



FREMONT

PETROLEUM CORPORATION

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

27 June 2018

Company Announcements
ASX Compliance Pty Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

REPLACEMENT APPENDIX 3B – FREMONT PETROLEUM CORPORATION LIMITED (ASX: FPL)

On 6 June 2018 Fremont Petroleum Corporation Limited (**Company**) or (**Fremont**) (ASX: FPL) lodged a Prospectus containing the following offers:

- (a) The issue of up to 143,000,000 Placement options,
- (b) The issue of 41,021,408 SPP Options, and
- (c) The issue of 2,412,858 options on the same terms as the SPP to Directors.

The Prospectus required Eligible Applicants to complete and return an Option application to the Share Registry by 19 June 2018. The allotment of 180,842,875 Options adjusts the 6 June 2018 Appendix 3B maximum of 186,164,307 Options that could have been issued. The replacement Appendix 3B to reflect the adjusted balance is attached.

Yours faithfully

Robert Lees
Company Secretary

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

FREMONT PETROLEUM CORPORATION LIMITED

ABN

98 114 198 471

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 | (a) Options expiring 31 March 2020 and exercisable on the payment of \$0.02
(b) Ordinary Fully Paid Shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | (a) 180,842,875
(b) 4,285,716 |
| 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) | (a) Options expiring 31 March 2020 and exercisable on the payment of \$0.02

(b) Ordinary Fully paid share |

<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 	<p>(a) Yes, when the options are exercised the resulting Shares issued will rank equally in all respects from the date of issue with the existing quoted fully paid ordinary shares of the Company.</p> <p>(b) Shares rank equally with the existing quoted fully paid ordinary shares of the Company.</p>
<p>5 Issue price or consideration</p>	<p>(a) Issued for nil consideration (b) \$0.007 per share</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(a) Options form part of the 23 & 28 February 2018 Placement, the subsequent SPP offer to shareholders as well as the offer to two Directors on the same terms as the SPP. Their issue required shareholder approval (obtained at 24 May 2018 General Meeting).</p> <p>(b) Offer to two Directors on the same terms as the SPP approval by shareholder at 24 May 2018 General Meeting.</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 in relation to the +securities the subject of this Appendix 3B, 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>24 November 2017</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>nil</p>

+ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A	nil						
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	(a) 180,842,875 Options - Approved at 24 May 2018 General Meeting - Resolutions 4, 5, 6, 7, 8, 9 & 10 (b) 4,285,715 Shares - Approved at 24 May 2018 General Meeting - Resolutions 9 & 10						
6f	Number of +securities issued under an exception in rule 7.2	nil						
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.	n/a						
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	LR 7.1: 102,218,440 LR 7.1A: 68,145,626						
7	+Issue dates 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. Cross reference: item 33 of Appendix 3B.	26 June 2018.						
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>681,456,267</td> <td>Fully Paid Ordinary Shares</td> </tr> <tr> <td>74,088,963</td> <td>Options exercisable at \$0.06 each on or before 30 June 2019</td> </tr> </tbody> </table>	Number	+Class	681,456,267	Fully Paid Ordinary Shares	74,088,963	Options exercisable at \$0.06 each on or before 30 June 2019
Number	+Class							
681,456,267	Fully Paid Ordinary Shares							
74,088,963	Options exercisable at \$0.06 each on or before 30 June 2019							

	Number	+Class
9	4,840,000	Options exercisable at \$0.10 each on or before 30 June 2019
	51,950,014	Options exercisable at \$0.045 each on or before 15 July 2018
	12,500,000	Options exercisable at \$0.045 each on or before 15 July 2021
	180,842,875	Options exercisable at \$0.02 each on or before 31 March 2020

9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)

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?	<input type="text"/>
12	Is the issue renounceable or non-renounceable?	<input type="text"/>
13	Ratio in which the +securities will be offered	<input type="text"/>
14	+Class of +securities to which the offer relates	<input type="text"/>
15	+Record date to determine entitlements	<input type="text"/>
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	<input type="text"/>

+ See chapter 19 for defined terms.

- 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.
- 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 *in full* through a broker?
- 31 How do security holders sell *part* of their entitlements through a broker and accept for the balance?

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

+ See chapter 19 for defined terms.

39 +Class of +securities for which quotation is sought

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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

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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)

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	Number	+Class
42 Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in clause 38)		

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

- 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:
(Company secretary)

Date: 27 June 2018

Print name:Robert Lees.....

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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	198,122,735
<p>Add the following:</p> <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>Note:</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> 	<p>48,900,000 shares approved 17 Aug 17 R1</p> <p>50,000,000 shares approved 17 Aug 17 R2</p> <p>9,350,000 shares approved AGM 24 Nov 17 R3</p> <p>1,200,000 shares approved AGM 24 Nov 17 - R6</p> <p>214,285,714 shares approved AGM 24 Nov 2017 - R7</p> <p>755,000 shares issued on conversion of Employee Performance Rights – plan approved 20 Dec 2016 – R1</p> <p>800,000 shares issued on conversion of Directors Performance Rights – AGM 24 Nov 2017 R8 to 11</p> <p>82,042,816 shares issued under Share Purchase Plan – 4 April 18</p> <p>42,860,000 shares issued 23 & 28 Feb approved 24 May 2018 - R1</p> <p>28,854,286 shares issued 28 Feb 18 approved 24 May 2018 – R2</p> <p>4,285,716 shares issued 6 June 2018 – approved 24 May 2018 – R9 & R10</p>
Subtract the number of fully paid +ordinary securities cancelled during that 12 month	Nil

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

period	
“A”	681,456,267

Step 2: Calculate 15% of “A”

“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	102,218,440

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> 	
“C”	

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>	102,218,440
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	0
Total [“A” x 0.15] – “C”	102,218,440 <i>[Note: this is the remaining placement</i>

+ See chapter 19 for defined terms.

	<i>capacity under rule 7.1]</i>
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Part 2

Rule 7.1A – Additional placement capacity for eligible entities
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Step 1: Calculate “A”, the base figure from which the placement capacity is calculated

<p>“A”</p> <p><i>Note: number must be same as shown in Step 1 of Part 1</i></p>	<p>681,456,267</p>
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Step 2: Calculate 10% of “A”

<p>“D”</p>	<p>0.10</p> <p><i>Note: this value cannot be changed</i></p>
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<p>Multiply “A” by 0.10</p>	<p>68,145,626</p>
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Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used

<p>Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A</p> <p><i>Notes:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities – 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>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</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
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<p>“E”</p>	<p>0</p>
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Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A
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<p>“A” x 0.10</p> <p><i>Note: number must be same as shown in Step 2</i></p>	<p>68,145,626</p>
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+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

Subtract “E” <i>Note: number must be same as shown in Step 3</i>	0
Total [“A” x 0.10] – “E”	68,145,626 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.