	\$15,000	1,500,000 new Shares
Offer B	\$10,000	1,000,000 new Shares
Offer C	\$5,000	500,000 new Shares
Offer D	\$2,000	200,000 new Shares
Offer E	\$1,000	100,000 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 Monday 2 June 2014.

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 \$1,000 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 in aggregate a maximum parcel of \$15,000 worth of Plan 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 in aggregate a maximum parcel of \$15,000 worth of Plan 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.



Listed on the Australian Securities Exchange ("AKK") and the OTC-QX International in the USA (AUN-XY)
ACN 114 198 471

Calculation of the Purchase Price and Acceptance of Risk Factors

The purchase price of Shares under the Offer will be 1.0 cent, being an 11.16% 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 1.2 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

The maximum number of Shares that may be issued pursuant to this Offer is 600,000,000. 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 600,000,000 Shares are applied for pursuant to this Offer, the shortfall may be placed at the discretion of the Company's directors.



Listed on the Australian Securities Exchange ("AKK") and the OTC-QX International in the USA (AUN-XY)
ACN 114 198 471

Indicative Timetable

Record Date (7:00pm AEDT)	9 May 2014
Announcement Date of Plan	12 May 2014
Despatch of Offer Documentation and Opening Date of Offer	16 May 2014
Closing Date of Offer (5pm Adelaide time)	2 June 2014
Issue of Shares under the Plan	10 June 2014
Quotation of Shares on ASX	11 June 2014
Dispatch Date for Holding Statements	12 June 2014

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

David Nairn
Secretary
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 1.0 cent per share (being an 11.16% 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 or New Zealand 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 1.0 cents per share, being an 11.16% 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 entitlement & acceptance form. Applications will not be accepted after the closing date of an offer. Over subscriptions to an 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 600,000,000. 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.

For all enquiries:


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

Web:
 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) Monday 2 June 2014**

This is an important document that requires your immediate attention.

It can only be used in relation to the shareholding 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 shares on the terms of the Share Purchase Plan (SPP).

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

- the shares the subject of the slip below; and
- any other shares and interests in the class applied for by you under the SPP 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 SPP whether generally or in relation to any participant or application.

Any determinations by Austin Exploration Limited will be conclusive and binding on all eligible shareholders 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 SPP, to amend or vary those terms and conditions or to suspend or terminate the SPP at any time. Any such amendment, suspension or termination will be binding on all eligible shareholders 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 if any of the details are incorrect.

If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

Step 2: Make Your Payment

Note that shares may be purchased 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 SPP.

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 Limited Share Offer A/C". The cheque must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the slip below as indicated. 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.

Austin Exploration Limited Share Purchase Plan Application Form
Payment must be received by 5:00pm (Adelaide time) Monday 2 June 2014


Share Purchase Plan Application Form

X 9999999991

IND

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: 12345678

Offer Details: Record date: **9 May 2014**

Minimum value available to purchase: **\$1,000**

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

STEP 2

Make Your Payment



Bill Code: 230458
Ref No: 1234 5678 9123 4567 89

Pay by Mail:



Make your cheque, money order or bank draft payable to "Austin Exploration Limited Share Offer A/C".

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.

Lodgement of Acceptance

If you are applying for shares and your payment is being made by BPAY®, you do not need to return the slip below. Your payment must be received by no later than 5:00pm (Adelaide time) Monday 2 June 2014. 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. Neither Computershare Investor Services Pty Limited (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.

If you are paying by cheque, bank draft or money order the slip below must be received by CIS by no later than 5:00pm (Adelaide time) Monday 2 June 2014. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for shareholders in Australia. Other Eligible Shareholders will need to affix the appropriate postage. Return the slip below with cheque attached. Neither CIS nor the Company accepts any responsibility if you lodge the slip below at any other address or by any other means.

Privacy Notice

The personal information you provide on this form is collected 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. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.

Detach here

Purchase Details for Austin Exploration Limited (choose one option)

\$1,000 or 100,000 Shares OR \$2,000 or 200,000 Shares OR \$5,000 or 500,000 Shares

\$10,000 or 1,000,000 Shares OR \$15,000 or 1,500,000 Shares



Entitlement No: 12345678

Payment must be received by 5:00pm (Adelaide time) Monday 2 June 2014

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
				A\$

123456789123456789+000000001-5002+15