

CONFEDERATE CAPITAL PTY LTD
ACN 166 032 891

SECOND SUPPLEMENTARY BIDDERS STATEMENT

1. IMPORTANT INFORMATION

This document is the second supplementary bidder's statement (**Second Supplementary Bidder's Statement**) made under section 643 of the *Corporations Act 2001* (Cth) (**Corporations Act**) and is supplementary to the bidder's statement dated and lodged with the Australian Securities and Investments Commission (**ASIC**) on 11 October 2013 (**Original Bidder's Statement**) and the first supplementary bidder's statement dated and lodged with the ASIC on 29 October 2013 (**First Supplementary Bidder's Statement**) issued by Confederate Capital Pty Ltd (ACN 166 032 891) (**Confederate**) in relation to its proportional off-market takeover offer for 30% of the fully paid ordinary shares in the capital of Emerald Oil & Gas NL (ACN 009 795 046) (**Emerald**) (**Offer**).

This Second Supplementary Bidder's Statement was lodged with ASIC on 20 November 2013. Neither ASIC nor any of its officers takes any responsibility for the contents of this Second Supplementary Bidder's Statement.

This Second Supplementary Bidder's Statement must be read together with the Original Bidder's Statement and the First Supplementary Bidder's Statement. If there is a conflict between the Original Bidder's Statement, the First Supplementary Bidder's Statement and this Second Supplementary Bidder's Statement, this Second Supplementary Bidder's Statement will prevail. Unless the context otherwise requires, terms defined in the Original Bidder's Statement and First Supplementary Bidder's Statement have the same meaning in this Second Supplementary Bidder's Statement.

Please consult your legal, financial or other professional adviser if you do not fully understand the contents of this Second Supplementary Bidder's Statement.

A copy of this Second Supplementary Bidder's Statement will be available on the company announcements platform of Emerald (ASX: EMR) on the ASX website (www.asx.com.au).

2. UPDATE TO STATUS OF OFFER

Confederate's Offer was declared free from all of defeating conditions on 5 November 2013.

The Offer will close at 5.00pm (WST) on 30 November 2013. Confederate has determined that the Offer will not be extended and that the Offer price of \$0.014 per Emerald Share is final and will not be increased.

Confederate urges all Emerald Shareholders who have not yet accepted the Offer to accept the Offer without delay for the following reasons:

- (a) Confederate's Offer represents a substantial premium for 30% of your Emerald Shares (which had a closing price of \$0.011 on 19 November 2013);

- (b) Confederate's Offer allows you to realise definite cash value for 30% of your Emerald Shares;
- (c) Confederate's Offer gives you the opportunity to receive value now for part of your shareholding and benefit from any future potential upside of Emerald in respect of your remaining shareholding; and
- (d) Emerald's share price may fall if Confederate's Offer does not succeed.

Further details of why Confederate believes you should accept the Offer are set out in Confederate's Bidder's Statement and Supplementary Bidder's Statement sent to EMR shareholders on 29 October 2013.

As at 5.00pm (WST) on 19 November 2013, Confederate's voting power in EMR was 25.72%.

In order to accept the Offer, you should follow the instructions detailed in section 4 of the Annexure to Confederate's Bidder's Statement and in the Acceptance Form enclosed with it.

3. DIRECTORS AUTHORISATION

This Supplementary Bidder's Statement has been approved by a resolution passed by the Directors of Confederate.



Signed for and on behalf of
Confederate Capital Pty Ltd
Peter Pynes
Director