

GAS2GRID LIMITED

ABN 46 112 138 780

PROSPECTUS

NON RENOUNCEABLE 1:4 RIGHTS ISSUE

Dated: 2 April 2014

Gas2Grid Limited
ABN 46 112 138 780

CORPORATE DIRECTORY

Directors

David A Munns – Non-Executive Chairman
Dennis J Morton – Managing Director
Patrick W V M Sam Yue – Executive
Darren W Reeder – Non-Executive

Solicitors

Piper Alderman
Level 23, Governor Macquarie Tower
1 Farrer Place
Sydney NSW 2000

Company Secretary

Patrick W V M Sam Yue

Registered Office

Level 11, 10 Bridge Street
Sydney NSW 2000

Telephone: 61 2 8298 3688
Fax: 61 2 8298 3699
Email: office@gas2grid.com
Website: www.gas2grid.com

Share Registry

Gould Ralph Pty Limited
Level 42, Suncorp Place
259 George Street
SYDNEY NSW 2000 AUSTRALIA

Telephone: 61 2 9032 3000
Fax: 61 2 9032 3088

ASX Code

Ordinary shares: GGX

Contents

Section	Page	
	Key dates	1
	Important note	1
	Letter from the Chairman	4
1	Purpose of the Issue	5
2	Details of the Issue	5
3	Effect of the Issue	8
4	ASX Disclosures	12
5	Company's Share Price on ASX	13
6	Investment Risks	13
7	Additional Information	16
8	Summary of Material Contract	20
9	New Zealand Regulatory Matters	20
	Glossary of Terms	22
	Directors' Statement and Consent	24

Key Dates

Proposed Timetable

Lodgement of Prospectus with ASIC and ASX	2 April 2014
Notice of Issue sent to all Shareholders	2 April 2014
Ex-Date: the date on which Shares commence trading without entitlement to participate in the Issue	7 April 2014
Record Date (7pm NST)	11 April 2014
Dispatch of Prospectus and Acceptance Form to Shareholders	16 April 2014
Closing Date (5pm NST)	5 May 2014
New Shares and New Options quoted on deferred settlement basis	6 May 2014
Shortfall Shares notification to ASX	8 May 2014
Dispatch of holding statements for New Shares and New Options	12 May 2014
Expected commencement of trading of New Shares and New Options	13 May 2014

This timetable is indicative only. The Company reserves the right to vary the dates and times of the Issue without prior notice, subject to compliance with the Listing Rules.

IMPORTANT NOTE

This Prospectus is dated 2 April 2014 and was lodged with ASIC on 2 April 2014. Neither ASIC nor ASX takes any responsibility for the contents of this Prospectus nor the merits of the investment to which this Prospectus relates.

No New Shares and New Options will be allotted or issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

The Company will apply to ASX within seven days after the date of this Prospectus for permission for the New Shares offered by this Prospectus to be officially quoted.

You should carefully consider whether New Shares and New Options are an appropriate investment for you. There are significant risks associated with an investment in the Company. The New Shares and New Options to be issued under this Prospectus should be regarded as a speculative investment. The New Shares and New Options carry no guarantee whatsoever with respect to return on capital investment, payment of dividends or the future value of the New Shares and New Options. Share and option prices can fall as well as rise.

This document is important and you should read it in its entirety (including the "Investment Risks" section). If you do not understand it, you should consult your professional adviser.

The distribution of this Prospectus in jurisdictions outside Australia and New Zealand may be restricted by law and persons who come into possession of this Prospectus should seek advice on, and observe the requirements of, these laws. Non-observance by such persons may violate securities laws. Any recipient of this Prospectus residing outside Australia and New Zealand should consult their professional advisers

on requisite formalities. This Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register or qualify this Prospectus or to otherwise permit a public offering of New Shares outside Australia and New Zealand.

Certain words and terms used in this Prospectus have defined meanings that are explained in the section "Glossary of Terms".

Electronic Prospectus

The Prospectus is available in electronic form via the Company's website www.gas2grid.com. Any person accessing the electronic version of the Prospectus for the purposes of becoming a security holder must be an Australian or New Zealand resident and must only access the Prospectus from within Australia or New Zealand. If you are accessing this Prospectus electronically, you are encouraged to download or print a copy for your records.

The Corporations Act prohibits any person passing on to another person an application form unless it is attached to a hard copy of the Prospectus or accompanied by the complete and unaltered version of this Prospectus. Prospective applicants should read this Prospectus in its entirety before completing an application form.

If you are accessing this Prospectus electronically and are concerned that you have received an incomplete or tampered version of this Prospectus, please contact the Company immediately to obtain a complete and up to date version of this Prospectus. Any person may obtain a copy of this Prospectus free of charge by contacting the Company.

Special Prospectus Content Rules

The Company is a "disclosing entity" for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations. Specifically, as a listed company, the Company is subject to the Listing Rules which, subject to certain exceptions, require continuous disclosure to the market of any information the Company has, and which a reasonable person would expect to have, a material effect on the price or value of its securities.

This Prospectus is issued by the Company in accordance with the provisions of the Corporations Act which are applicable to a "transaction specific prospectus". In general terms a "transaction specific prospectus" is only required to contain information in relation to the effect of the issue of the offered securities on the Company and the rights and liabilities attaching to the offered securities to the extent it is reasonable for investors and their professional advisors to expect to find it in this Prospectus. It is not necessary to include general information in relation to all the assets and liabilities, financial position, profits and losses or prospects of the Company unless it has not previously been disclosed but is relevant to these matters.

This Prospectus is intended to be read in conjunction with publicly available information on the Company which has been notified to ASX. Copies of documents released to ASX in relation to the Company may be obtained from the ASX announcements website.

The Company will provide a copy of each of the following documents, free of charge, to any person who requests it during the application period for this Prospectus:

- the Annual Report for the Company for the financial year ended 30 June 2013 (being the annual financial report most recently lodged with ASIC by the Company);
- the Half Year Report for the Company for the half year ended 31 December 2013 (being the half year report most recently lodged with ASIC by the Company); and

- continuous disclosure notices given by the Company after the lodgement of the Annual Report and before the lodgement of the copy of this Prospectus with ASIC. A list of the disclosure notices is on page 12.

No Forecasts

The business of oil and gas exploration and development is speculative where there are no proven oil and/or gas reserves, and there are significant uncertainties associated with forecasting revenues and expenses of such operations. Accordingly, the Directors believe that reliable forecasts cannot be prepared and forecasts have therefore not been included in this Prospectus in accordance with ASIC Regulatory Guide 170.

New Zealand Investment Warning

New Zealand investors are advised to read the investment warning statement set out in the 'New Zealand Regulatory Matters' section of this Prospectus. This Prospectus is not an investment statement or prospectus under New Zealand law and may not contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

This Prospectus complies with Australian disclosure requirements. These disclosure requirements are different from those of New Zealand. The information included in this Prospectus was prepared with a view towards compliance with Australian practice and not that of New Zealand.

Privacy

The Company (and the Share Registry on its behalf) collects, holds and uses personal information of security holders in order to service their needs as security holders, provide facilities and services that they request or that are connected with their interests in New Shares and New Options and carry out appropriate administration.

The information may also be used from time to time and disclosed to persons inspecting the securities register, bidders for the securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers and mail houses.

A security holder may request access, correct and update his or her personal information held by the Company or the Share Registry, by contacting the Company Secretary.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the Privacy Act 1988 (Commonwealth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules.

LETTER FROM THE CHAIRMAN

Dear Shareholder,

On behalf of the Directors, it is my pleasure to invite you to subscribe for New Shares in the Company at an issue price of \$0.03 each, under a non-renounceable rights issue on the basis of 1 New Share for every 4 Shares that you hold on the Record Date. For each New Share issued, the Company will also issue one New Option for no additional consideration. Each New Option entitles the holder to acquire one Share at an exercise price of \$0.04, on or before 15 September 2015. You also have the opportunity to apply for New Shares and New Options in addition to your Entitlement. Oversubscriptions will be allotted at the discretion of the Directors, however preference will be given on the basis of order of receipt of Applications. Accordingly you are encouraged to make your Application as soon as possible.

At \$0.03, the issue price of a New Share is a 3.2% discount to the last traded price of the Shares on market, being \$0.031 on 1 April 2014. This rights issue presents an attractive opportunity to Eligible Shareholders who wish to increase their investment in the Company at a time when it is commencing the exciting phase of oil production tests in the Malolos Oil Field within Service Contract 44 ("SC44") in Philippines. Confirmation of the commerciality of the Malolos Oil Field from those tests will result in significant value to our Company.

In addition to SC 44, the Company owns the St Griede exploration licence in the Aquitaine Basin in France. Both of those exploration licences require funding. The Company has also applied for 3 additional exploration licences in the Aquitaine Basin and those applications are at near final stages of processing by the government. The money raised from the Issue will be applied to exploration within the licences that includes the drilling of an exploration well in SC 44 and acquisition of seismic data in SC 44 and France, geological and geophysical studies, partial repayment of debts, general working capital and cost related to this rights issue.

The Company's preferred funding for the full appraisal and development work in SC 44 is by a farmout of part of its 100% interest. Discussions are ongoing with some parties, but as no farmout agreement has been reached to date and to avoid development delays the Company has decided to proceed with this rights issue to raise funds to carry out the work program that has the potential to enhance its assets value that can be reflected in future farmout terms. Should a farmout agreement be achieved during or after the rights issue, the funds raised under this rights issue will be applied to additional exploration programs in Philippines and France, repayment of debts and to working capital.

Please read the terms and conditions contained in this Prospectus carefully before deciding whether or not to take up your Entitlement. If you are in any doubt as to whether or not to take up your Entitlement or the effect taking up your Entitlement may have on you, please consult your financial or other professional adviser.

Yours sincerely



David A Munns
Chairman

2 April 2014

1. PURPOSE OF THE ISSUE

It is proposed to raise approximately \$5,102,175 by the issue of approximately 170,072,517 New Shares and 170,072,517 New Options to Eligible Shareholders, subject to rounding.

The money raised from the Issue is planned to be applied as follows:

	\$
Exploration	
- Drill an exploration well in SC 44	1,500,000
- Seismic data acquisition in SC 44	1,000,000
- Seismic data acquisition in France	1,000,000
- Geological and geophysical studies in SC 44 and France	200,000
Repayment of debts including Directors' loans	750,000
Expenses of the Issue	75,000
Working capital	577,175
Total	5,102,175

To the extent that the Issue is not fully subscribed, application of the money raised will be adjusted in the following order:

- working capital will be reduced to a minimum of \$300,000;
- repayment of debts will be reduced to a minimum or otherwise deferred;
- geological and geophysical studies in SC 44 and France will be deferred;
- seismic data acquisition in SC 44 will be deferred;
- drilling of an exploration well in SC 44 will be deferred; and
- seismic acquisition in France will be reduced to a minimum or deferred.

Funds received on exercise of the New Options will be applied to exploration, repayment of debts (including Directors' loans) and working capital.

2. DETAILS OF THE ISSUE

The details of the Issue are as follows.

2.1. Issue Ratio and Price

For every four (4) Share held on the Record Date, an Eligible Shareholder is offered one (1) New Share at an issue price of \$0.03 per New Share. For every New Share issued, the applicant will also receive one (1) New Option for no additional consideration.

Eligible Shareholders are also offered the opportunity to apply for Additional Shares in excess of their Entitlement and to receive one New Option for each Additional Share allotted. Oversubscriptions will be allotted at the discretion of the Directors, however preference will be given on the basis or order of receipt of Applications. Accordingly you are encouraged to make your Application as soon as possible.

The issue price of \$0.03 per New Share is payable on application. Each New Option entitles the holder to acquire one Share at an exercise price of \$0.04 on or before 15 September 2015.

2.2. Fractions

Holdings on different registers (or sub-registers) will not be aggregated for the purpose of calculating Entitlements.

Fractional Entitlements to New Shares will be rounded down to the nearest whole number.

2.3. Record Date

The New Shares and New Options are offered to Shareholders who are registered at 7pm NST on 11 April 2014 ("Record Date").

2.4. Overseas Holders

The Company has determined that it would be unreasonable to extend the Issue to holders of Shares with registered addresses outside of Australia and New Zealand having regard to the small number of Shareholders which are likely to take up their Entitlement, the number and value of New Shares and New Options which would be offered to such Shareholders and the cost of complying with securities laws of other jurisdictions.

Accordingly, New Shares and New Options will not be issued to holders of Shares at the Record Date with registered addresses outside Australia and New Zealand. Eligible Shareholders resident in New Zealand should consult their professional advisers as to whether any governmental or other consents are required or whether formalities need to be observed to allow them to accept their Entitlement. They should also consider the investment warning statement set out in the Section "New Zealand Regulatory Matters".

This Prospectus is sent to Shareholders with registered addresses outside Australia and New Zealand for information purposes only.

Unless otherwise agreed with the Company, envelopes containing an Acceptance Form should not be postmarked or otherwise sent from any place other than Australia or New Zealand. The Company reserves the right to treat as invalid any Acceptance Form that appears to the Company or its agents to have been executed in or sent from a place other than Australia, or New Zealand, or provides an address in a place other than Australia or New Zealand.

Beneficial Shareholders not resident in Australia or New Zealand should consult their professional advisers to determine whether any government or other consents are required or formalities need to be observed to allow them to take up their Entitlement.

2.5. Non Renounceable Issue

The entitlement to New Shares and New Options is non-renounceable. This means holders of Shares cannot sell or assign their Entitlements. Holders of Shares who do not accept their Entitlements will receive no benefit. New Shares and New Options not subscribed for by Shareholders under their Entitlements will become part of the rights issue shortfall.

2.6. Rights attaching to New Shares and New Options

New Shares will have the same rights as Shares. The terms and conditions of the New Options are set out in the section "Additional Information" under the heading "Rights Attaching to New Options".

2.7. No Minimum Subscription

There is no minimum subscription for the Issue.

2.8. Offer Underwriting

The Offer is not underwritten.

2.9. Allotment of Shares and Grant of Options

It is expected that New Shares will be allotted and New Options granted, no later than 12 May 2014 with despatch of holding statements expected to occur on 12 May 2014.

A Statement of Holding for the purposes of CHES for the New Shares and New Options allotted pursuant to this Prospectus will be mailed, at the risk of the Applicant, by ordinary post to the address appearing on the completed Acceptance Form.

If the Acceptance Form is not completed properly, or if the accompanying payment is for the wrong amount, it may still be treated as a valid Application. The Directors' decision whether to treat the Application as valid, and how to construe, amend or complete the Acceptance Form is final. However, an Applicant will not be treated as having applied for more New Shares and New Options than is indicated by the amount of the cheque or electronic funds transfer for Application Monies.

2.10. Expenses of the Issue

The estimated expenses which are payable by the Company for legal fees, printing fees, listing fees and other costs incurred in preparing and distributing this Prospectus in respect of the Issue are estimated to be approximately \$75,000.

2.11. Quotation of Shares and Options

The Company will make application to ASX for quotation of the New Shares and New Options on the date of announcement of the Issue. Application will be also made to ASX for quotation of Shares issued on exercise of the New Options (see the section "Additional Information" under the heading "Rights Attaching to New Options").

2.12. Shortfall

The Directors reserve the right to allot, at their discretion, any Shortfall Shares to Eligible Shareholders who have subscribed for New Shares and New Options in addition to their Entitlement or any other potential investors, within three months of the Closing Date. A New Option will be granted for each New Share allotted from the Shortfall Shares.

2.13 How to Apply for New Shares

An Application for New Shares in response to this Issue may only be made on an Acceptance Form that accompanies this Prospectus.

Instructions as to how to complete the Acceptance Form are included on the reverse of the Acceptance Form. Applications that are not made on an Acceptance Form will not be accepted by the Company.

Applications for New Shares must be accompanied by the appropriate Application Monies for the number of New Shares applied for in the Acceptance Form. Applicants paying by cheques should draw them on an Australian bank in Australian dollars and make them payable to **Gas2Grid Limited – Rights Issue** and be crossed “**Not Negotiable**”. Alternatively, Applicants can pay their Application Monies by electronic funds transfer. Instructions on how to make payment by electronic funds transfer are set out on the Acceptance Form.

Applications must be lodged on or before 5pm NST on 5 May 2014. The Directors generally reserve the right to vary the Closing Date for Applications without prior notice, subject to compliance with the Listing Rules.

The Directors recommend that completed Acceptance Forms be posted promptly to minimise any risk of being delayed in the mail.

All Acceptance Forms must be lodged at the following address of the Company's Share Registry:

**Gould Ralph Pty Ltd
Level 42, Suncorp Place
259 George Street
SYDNEY NSW 2000 AUSTRALIA**

2.14. Enquiries

Enquiries regarding this Prospectus should be directed to the Secretary on (02) 98298 3688 or via email to office@gas2grid.com.

3. EFFECT OF THE ISSUE

Capital Structure

Upon completion of the Issue, the securities of the Company on issue will be as follows:

Shares	Number
Shares on issue at the date of this Prospectus	756,542,413
New Shares to be issued under this Prospectus	170,072,517
Total Shares on issue (notional expanded capital)	<u>926,614,930</u>

Options	Exercise Price per Share	Expiry Date	Number
New Options to be issued under this Prospectus	\$0.04	15 September 2015	170,072,517

Effect of New Shares and Exercise of New Options on Voting Power

The effect on voting power in the Company for the purposes of the Corporations Act, is dependent on the number of the Shortfall Shares (if any) in the context of the substantial shareholdings in the Company prior to the Issue.

The following tables set out the possible effects of the Issue (on the basis set out below) on the substantial Shareholders Dennis J Morton's, David A Munns's and Darren W Reeder's voting power in the Company.

Table 1 - before the Issue (as at 2 April 2014)

Voting Power	Number of Shares	Voting power (%)
Dennis J Morton and associates	121,288,188 ¹	16.03 ¹
David A Munns and associates	47,262,974 ²	6.25 ²
Darren W Reeder	58,605,952 ³	7.75 ¹
Remaining Eligible Shareholders	500,395,928	66.14
Non Eligible Shareholders	28,989,371	3.83
Total	756,542,413	100.00

Note

- 1 As notified by Appendix 3Y notice filed with ASX on 16 December 2013, with voting power calculated based on the number of Shares notified to be held.
- 2 As notified by the Appendix 3Y notice filed with ASX on 22 November 2013 and the voting power calculated based on the number of Shares notified to be held.
- 3 As notified by the Form 604 notice filed with ASX on 25 November 2013.

Table 2 - after the Issue

Voting Power	All Eligible Shareholders take up their full Entitlements		Eligible Substantial Shareholders take up their full Entitlements and the remaining Eligible Shareholders take up 50% of their Entitlements		Eligible Substantial Shareholders take up their full Entitlements and the remaining Eligible Shareholders do not take up their Entitlements	
	Number of Shares	Voting power %	Number of Shares	Voting power %	Number of Shares	Voting power %
Dennis J Morton and associates ¹	151,610,235	16.36	151,610,235	17.55	151,610,235	18.92
David A Munns and associates ²	47,262,974	5.10	47,262,974	5.47	47,262,974	5.90
Darren W Reeder ³	73,257,440	7.91	73,257,440	8.48	73,257,440	9.14
Remaining Eligible Shareholders ⁴	625,494,910	67.50	562,945,419	65.15	500,395,928	62.43
Non Eligible Shareholders	28,989,371	3.13	28,989,371	3.35	28,989,371	3.62
Total	926,614,930	100.00	864,065,439	100.00	801,515,948	100.00

Note

- 1 Assumes Dennis J Morton and his associates take up their full Entitlements under the Issue. Dennis J Morton has indicated that he and his associates will take up some, but not all of their Entitlements under the Issue, subject to their financial position at the time.
- 2 David A Munns and his associates are foreign Shareholders and therefore have no Entitlement under the Issue. David A Munns has indicated that he and his associates would not take up any of their Entitlements if they became Eligible Shareholders.
- 3 Assumes Darren W Reeder takes up his full Entitlements under the Issue. Darren W Reeder has indicated that he is will assess whether or not to take up his Entitlement before the Closing Date, subject to his financial position at the time.
- 4 Assumes full (columns 2 and 3), 50% (columns 4 and 5) and no (columns 6 and 7) take up of Entitlements under the Issue by other Eligible Shareholders.

Table 3 - after the Issue and exercise of all New Options

Voting Power	All Eligible Shareholders take up their full entitlements		Eligible Substantial Shareholders take up their full Entitlements and the remaining Eligible Shareholders take up 50% of their Entitlements		Eligible Substantial Shareholders take up their full Entitlements and the remaining Eligible Shareholders do not take up their Entitlements	
	Number of Shares	Voting power %	Number of Shares	Voting power %	Number of Shares	Voting power %
Dennis J Morton and associates ¹	181,932,282	16.59	181,932,282	18.73	181,932,282	21.49
David A Munns and associates ²	47,262,974	4.31	47,262,974	4.86	47,262,974	5.58
Darren W Reeder ³	87,908,928	8.02	87,908,928	9.05	87,908,928	10.39
Remaining Eligible Shareholders ⁴	750,593,892	68.44	625,494,910	64.38	500,395,928	59.11
Non Eligible Shareholders	28,989,371	2.64	28,989,371	2.98	28,989,371	3.42
Total	1,096,687,447	100.00	971,588,465	100.00	846,489,483	100.00

Note

- 1 Assumes Dennis J Morton and his associates take up their full Entitlements under the Issue. Dennis J Morton has indicated that he and his associates will take up some, but not all of their Entitlements under the Issue, subject to their financial position at the time.
- 2 David A Munns and his associates are foreign Shareholders and therefore have no Entitlement under the Issue. David A Munns has indicated that he and his associates would not take up any of their Entitlements if they became Eligible Shareholders.
- 3 Assumes Darren W Reeder takes up his full Entitlements under the Issue. Darren W Reeder has indicated that he is will assess whether or not to take up his Entitlement before the Closing Date, subject to his financial position at the time.
- 4 Assumes full (columns 2 and 3), 50% (columns 4 and 5) and no (columns 6 and 7) take up of Entitlements under the Issue by other Eligible Shareholders.

Effect of Issue on the financial position of the Company

The Company issued its half yearly report for the 6 months to 31 December 2013 to ASX on 21 February 2014. Those statements and reports are incorporated into this Prospectus by reference. Reference should be made to:

- the Directors' report on pages 2 to 12 of the Half-yearly Report which gives an overview of the operations of the Company up to 31 December 2013; and
- the consolidated statement of income, statement of financial position, statement of changes in equity, statement of cash flows and the accompanying notes for the 6 months to 31 December 2013, on pages 14 to 20 of the Half-Yearly Report.

Since 31 December 2013, the Company's cash burn rate has remained consistent with previous periods resulting in a cash balance of \$782,000 at 31 March 2014. The Company's cash balances and statement of cash flows for the quarter to 31 March 2014 is set out in the Quarterly

Activities and Cash Flow Report released to ASX on 2 April 2014. That report is also incorporated into this Prospectus by reference.

The information in the Half-yearly Report and the Quarterly Activities and Cash Flow Report is of interest to Shareholders and their professional advisers. They can obtain a copy of each document free of charge by contacting the Company on +61 2 8298 3688.

Immediately after completion of the Issue, the Company's cash balance will increase by approximately \$5,102,175 (assuming the Issue is fully subscribed). If all New Options offered under the Issue are exercised, then the Company's cash balance will increase by a further \$6,802,901 (assuming the Issue is fully subscribed). To the extent that the Issue is not fully subscribed, there will be a corresponding reduction in the addition to cash reserves.

4. ASX DISCLOSURES

As required by s713(4)(a)(iii) of the Corporations Act, the Company specifically refers Shareholders to the following ASX disclosures (being all disclosures from the date of the lodgement of the last Annual Report up to the date of this Prospectus) and will give copies of the Annual Report or these other disclosures to Shareholders free of charge on request:-

1.	Mar Qtr Activities and Cash Flow Reports	02/04/2014
2.	Approval to Commence Oil Production – Philippines DOE	20/03/2014
3.	Operations Update	19/03/2014
4.	Half Yearly Report and Accounts	21/02/2014
5.	Dec Qtr Activities and Cash Flow Reports	30/01/2014
6.	104M Bbls Prospective and 20.4M Bbls Contingent Resources	29/01/2014
7.	DOE Approval of Oil Discovery Declaration	03/01/2014
8.	Change of Director's Interest Notice	16/12/2013
9.	Change of Director's Interest Notice	13/12/2013
10.	Change in substantial holding Reeder	25/11/2013
11.	Change in substantial holding Morton	25/11/2013
12.	Appendix 3B	22/11/2013
13.	Change of Director's Interest Notice X 4	22/11/2013
14.	Results of AGM	22/11/2013
15.	2013 AGM Presentation	22/11/2013
16.	2013 AGM Chairman's Address	22/11/2013
17.	Typhoon Haiyan - No Damage to Operations	12/11/2013
18.	September 2013 Activities and Cash Flow Reports	31/10/2013
19.	Malolo-1 Oil Discovery Declaration	23/10/2013
20.	Appendix 3B	17/10/2013
21.	Notice of Annual General Meeting/Proxy Form	17/10/2013
22.	Appendix 3B	16/10/2013
23.	Change of Director's Interest Notice	10/10/2013
24.	Share Placement, Appendix 3B and S 708 notice	27/09/2013

5. COMPANY'S SHARE PRICE ON ASX

The last sale price of Shares on ASX on 1 April 2014 (being the last trading day before the date of this Prospectus of 2 April 2014) was \$0.031.

The highest and lowest market sale prices of Shares on ASX during the three months immediately preceding 2 April 2014 were:

Highest - \$0.045 on 29 January 2014.

Lowest - \$0.021 on 3 January 2014.

6. INVESTMENT RISKS

Prospective investors should be aware that the value of the Company's securities on ASX may be influenced by many unpredictable factors and may rise and fall depending on factors beyond the control of the Company. The Issue carries no guarantee with respect to the return of capital or price at which the Shares issued will trade.

The Company is at an early exploration stage. Any profitability in the future from the Company's business will be dependent upon successful exploration, development, production and marketing of petroleum from the Company's petroleum exploration licences and investments.

The New Shares and New Options being offered under this Prospectus are considered speculative due to the present stage of development of the Company and the risks inherent in the oil and gas exploration and appraisal business in Australia and overseas. While some of the risks can be minimised by the use of safeguards and appropriate systems, some are outside the control of the Company.

The principal risk factors applicable to the business of the Company include but are not limited to the following.

General Economic Climate

The Company's future revenues and operating costs can be affected by such factors as supply and demand for goods and services, industrial disruption, interest rates, currency fluctuation, inflation and global economic conditions or events. Accordingly, the future profitability of the Company and Share prices may be affected by these factors. These factors are beyond the control of the Company.

Exploration and Production

The business of exploration and project development involves a degree of risk. To prosper, the Company depends on factors that include: successful acquisition of appropriate exploration licences; successful exploration and the establishment of oil and gas resources and reserves; design, construction and operation of efficient production infrastructure; managerial performance; and efficient marketing of the products. Exploration is a speculative endeavour and there is no

guarantee of discoveries. Exploration and development operations can be hampered by force majeure circumstances and cost overruns for unforeseen events, including unexpected variations in location and quality of the minerals and equipment and plant malfunction.

Share Market

The market price of Shares and New Options may be subject to general movements in local and international stock exchanges, economic conditions, currency fluctuations and interest rates. The New Shares may trade at a price above or below the issue price depending on a range of factors including the performance of the market generally; the performance of the mining sector of the market; national and international economic performance; market perceptions of the Company; the degree of success in the Company's exploration endeavours and results of development of petroleum resources and reserves (if and when that stage is reached) by the Company; and the financial performance of the Company. These factors will also affect the trading price of the New Options.

Funding Risk

The exploration and development programme, and the development of the Company generally, is dependent on the Company successfully raising the necessary capital from investors or alternative debt or farm-in funding arrangements. There is no guarantee that the Company will be able to raise sufficient money to finance its planned exploration and development programme, or if it is able to raise sufficient money, on favourable terms. If the Company is not able to raise sufficient money, then it may have to sell some or all of its assets to fund its outstanding liabilities.

Licence Work Commitments Performance

Under the exploration licences and certain other contractual agreements to which the Company is or may in the future become party, the Company is or may become subject to payment and other obligations. In particular, the licence area holders are required to expend the funds necessary to meet the minimum work commitments attaching to the exploration licences. Failure to meet these work commitments may render the licence area liable to be cancelled.

Risk of Foreign Operations

The Company operates and invests in the Philippines and France where there may be a number of associated risks over which it will have no or limited control. These may include economic, social, or political instability or change, nationalisation, expropriation of property without fair compensation, cancellation or modification of contract rights, hyperinflation, currency non-convertibility or instability, and changes of laws affecting foreign ownership, government participation, royalties, taxation, working conditions, foreign nationals work permits, rates of exchange, exchange control, exploration licensing, minerals export licensing, export duties, government control over product pricing, and other risks arising out of foreign governmental sovereignty over the areas in which the Company's operations are conducted, as well as risks of loss due to civil strife, acts of war, terrorism, guerrilla activities and insurrections.

The Company's operations may also be adversely affected by laws and policies of Australia affecting foreign trade, taxation and investment. In the event of a dispute arising in connection with its operations the Company may be subject to the exclusive jurisdiction of foreign courts or

may not be successful in subjecting foreign persons to the jurisdiction of courts in Australia or enforcing Australian judgements in foreign jurisdictions.

Volatility of Prices of Oil and Gas

The demand for, and price of, oil and gas is highly dependent on a variety of factors, including international supply and demand, the level of consumer product demand, actions taken by the governments and major oil and gas corporations and global economic and political developments. International prices of oil and gas fluctuate and at times the fluctuations can be quite wide. If the Company is able to develop its oil and gas assets to a production stage, then fluctuations in the prices of oil and gas could have a significant impact on the economic viability of its assets, and the cash flow of the Company generally.

Environmental Impact Constraints

The Company's operations are subject to the environmental risks inherent in the oil and gas industry. The Company's exploration programmes are, in general, subject to approval by government authorities before it can undertake activities which are likely to impact the environment. Failure to obtain such approvals will prevent the Company from undertaking the desired activities.

Exploration and development of any of the Company's properties is also dependent on meeting planning and environmental laws and guidelines. Although the Company believes that it is in compliance in all material respects with all applicable environmental laws and regulations, there are certain risks inherent to its activities that could subject the Company to extensive liability. The Company is unable to predict the effect of additional environmental laws and regulations which may be adopted in the future, including whether any such laws or regulations would materially increase the Company's cost of doing business or affect its operations in any area. However, there can be no assurances that new environmental laws, regulations or stricter enforcement policies, once implemented, will not oblige the Company to incur significant expenses and undertake significant investments in such respect which could have a material adverse effect on the Company's business, financial condition and results of production operations.

Taxation

Taxation obligations can vary depending on the circumstances of each individual Shareholder, the particular circumstances relating to his or her holdings of securities, and the taxation laws applicable to Shareholders as residents of different jurisdictions.

The acquisition and disposal of New Shares and New Options and the exercise of the New Options may have taxation consequences which will differ depending on the specific financial and personal circumstances of each Shareholder. Shareholders should consult their own professional advisers on the taxation implications of investing in New Shares and New Options as it relates to them.

The Company, its advisers and officers do not accept any responsibility or liability for any taxation consequences to holders of New Shares and New Options. It is solely the responsibility of individual Shareholders to inform themselves of their taxation position resulting from the investment in New Shares and New Options under this Prospectus.

Changes in taxation law and application in Australia and overseas may affect adversely the operations and business of the Company.

Joint Venture

The Company may become a participant in joint ventures for the exploration and development of joint venture properties. Under joint venture operating agreements, the Company may not control the approval of work programs and budgets which the joint venture may vote to participate in and could be subject to the risk of dilution of its interest generally or in respect of a particular program or be at risk of not gaining the benefit of the program at a later time, except at a significant cost penalty. Delays in programs may arise due to joint venture partners not reaching agreements on exploration and development activities. The Company has no assurance of the financial viability of other joint venture partners and may incur unforeseen costs and losses in the event of default of joint venture participants.

Insurance

The Company maintains insurance within ranges of coverage that it believes to be consistent with industry practice and having regard to the nature of activities being conducted. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.

7. ADDITIONAL INFORMATION

Material Rights Attaching to Shares

The rights attaching to Shares are derived through a combination of statute, the Constitution, common law and other applicable legislation. The following is a broad summary (though not an exhaustive or definitive statement) of the rights which are attached to Shares.

Voting Rights

Subject to any rights or restrictions for the time being attached to any class of Shares, at a meeting of Shareholders, each Shareholder entitled to vote may vote in person or by proxy or attorney or, being a corporation, by a representative duly authorised under the Corporations Act, and has one vote on a show of hands and one vote per Share on a poll.

General Meetings

Each Shareholder is entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive all notices, accounts and other documents required to be furnished to Shareholders under the Constitution, the Corporations Act or the Listing Rules.

Dividend Rights

No dividend is payable except out of the profits of the Company. The Directors have the power to declare the amount of profits, determine that a dividend is payable, and to declare dividends. Any dividend declared is payable equally on all Shares. The Directors are not anticipating paying dividends at this stage of the Company's development.

Rights on Winding-up

If the Company is wound up, any surplus will be divided amongst Shareholders in proportion to the number of Shares held by Shareholders. Subject to the Constitution, the Corporations Act and the Listing Rules, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company and may, for that purpose, set such value as the liquidator considers fair upon the property and determine how the division is to be carried out between the Shareholders.

Offer of Shares

Subject to the Corporations Act and the Listing Rules, the Company may issue Shares and grant options over unissued Shares on any terms, with any rights or restrictions attached to the Shares, at any time, and for any consideration the Directors decide.

Transfer of Shares

Subject to the Constitution, the Corporations Act and ASX Settlement Operating Rules, Shares are freely transferable. However, the Directors may refuse to register a transfer or apply a holding lock to prevent a transfer of Shares only in limited circumstances, such as where the Company has a lien on those Shares.

Rights attaching to New Options

The full terms and conditions on which the New Options are to be issued are as follows:-

- a. Each New Option entitles the holder to subscribe for one Share.
- b. The New Options shall expire at 5pm NST on 15 September 2015 ("Expiry Date"). Any New Option which has not been exercised on or before the Expiry Date automatically lapses.
- c. The New Options are exercisable at an exercise price of \$0.04 per New Option and at any time on or before the Expiry Date.
- d. The New Options are fully transferable.
- e. All Shares issued pursuant to the exercise of New Options will be allotted within 10 business days after the exercise of the New Options and will rank pari passu in all respects with Shares. The Company will apply for official quotation by ASX of all Shares issued upon exercise of the New Options on or before the third business day on which ASX is open after the date of allotment of the Shares.
- f. Exercise of the New Options is effected by completing and submitting the Notice of Exercise of Options (the form of which may be obtained from the Share Registry at no cost) to the Company together with the required exercise price. If the New Options are exercised in part prior to the Expiry Date, the Company will issue a holding statement for the balance of the New Options held and not yet exercised.

- g. There are no participating rights or entitlement inherent in the New Options and holders will not be entitled to participate in new issues of capital offered to Shareholders generally during the currency of the New Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be determined in accordance with the Listing Rules.
- h. In the event of any reconstruction (including a consolidation, sub-division, reduction or return) of the issued capital of the Company, the number of New Options or the exercise price of the New Options or both will be reconstructed (as appropriate) in the manner required by the Listing Rules.
- i. If there is a pro-rata issue (except a bonus issue) to the holders of the Shares, the exercise price of each New Option shall be reduced according to the following formula.

$$O' = O - \frac{E[P-(S+D)]}{N + 1}$$

Where

O' = the new exercise price of New Option.

O = the old exercise price of New Option.

E = the number of Shares into which one New Option is exercisable.

P = the average market price per Share (weighted by reference to volume) of the Shares during the 5 trading days ending on the day before the ex-rights or ex-entitlements date.

S = the subscription price for a Share under the pro-rata issue.

D = the dividend due but not yet paid on the Shares (except those to be issued under the pro-rata issue).

N = the number of Shares with rights or entitlements that must be held to receive a right to one new Share.

- j. If there is a bonus issue to the holders of Shares, the number of Shares over which the New Option is exercisable will be increased by the number of Shares which the holder of New Option would have received if the New Option had been exercised before the record date for the bonus issue.
- k. If and to the extent any of the preceding terms and conditions are inconsistent with the Listing Rules or requirements of ASX, the Listing Rules or ASX requirements will prevail in all respects to the extent of the inconsistency.
- l. These terms and conditions will be governed by the laws of the State of New South Wales and the holder of the options unconditionally submits to the jurisdiction of the courts of that State and courts of appeal from them.

Consents

The following have given their written consents to the issue of this Prospectus with references to them included in the form and context in which they are included and have not withdrawn those consents before the lodgement of this Prospectus with ASIC.

Piper Alderman has given and has not before lodgment of this Prospectus withdrawn its written consent to being named in this Prospectus as Solicitor to the Issue in the form and context in

which it is named. Piper Alderman has made no statement in this Prospectus, nor any statement on which a statement in this Prospectus is based.

Gould Ralph Pty Ltd has given and has not before lodgement of this Prospectus withdrawn its written consent to being named in this Prospectus as share registrar to the Company in the form and context in which it is named. Gould Ralph Pty Ltd has made no statement included in this Prospectus, nor any statement on which a statement in this Prospectus is based.

Third parties named in this Prospectus and not specifically named in this section have not consented to the inclusion of their names in this Prospectus. The Directors assume responsibility for the references to those third parties and the statements that include those references.

Litigation

The Company is not involved in any legal proceedings nor, so far as the Directors are aware, are any such proceedings pending or threatened against the Company.

Directors' and Others' Interest

Other than as set out in this section or elsewhere in this Prospectus, no Director or proposed Director; person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus; or promoter of the Company holds, or has held within two years before the date of this Prospectus, any interest in the Issue or holds, or has held within two years before the date of this Prospectus, any interest in the Issue or promotion of, or in any property acquired or proposed to be acquired by, the Company in connection with its formation or promotion or the Issue.

Set out below are the amounts that anyone has paid or agreed to pay and the nature and value of any benefit anyone has given or agreed to give to a Director or proposed Director to induce him to become, or to qualify him as, a Director of the Company; or for services provided in connection with the formation or promotion of the Company or the Issue by any Director or proposed Director, any person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus or any promoter of the Company.

Piper Alderman has acted as solicitor to the Issue. Total fees payable to Piper Alderman for work done in relation to the Issue are approximately \$15,000. During the two years before the lodgement of this Prospectus with ASIC, Piper Alderman has received fees of \$14,994 for legal services provided to the Company.

Gould Ralph Pty Ltd provides share registry services to the Company. Share registry costs in relation to this Issue are estimated to be \$5,000. During the two years before the lodgement of this Prospectus with ASIC, Gould Ralph Pty Ltd has received fees of \$66,058 for share registry services provided to the Company.

The aggregate number of securities of the Company held directly, indirectly or beneficially by the current Directors or their associates at the date of this Prospectus are:

Director	Number of Shares held
Dennis J Morton and associates ¹	121,288,188
David A Munns and associates ²	47,262,974
Darren W Reeder ³	58,605,952
Patrick W V M Sam Yue and associates ⁴	32,866,000
TOTAL	260,023,114

Note

- 1 Dennis J Morton has indicated that he and his associates will take up some, but not all of their Entitlements under the Issue, subject to their financial position at the time
- 2 David A Munns has indicated that he and his associates would not take up any of their Entitlement if they became Eligible Shareholders
- 3 Darren W Reeder has indicated that he will assess whether or not to take up his Entitlement before the Closing Date, subject to his financial position at the time
- 4 Patrick W V M Sam Yue has indicated that he and his associates will take up some, but not all of their Entitlements under the Issue, subject to their financial position at the time

Remuneration of Directors is disclosed in the annual report of the Company.

Documentation

A copy of the Company's Constitution is available for inspection during normal business hours, free of charge, at the registered office of the Company for 12 months after the date of this Prospectus.

8. SUMMARY OF MATERIAL CONTRACT

In the opinion of the Directors, there is no material contract, in the context of the Issue, that has been entered into by the Company.

9. NEW ZEALAND REGULATORY MATTERS

New Zealand Shareholders and investors are advised to read the following warning statement which is provided in accordance with regulations 13(1)(d) to 13(1)(g) of the Securities (Mutual Recognition of Securities Offerings – Australia) Regulation 2008 of New Zealand.

Regulation 13(1)(d):-

- The offers to New Zealand Shareholders and investors made under this offer document are a regulated offer made under Australian and New Zealand law. In Australia, this is Chapter 6D of the Corporations Act 2001 and Regulations. In New Zealand, this is Part 5 of the Securities Act 1978 and the Securities (Mutual Recognition of Securities Offerings—Australia) Regulations 2008.
- The offers, and the content of this offer document, are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act 2001 and Regulations (Australia) set out how the offer must be made.

- There are differences in how securities are regulated under Australian law.
- The rights, remedies, and compensation arrangements available to New Zealand investors in Australian securities may differ from the rights, remedies, and compensation arrangements for New Zealand securities.
- Both the Australian and New Zealand securities regulators have enforcement responsibilities in relation to these offers. If you need to make a complaint about these offers, please contact the Financial Markets Authority, Wellington, New Zealand. The Australian and New Zealand regulators will work together to settle your complaint.
- The taxation treatment of Australian securities is not the same as for New Zealand securities.
- If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial adviser.

Regulation 13(1)(e):-

- The offers may involve a currency exchange risk. The currency for the securities is not New Zealand dollars. The value of the securities will go up or down according to changes in the exchange rate between that currency and New Zealand dollars. These changes may be significant.
- If you expect the securities to pay any amounts in a currency that is not New Zealand dollars, you may incur significant fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.

Regulation 13(1)(f):-

- If the securities are able to be traded on a securities market and you wish to trade the securities through that market, you will have to make arrangements for a participant in that market to sell the securities on your behalf. If the securities market does not operate in New Zealand, the way in which the market operates, the regulation of participants in that market, and the information available to you about the securities and trading may differ from securities markets that operate in New Zealand.

GLOSSARY OF TERMS

“**Acceptance Form**” means the acceptance form accompanying this Prospectus.

“**Applicant**” means an applicant for New Shares and New Options who duly completes an Acceptance Form and pays the applicable Application Monies.

“**Application**” means an application for New Shares and New Options pursuant to the Issue and made on an Acceptance Form.

“**Application Monies**” means the \$0.03 issue price multiplied by the number of New Shares for which an Applicant has applied.

“**ASIC**” means the Australian Securities and Investments Commission.

“**ASX**” means ASX Limited ABN 98 008 624 691 (also known as Australian Securities Exchange).

“**Closing Date**” means the last date by which Applications on an Acceptance Form will be accepted, which is 5pm NST on 5 May 2014 or such other date as the Directors determine.

“**Company**” means Gas2Grid Limited ACN 112 138 780 and, where the context requires, includes the Company’s subsidiaries.

“**Corporations Act**” means the Corporations Act 2001 (Commonwealth).

“**Directors**” means the directors of the Company.

“**Dollars**” or “**\$**” means dollars in Australian currency.

“**Eligible Shareholder**” means a Shareholder who is registered on the share register of the Company on the Record Date with a registered address in Australia or New Zealand.

“**Entitlement**” means the number of New Shares and New Options an Eligible Shareholder is eligible to apply for under the Issue based on the number of Shares held by that Eligible Shareholder on the Record Date.

“**Issue**” means the issue or proposed issue of New Shares and New Options under this Prospectus.

“**Listing Rules**” means the Listing Rules of ASX.

“**New Options**” means options offered under this Prospectus, the terms of which are set out in Section 7, under the heading ‘Rights attaching to New Options’.

“**New Shares**” means Shares offered under this Prospectus.

“**NST**” means NSW Standard Time in accordance with the *Standard Time Act 1987* (NSW).

“**Prospectus**” means this prospectus dated 2 April 2014.

“Record Date” means the date and time at which Shareholders must hold Shares in order to qualify for the pro-rata entitlement in the Issue, being 7pm NST 11 April 2014.

“Share” means a fully paid ordinary share in the Company.

“Shareholder” means a holder of Shares registered on the share register of the Company at the Record Date.

“Shortfall Share” means such number of New Shares offered under the Offer for which valid Application Forms have not been received from Eligible Shareholders pursuant to their Entitlement.

DIRECTORS' STATEMENT AND CONSENT

The Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with ASIC and has not withdrawn that consent.

Signed for and on behalf of Gas2Grid Limited

A handwritten signature in black ink, appearing to read 'D. J. Morton', with a long horizontal flourish extending to the right.

Dennis J Morton
Director



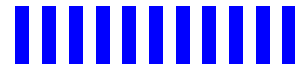
Share registry correspondence to:
 Gould Ralph Pty Limited
 Level 42, Suncorp Place
 259 George Street
 Sydney NSW 2000
 Tel: + 61 2 9032 3000
 Fax: + 61 2 9032 3088
 Email: registry@gouldralph.com.au

NON-RENOUNCEABLE RIGHTS ISSUE ACCEPTANCE FORM

NON-RENOUNCEABLE ISSUE OF APPROXIMATELY 170,072,517 NEW SHARES AT AN ISSUE PRICE OF \$0.03 PER NEW SHARE ON THE BASIS OF ONE NEW SHARE FOR EVERY FOUR SHARES HELD, PAYABLE IN FULL UPON ACCEPTANCE OF THIS OFFER. 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 AN EXERCISE PRICE OF \$0.04 ON OR BEFORE 15 SEPTEMBER 2015.

«REG_ADDRESS_LINE_1»
 «REG_ADDRESS_LINE_2»
 «REG_ADDRESS_LINE_3»
 «REG_ADDRESS_LINE_4»
 «REG_ADDRESS_LINE_5»
 «REG_ADDRESS_LINE_6»

Entitlement No. «Entitlement Number»
 Subregister «Subregister»



SRN/HIN. «HOLDER IDENTIFIER»

Number of Shares held at 7pm on 11 April 2014 «SHARES_HELD»

Number of new shares to which you are entitled «SHARES_ENTITLEMENT»

Amount payable on full acceptance at \$0.03 per new share «AMOUNT»

Offer Closes: 5pm on 5 May 2014

A Rights Acceptance

Please complete this form showing in the box below the NUMBER OF NEW SHARES BEING ACCEPTED (not more than your Entitlement above) and the appropriate amount payable.

Number of New Shares being accepted	Price per New share	Amount enclosed at \$0.03 per New Share
	\$0.03 per New Share =	\$

B Application for Shortfall

If you wish to apply for additional shares, please complete this form showing in the box below the NUMBER OF SHORTFALL SHARES BEING APPLIED FOR and the appropriate amount payable.

Number of Shortfall Shares being accepted	Price per New Share	Amount enclosed at \$0.03 per New Share
	\$0.03 per New Share =	\$

C Payment & Contact Details

1. EFT: Please remit your payment to **Gas2Grid Limited – Rights Issue, Commonwealth Bank, BSB 062004 Account 10353323** and put your Entitlement Number (see above) in the description. If you do not use your entitlement number, we cannot allocate your payment. – OR –

2. CHEQUE DETAILS: Cheques should be made payable to "Gas2Grid Limited –Rights Issue"

DRAWER	BANK	BRANCH (BSB NO.)	AMOUNT OF CHEQUE/S
			\$
			\$

YOUR CONTACT DETAILS

CONTACT NAME	TELEPHONE WORK	TELEPHONE HOME	EMAIL ADDRESS
	()	()	

If the person completing and accepting this Entitlement is acting for the Shareholder, the payment by EFT or the return of this form together with payment will constitute acceptance of the Entitlement by the Shareholder, and if that person is acting under Power of Attorney, he/she states he/she has not received notice of revocation and that he/she has authority to accept the Entitlement.

By paying by EFT or submitting this Acceptance Form, I/We represent and warrant that I/we have read and understood the Prospectus to which this Acceptance Form relates and declare that this acceptance is completed and lodged according to the Prospectus and declare that all details and statements made by me/us are complete and accurate. I/We agree to be bound by the constitution of Gas2Grid Limited and agree to the terms and conditions of the Issue. I/We represent and warrant that I/We have not relied on any other information provided by the Company other than as set out in the Prospectus when making my/our decision to invest.

LODGEMENT INSTRUCTIONS TO APPLICANT

Please read these instructions carefully

ACCEPTANCE OF YOUR ENTITLEMENT IN FULL OR PART

Multiply the number of New Shares and Shortfall Shares for which you are applying by \$0.03. If paying by cheque, fill in the acceptance details, where necessary, in the space provided on the front of this form. Complete your cheque details on the front of this form and send your cheque/draft and completed form to:

Postal Address/ Delivery Address

Gould Ralph Pty Limited
Level 42, Suncorp Place
259 George Street
Sydney NSW 2000

If you do not deal with your entitlement it will lapse.

PAYMENT

Payment may be made by EFT or cheque.

EFT payments should be remitted to **Gas2Grid Limited – Rights Issue, Commonwealth Bank, BSB 062004 Account 10353323**. Please put your Entitlement Number (see front of the form) in the description. If you do not provide your entitlement number, we will not be able to allocate your payment. If you pay by EFT and applying for your full entitlement only, you need not return this Acceptance Form. You will be taken to have made the declarations contained in this form. If you are applying for more or less than your entitlement, fill in the acceptance details, in the space provided on the front of this form and send it to Gould Ralph Pty Limited, Level 42, Suncorp Place, 259 George Street, Sydney NSW 2000.

All cheques/drafts (expressed in Australian currency) are to be made payable to “**Gas2Grid Limited – Rights Issue**” and crossed “**Not Negotiable**”, and returned with this completed acceptance form.

PAYMENT - OVERSEAS RESIDENTS

Overseas Shareholders who are permitted to apply for shares must obtain a draft in Australian currency payable on a bank in Australia, or where the Shareholder has an account with a bank in Australia, by a cheque drawn on that bank within Australia.

Overseas Shareholders are advised to ensure their documents are posted to Australia by airmail.

Personal cheques drawn on overseas banks in Australian or any foreign currency will not be accepted. These will be returned and the acceptance deemed to be invalid.

INTERPRETATION

Terms used in this Acceptance Form have the same meaning as defined in the Prospectus.

CHANGES OF ADDRESS SUPPORTED BY YOUR SIGNATURE(S)

If your address is not exactly as shown, please provide details below. This is only relevant for Issuer Sponsored registered holdings. CHESSE holders must notify their sponsoring broker for amendments to holdings on the CHESSE Subregister.

CHANGE OF ADDRESS DETAILS – ISSUER SPONSORED ONLY		
SIGN HERE FOR ADDRESS AMENDMENTS:		

Shareholder 1 (Individual) /
Sole Director & Sole Company
Secretary

Joint Shareholder 2 (Individual) /
Director

Joint Shareholder 3 (Individual) /
Director/Company Secretary
(Delete one)

Privacy Statement:

The Registrar advises that Chapter 2C of the Corporations Act 2001 (Cth) requires information about you as a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold Shares. Information is collected to administer your share holding and if some or all of the information is not collected then it might not be possible to administer your share holding. Your personal information may be disclosed to the entity in which you hold Shares. You can obtain access to your personal information by contacting us at the address or telephone number shown on the Acceptance Form.