



ASX Announcement

6 October 2016

Lakes Oil to Acquire 100% of NavGas Pty Ltd

Following its market release of 3 October 2016, the Board of Directors of Dark Horse Resources Ltd (Dark Horse, the Company, ASX: DHR) is pleased to advise that the Company has executed a Heads of Agreement with ASX-listed Lakes Oil NL (Lakes Oil, ASX: LKO) for Lakes Oil to acquire the remaining 96% of the shares of NavGas Pty Ltd (NavGas).

Dark Horse currently holds a 92.78% interest in NavGas, with 3.22% owned by two geological consultants instrumental in the identification and pegging of the NavGas portfolio. The remaining 4% of NavGas is owned by Lakes Oil pursuant to the acquisition announced on 3 October 2016.

Terms and Conditions of the Proposed Acquisition

As consideration for acquiring the remaining 96% of the shares in NavGas, Lakes Oil will, subject to shareholder approval, issue 9,600 million shares to the NavGas vendors, each credited as fully paid in the amount of \$0.001 per share.

The transaction is subject to a number of conditions, including Lakes Oil obtaining shareholder approval for the proposed acquisition which, pursuant to s 611 item 7 of the Corporations Act, will require Lakes Oil to submit to its shareholders an independent expert's report on the fairness and reasonableness of the acquisition. Dark Horse will seek shareholder approval for the transaction if required under the ASX Listing Rules.

Subject to the transaction being approved by the shareholders of Lakes Oil, the parties will be aiming to complete the transaction before the end of 2016.

The full details of the proposed transaction are set out in Appendix A.

About Lakes Oil

The NavGas portfolio will complement Lakes Oil's existing petroleum exploration acreage in Victoria and Queensland, and will add promising acreage in South Australia. In view of the Victorian Government's adverse decisions to prohibit onshore exploration activity in Victoria, this will be the principal focus of Lakes Oil's exploration effort over coming years, failing a softening of the Victorian Government's position on onshore gas exploration in Victoria.



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Lakes Oil's Existing Petroleum Exploration Projects

Lakes Oil will continue to be engaged in petroleum exploration activities on its existing exploration acreage in Victoria, Queensland and California, USA.

Victoria

Exploration activity in Victoria for onshore gas is on hold as a consequence of recent decisions by the Victorian Government to prohibit onshore gas exploration activity within the state. While onshore gas activity is on hold, Lakes Oil is able to carry out work on its two near-shore permits. Lakes Oil has a 100% interest in these Gippsland Basin permits, both of which are considered to have potential for the production of oil and gas. Airborne gravity data and seismic mapping indicate that offshore structuring within VIC/P43(V) is continuous with that of the Wombat Field, onshore in PRL2.

Lakes Oil has a commitment to carry out seismic work within VIC/P43(V) and VIC/P44(V). In the interest of cost management, Lakes Oil does not envisage carrying out seismic work until the work can be coordinated with other activities. It is presently envisaged this may be possible in 2017/18.

Queensland

Lakes Oil has 100% interest in ATPs 642P and 662P, located on the northern flank of the Cooper and Eromanga Basins, roughly 400km south of Mt Isa. While these permit areas are relatively underexplored, with limited seismic data and no exploration wells, they are well positioned relative to hydrocarbon migration pathways.

Lakes Oil plans, as a first step, to conduct a multi-spectral/geochemical survey across the permit areas. This will be followed by a seismic survey with a view to optimising the location of wellsite(s). However, no commitment has yet been made to commence operations, and Lakes Oil is seeking a joint venture partner for this purpose.

California – Eagle Prospect (17.96% interest)

The Eagle Prospect is known to contain commercially producible oil. The Eagle Nth-1 well, drilled in 2006, flowed oil in commercial quantities prior to downhole mechanical failure. While Strata-X Inc (Operator) proposes to drill the Shannon-1 well, details have yet to be confirmed.

Lakes Oil Capital Raising

Following completion of the NavGas acquisition by Lakes Oil, Lakes Oil proposes to proceed with a capital raising that will afford all Lakes Oil shareholders the opportunity to participate, either through a rights issue or pro-rata offer of shares.

Lakes Oil will issue a prospectus for the capital raising in accordance with section 713 of the Corporations Act. Among other things, the prospectus will contain all information that investors will reasonably require to make an informed assessment of the offer and its effect upon Lakes Oil.

The Board of Directors is pleased to announce that it has a conditional arrangement in place with DGR Global Limited for the proposed capital raising to be underwritten in the amount of \$1.5 million.



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About NavGas

NavGas was established by Dark Horse in 2012 as a separate oil and gas focussed company, founded on several petroleum licence applications made over a prospective province within South Australia. In 2014, NavGas was the successful tenderer for ATP 1183 on the Roma Shelf in Queensland. Further details are outlined below in brief.

Pirie Torrens Basin Oil & Gas Project – South Australia

The Pirie Torrens oil & gas project incorporates six (6) PELA's (Petroleum Exploration Licence Applications) covering approximately 53,000km² and is located in South Australia as outlined in **Figure 1**. The project was originally generated by the Company on the basis of its potential prospectivity for unconventional shale gas.

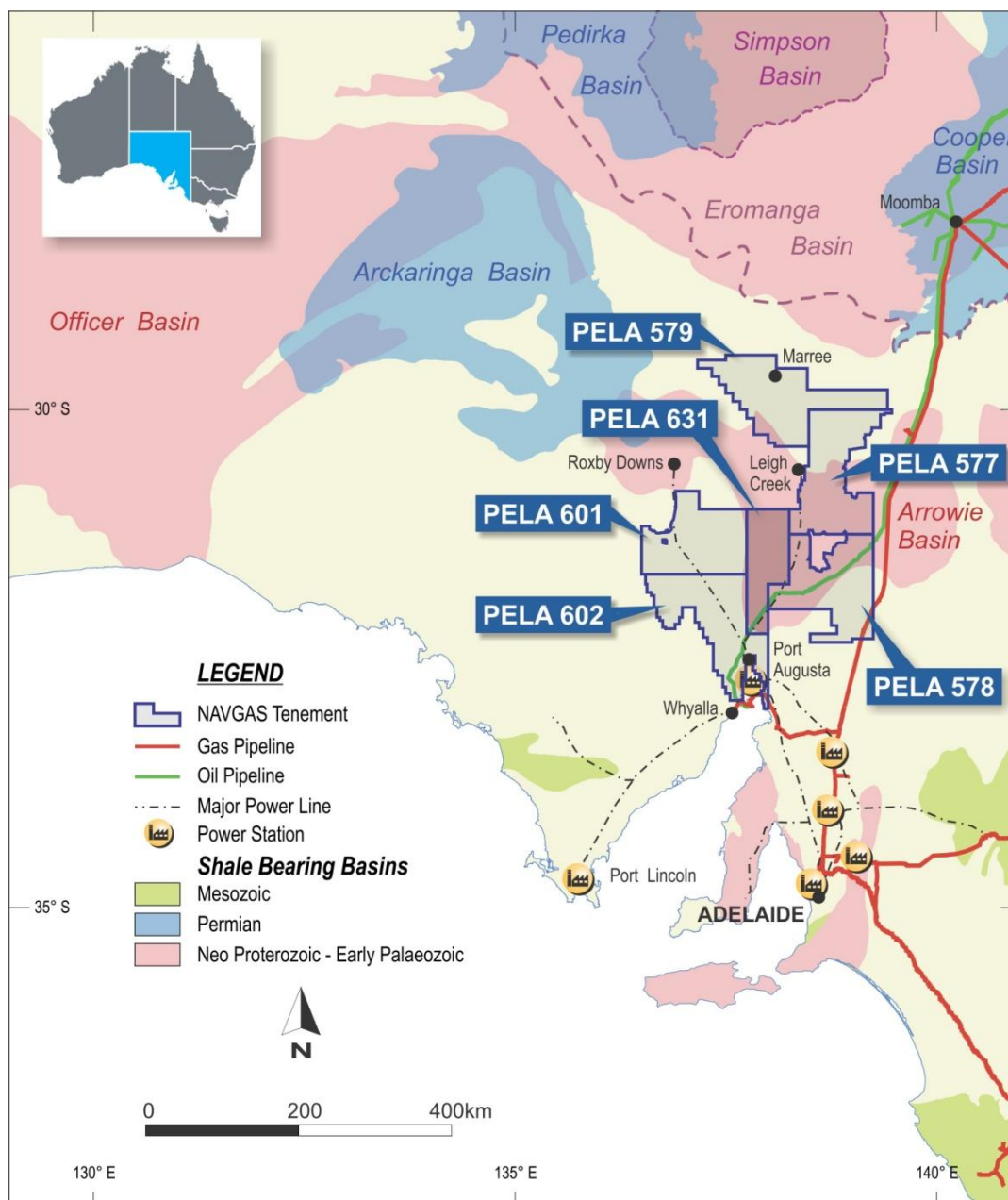


Figure 1: Pirie Torrens Project area in South Australia held by NavGas.



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As part of NavGas' detailed review of historical data for the South Australian shale gas project applications, records of an area of historic oil shows extending over 70km² at Wilkatana (within PELA 631) have been revealed, and which may subsequently have remained unexplored for the past 50 years (refer **Figure 2**).

The Wilkatana area appears to represent a super giant Cambrian aged oil field which has been breached by erosion. Oil and gas shows occur in Cambrian reef limestones and adjacent Proterozoic aged Pound Quartzite and overlying Tertiary sediments.

The area to the north over the Torrens Hinge Zone covers an area of 2,200km² east of the Torrens and plunges at a shallow angle to the north with potential for additional traps in Cambrian reef limestones and Proterozoic sandstone units in fold closures at the Torrens Hinge Zone and against Cambrian salt diapirs.

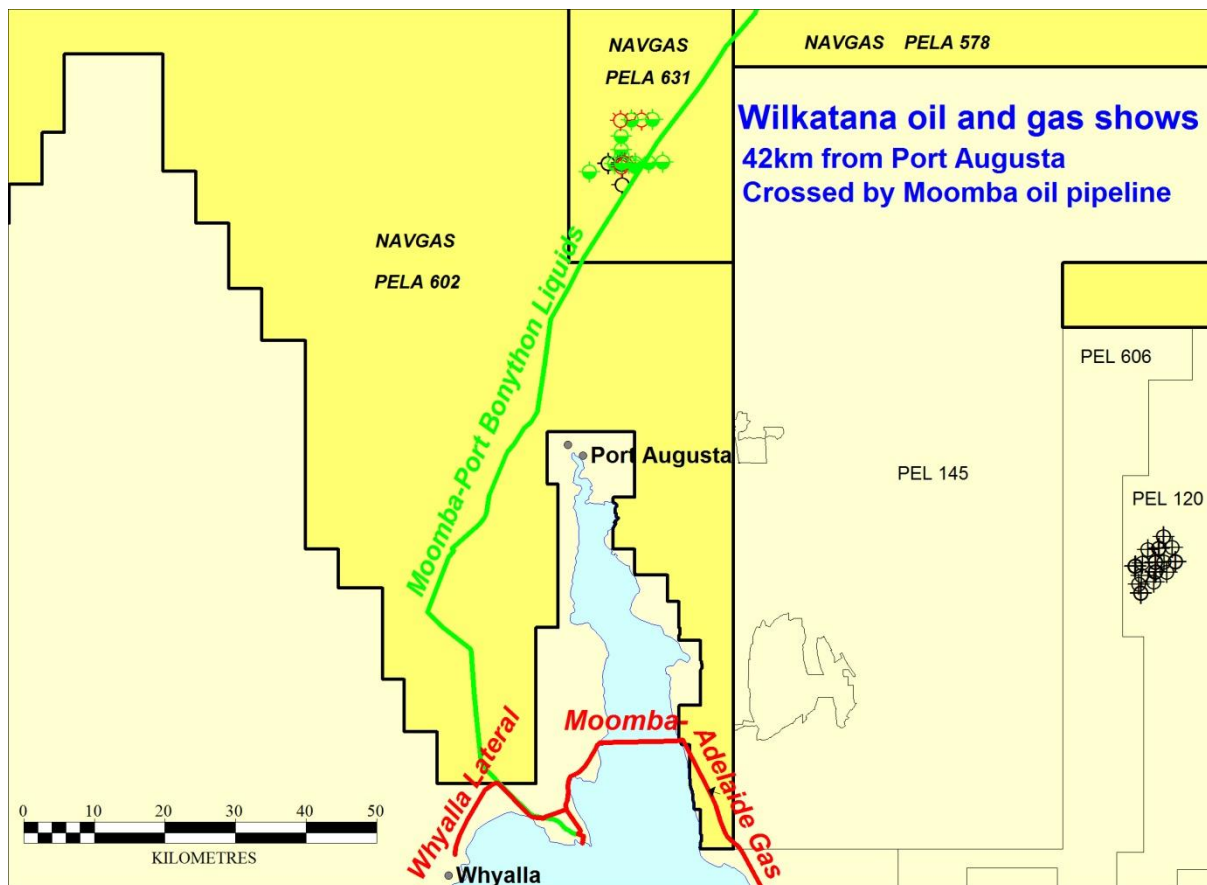


Figure 2: Location Map – Wilkatana oil field, South Australia.

The Pirie Torrens Basin project area is favourably located adjacent to gas pipeline infrastructure, and is positioned to take advantage of the expected current forecast increases in local demand for gas in the eastern and southern states of Australia in the next five (5) plus years, particularly given the current gas exploration bans imposed in the state of Victoria.

Roma Shelf Oil & Gas Project - Queensland

During 2014 NavGas was successful in tendering for ATP 1183 on the Roma Shelf in Queensland, which is considered highly prospective for oil, gas and condensate targets. The granted tenement area surrounds the Riverslea Oil Field and Major Gas/Condensate Field, both of which are excluded from the permit under Petroleum Leases, and is adjacent to Armour Energy Limited's Kincora Project footprint (refer **Figure 3**).

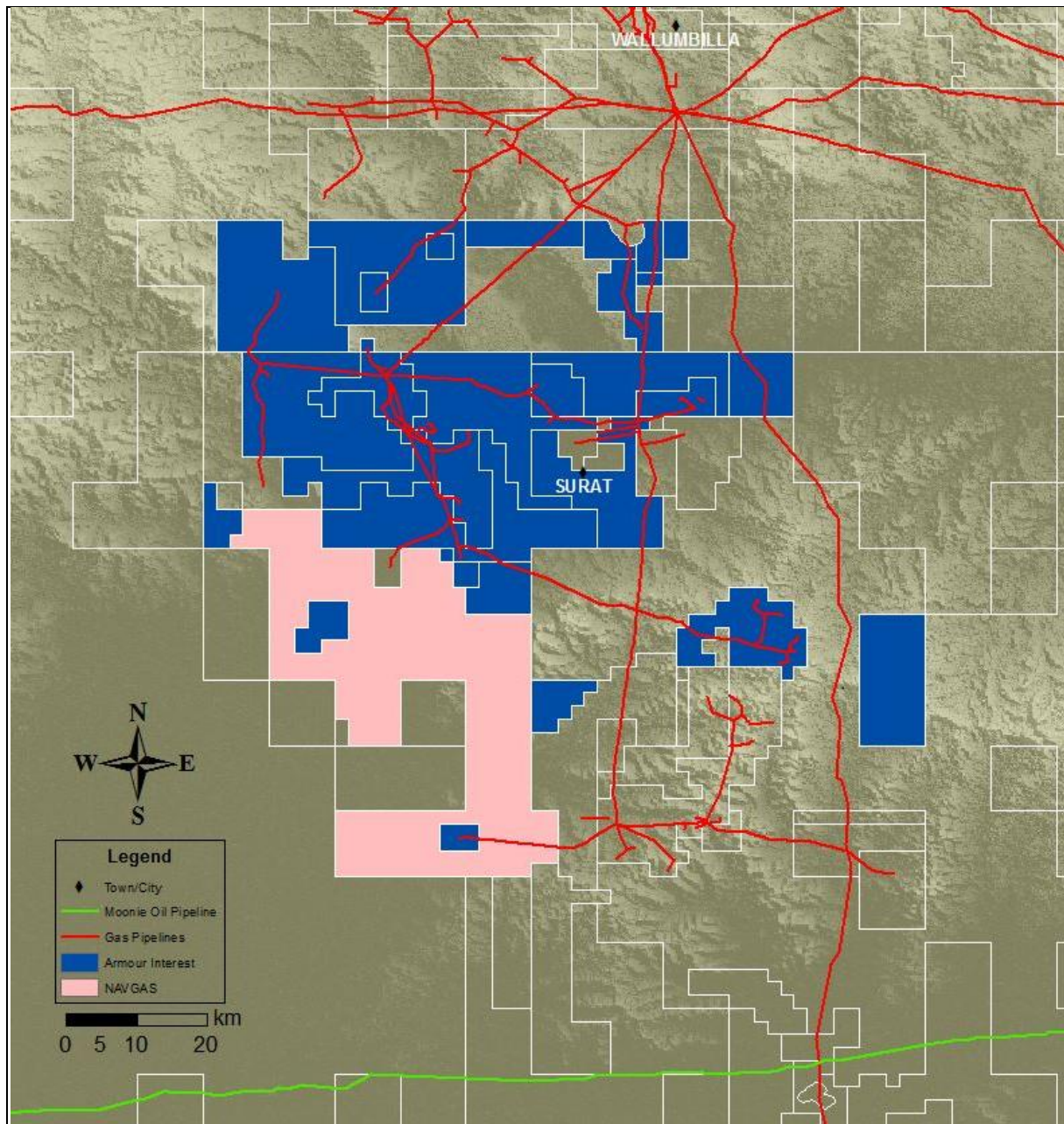


Figure 3: Location Map for the Roma Shelf Project (Surat Basin) showing Armour Energy's Kincora Project in blue, and NavGas' ATP 1183 in pink.

Based on a reinterpretation of the existing seismic database and an analysis of petroleum wells drilled by previous explorers, NavGas believes that several promising conventional petroleum targets exist within the Roma Shelf Project.

The Roma Shelf Project is situated in an area with established production facilities and infrastructure, and is well serviced by existing gas pipelines.

In 2015, NavGas was successful in having the tenure period for the Roma Shelf automatically extended from four to six years, under amendments made to Queensland's Petroleum and Gas (Production and Safety) Act.

The Board of Directors of Dark Horse Resources will continue to keep the market apprised of developments in relation to the sale of NavGas.



On behalf of the Board
Mr Karl Schlobohm
Company Secretary

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About Dark Horse Resources:

Since listing on the Australian Stock Exchange in 2011, Dark Horse Resources (formerly Navaho Gold) has slowly evolved into a diversified exploration company, with interests in gold projects in the USA, numerous mineral licences in Australia, oil and gas projects in Australia (held via NavGas Pty Ltd), and coal and lithium projects in Argentina.

The Company's coal projects in Argentina consist of the Marayes project (San Juan province) and the Niriuhau project (Rio Negro province). Both projects are located within close proximity to access to existing rail networks with links to industrial areas and ports.

Dark Horse has recently entered into an exclusive option arrangement to acquire an Argentinean company with rights to acquire lithium projects and mines in two separate provinces of Argentina.



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Appendix A: Summary of Heads of Agreement

PARTIES:	<p>Lakes Oil NL, ACN 004 247 214 (LKO) (Buyer)</p> <p>Dark Horse Resources Limited, ACN 068 958 752 (DHR) Douglas William Haynes Peter Bubendorfer (collectively Sellers)</p>
PURCHASE PRICE/ CONSIDERATION:	<p>NavGas Pty Ltd (NavGas) currently has 81,625,000 shares on issue, held as follows: DHR, 75,735,000 shares; Douglas William Haynes, 1,000,000 shares; Peter Bubendorfer, 1,625,000 shares; LKO, 3,265,000 shares.</p> <p>If the Conditions Precedent are satisfied, the Sellers will transfer their NavGas share holdings (totalling 78,360,000 shares) to LKO.</p> <p>To purchase NavGas shares from the Sellers, LKO will issue and allot 9,600,000,000 LKO Shares each credited as fully paid to the Sellers.</p>
BOARD COMPOSITION:	DHR has not sought any change to the composition of LKO's Board of Directors.
DUE DILIGENCE:	<p>A due diligence period has commenced to allow LKO's independent expert to prepare an independent report on the fairness and reasonableness of the acquisition by LKO of NavGas.</p> <p>For this purpose, DHR and NavGas:</p> <ul style="list-style-type: none"> • Will permit LKO and its advisers to have reasonable access to assets, books, contracts and records of NavGas and DHR in respect of NavGas and the NavGas shares reasonably required; and • shall furnish or cause to be furnished to LKO and its advisers all information with respect to the assets, liabilities, business, customers, suppliers and creditors of NavGas that LKO or its advisers may reasonably request. <p>To the extent to which material information regarding the assets, liabilities, business, customers, suppliers and creditors of LKO is not publicly available, LKO shall furnish or cause to be furnished such information as is reasonably requested by DHR.</p>
WARRANTIES:	The Heads of Agreement (HoA) provides that final transaction documentation shall contain reasonable, customary and balanced warranties and indemnities reasonably requested by the Sellers or LKO, including, without limitation, as to matters of title, encumbrances, liabilities and creditors, exemptions from disclosure, assets, intellectual property rights and litigation/claims but subject to customary limitations.



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CONDITIONS PRECEDENT:	<p>The sale and purchase of NavGas shares is conditional on the following:</p> <ul style="list-style-type: none"> • LKO obtaining all necessary regulatory and shareholder approvals required at law or pursuant to the ASX Listing Rules to allow the share purchase to proceed; • LKO obtaining all necessary regulatory and shareholder approvals required at law or pursuant to item 7 of s 611 of the Corporations Act, including obtaining an independent expert's report in relation to the transaction, reporting on the fairness and reasonableness of the transaction; • DHR obtaining all necessary regulatory and shareholder approvals required at law or pursuant to the ASX Listing Rules to allow the share sale to proceed; • LKO being satisfied that no Material Adverse Change in respect of NavGas has occurred between the date of execution of the HoA and completion occurring; and • The Sellers being satisfied (acting reasonably) that no Material Adverse Change in respect of LKO has occurred between the date of execution of the HoA and completion occurring.
COMPLETION:	Settlement will occur 5 business days after satisfaction of the last of the various conditions precedent, unless otherwise agreed between the parties.
GOVERNING LAW:	The HoA is governed by and must be construed in accordance with the laws in force in Victoria.
DGR UNDERWRITING:	<p>Lakes Oil has agreed to proceed with a capital raising for such amount that it determines and at such price as Lakes Oil, acting reasonably, determines (Capital Raising).</p> <p>DGR agrees to underwrite the Capital Raising to \$1.5 million on such terms as Lakes Oil and DGR agree (DGR Underwriting).</p> <p>The DGR Underwriting will be conditional on the conditions for the Transaction being satisfied and Lakes Oil and DGR agreeing the terms of the DGR Underwriting.</p>



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