



2 April 2014

ASX Market Announcements

Gas2Grid Announces 1 for 4 Non-Renounceable Rights Issue

Gas2Grid Limited (ASX: GGX) today launched a 1 for 4 non-renounceable rights issue (**Rights Issue**) to raise approximately \$5,102,175 (before transaction costs).

The net funding will be used primarily to fund Gas2Grid Limited's exploration and appraisal work in Philippines and exploration in France and otherwise as general working capital.

Overview

Under the Rights Issue, eligible shareholders with registered addresses in Australia and New Zealand will be entitled to apply for 1 new share for every 4 shares held at 7pm (NST) on 11 April 2014 (**Record Date**). The issue price is \$0.03 per new share. For every new share issued, the applicant will also receive one new option for no additional consideration. Each new option entitles the holder to acquire one ordinary share at \$0.04 on or before 15 September 2015.

The issue price of the new shares under the Rights Issue represents a:

- 3.2% discount to the closing price of Gas2Grid Limited shares on 1 April 2014; and
- 5.3% discount to the 30 day volume weighted average price of Gas2Grid Limited shares to and including 1 April 2014.

All new shares will rank equally with existing Gas2Grid Limited shares from the date of issue.

Indicative Timetable

Record Date	7pm (NST) on 11 April 2014
Dispatch of prospectus to shareholders completed	16 April 2014
Rights Issue closes (Closing Date)	5pm (NST) on 5 May 2014
New shares and options quoted on deferred settlement basis	6 May 2014
Shortfall shares notified to ASX	8 May 2014
Issue of Rights Issue shares and options and dispatch of holding statements	12 May 2014
Normal trading of Rights Issue shares and options expected to commence	13 May 2014

Note: dates and times are indicative only and subject to change. Subject to compliance with the ASX Listing Rules, Gas2Grid Limited reserves the right to: (i) not proceed with the Rights Issue and return any applications moneys received without interest; or (ii) vary the dates and times above, including closing the offer earlier or later.

Underwriting

The Rights Issue is not underwritten.

Offer Documents

Further details about the Rights Issue, including how eligible shareholders may apply for their entitlement, will be set out in a prospectus to be sent to eligible shareholders on or about 16 April 2014.

Copy correspondence to be sent to shareholders in the meantime about the Rights Issue will follow this announcement.

Further Information

For further information please contact:

Dennis Morton
Managing Director

Patrick Sam Yue
Director/Company Secretary

Tel: 61 2 98298 3688
Email: office@gas2grid.com
Gas2Grid Limited



2 April 2014

Dear Shareholder

Gas2Grid Limited (Company) – 1 for 4 Non-Renounceable Pro Rata Rights Issue

The Company announced on 2 April 2014 a 1 for 4 non-renounceable pro rata rights issue at an issue price of \$0.03 per share to raise approximately \$5,102,175 (before transaction costs). For every new share issued, the applicant will also receive one new option for no additional consideration. Each new option entitles the holder to acquire one ordinary share at \$0.04 on or before 15 September 2015.

The net proceeds of the rights issue will be used primarily to fund the Company's exploration and appraisal work in Philippines and exploration in France and otherwise as general working capital.

You will receive a copy of the prospectus shortly.

Details of the rights issue are set out in the prospectus and Appendix 3B lodged with ASX and are available on the Company's website (www.gas2grid.com).

Summary of Key Information

Type of offer	Non-renounceable pro rata 1 for 4 rights issue of approximately 170,072,517 ordinary shares to shareholders with registered addresses in Australia and New Zealand as at the record date. Applicants will receive one new option for every new share subscribed for
Offer price	\$0.03 per new share
Offer ratio	1 new share for every 4 existing share held at the record date
Ranking of new shares	The new shares will be fully paid and will rank equally in all respects with the Company's existing issued ordinary shares
Terms of new options	Each new option entitles the holder to acquire one ordinary share at \$0.04 on or before 15 September 2015
Number of shares quoted on ASX	The number of ordinary shares to be quoted on ASX on completion of the rights issue will be approximately 926,614,930 (assuming full subscription under the rights issue)
Number of options quoted on ASX	The number of options to be quoted on ASX on completion of the rights issue will be approximately 170,072,517 (assuming full subscription under the rights issue)

Indicative Timetable

Record date	7pm (NST) on 11 April 2014
Dispatch of prospectus to shareholders completed	16 April 2014
Rights issue closes (Closing Date)	5pm (NST) on 5 May 2014
New shares and options quoted on deferred settlement basis	6 May 2014
Shortfall shares notified to ASX	8 May 2014
Issue of rights issue shares and options and dispatch of holding statements	12 May 2014
Normal trading of rights issue shares and options expected to commence	13 May 2014

Note: dates and times are indicative only and subject to change. Subject to compliance with the ASX Listing Rules, the Company reserves the right to: (i) not proceed with the rights issue and return any applications moneys received without interest; or (ii) vary the dates and times above including closing the offer earlier or later.

For further information of your entitlement or how to deal with your rights please refer to the prospectus (which you will receive shortly) or contact the Company:

Level 11, 10 Bridge Street
SYDNEY NSW 2000

Telephone: +61 2 8298 3688
Email: office@gas2grid.com

Taking up your rights may have taxation, financial and social security implications. If you are in any doubt as to how to deal with your rights, you should contact your stockbroker or other professional adviser.

Yours sincerely



Dennis Morton
Managing Director



2 April 2014

Dear Shareholder

Gas2Grid Limited (Company) – 1 for 4 Non-Renounceable Pro Rata Rights Issue

The Company announced on 2 April 2014 a 1 for 4 non-renounceable pro rata rights issue at an issue price of \$0.03 per share to raise approximately \$5,102,175 (before transaction costs). For every new share issued, the applicant will also receive one new option for no additional consideration. Each new option entitles the holder to acquire one ordinary share at \$0.04 on or before 15 September 2015.

The net proceeds of the rights issue will be used primarily to fund the Company's exploration and appraisal work in Philippines and exploration in France and otherwise as general working capital.

The Company has decided that it is unreasonable to make the offer to shareholders with registered addresses outside Australia and New Zealand (**Ineligible Shareholders**) taking into account:

- the small number of Ineligible Shareholders that are likely to take up their entitlements under the rights issue;
- the number and value of the new shares and new options that would otherwise be offered; and
- the costs of complying with the laws, and the requirements of the regulatory authorities, of the places where the new shares and new options would otherwise be offered for issue.

In these circumstances, under the ASX Listing Rules (**Listing Rules**) and Australian Corporations Act 2001 (**Act**), the Company is not required to make offers under the rights issue to Ineligible Shareholders.

As the offer is non-renounceable, the shares and accompanying options that would otherwise have been offered to Ineligible Shareholders will make up part of the shortfall that may be issued to other shareholders or new investors at the discretion of the Directors.

If you have any questions, you should contact your stockbroker or other professional adviser.

Yours sincerely

A handwritten signature in black ink, appearing to read "D. Morton".

Dennis Morton
Managing Director

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

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

Name of entity

GAS2GRID LIMITED

ABN

46 112 138 780

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 | (1) Fully paid ordinary shares ("FPO")
(2) Options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | (1) 170,072,517
(2) 170,072,517 |
| 3 | Principal terms of the +securities (eg, 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) | Options exercisable at \$0.04 per share on or before 15 September 2015 |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<p>4 Do the +securities rank equally in all respects from the date of allotment 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>Yes for FPO Yes for shares issued on exercise of Options</p>
<p>5 Issue price or consideration</p>	<p>(1) \$0.03 per FPO (2) \$0.00 per Option</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>To fund exploration and working capital</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>No</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	
<p>6d Number of +securities issued with security holder approval under rule 7.1A</p>	

+ See chapter 19 for defined terms.

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)								
6f	Number of securities issued under an exception in rule 7.2								
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.								
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								
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								
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	12 May 2014							
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>893,764,930</td> <td>Fully paid ordinary shares</td> </tr> <tr> <td>170,072,517</td> <td>Options \$0.04 – 15 Sep 2015</td> </tr> </tbody> </table>	Number	+Class	893,764,930	Fully paid ordinary shares	170,072,517	Options \$0.04 – 15 Sep 2015	
Number	+Class								
893,764,930	Fully paid ordinary shares								
170,072,517	Options \$0.04 – 15 Sep 2015								

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class	
9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	32,850,000	Fully paid ordinary shares (subject to holding lock under Employee Incentive Plan)
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)		

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Non-Renounceable
13	Ratio in which the +securities will be offered	1:4
14	+Class of +securities to which the offer relates	Fully paid ordinary shares
15	+Record date to determine entitlements	11 April 2014 (7pm Sydney time)
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17	Policy for deciding entitlements in relation to fractions	Rounded down to nearest whole number
18	Names of countries in which the entity has +security holders who will not be sent new issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	Canada, Hong Kong, France, Philippines, Singapore, United Kingdom and United States of America
19	Closing date for receipt of acceptances or renunciations	5 May 2014

+ See chapter 19 for defined terms.

20	Names of any underwriters	No underwriting
21	Amount of any underwriting fee or commission	Not applicable
22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	Not applicable
25	If the issue is contingent on +security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	16 April 2014
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	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable

+ See chapter 19 for defined terms.

Appendix 3B New issue announcement

- 32 How do ⁺security holders dispose of their entitlements (except by sale through a broker)?
- 33 ⁺Despatch 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

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38 Number of securities for which
+quotation is sought

39 Class of +securities for which
quotation is sought

40 Do the +securities rank equally in
all respects from the date of
allotment 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

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)

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

+ See chapter 19 for defined terms.

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 not available now, 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:Date: 2 April 2014.
(Director/Company secretary)

Print name: Patrick Sam Yue

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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

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 date of issue or agreement to issue	
<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><i>Note:</i></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> 	
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	
“A”	

+ See chapter 19 for defined terms.

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New issue announcement

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p><i>Insert</i> 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>	
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	
Total [“A” x 0.15] – “C”	<i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
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>	
Step 2: Calculate 10% of “A”	
<p>“D”</p>	<p>0.10</p> <p><i>Note: this value cannot be changed</i></p>
Multiply “A” by 0.10	
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
<p><i>Insert</i> 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> 	
<p>“E”</p>	

+ See chapter 19 for defined terms.

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New issue announcement

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10 <i>Note: number must be same as shown in Step 2</i>	
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	
Total ["A" x 0.10] – "E"	<i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.