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.

 $Introduced\ 01/07/96\ \ Origin:\ Appendix\ 5\ \ Amended\ 01/07/98,\ 01/09/99,\ 01/07/00,\ 30/09/01,\ 11/03/02,\ 01/01/03,\ 24/10/05,\ 01/08/12,\ 04/03/13,\ 01/08/12,\ 01/08/1$ 

Name	of entity	
GRA	ND GULF ENERGY LIMITED	
ABN 22 07	73 653 175	
We (	the entity) give ASX the following	information.
	t 1 - All issues ust complete the relevant sections (attach si	heets if there is not enough space).
1	<sup>+</sup> Class of <sup>+</sup> securities issued or to be issued	Unlisted Options
2	Number of *securities issued or to be issued (if known) or maximum number which may be issued	65,000,000
3	Principal terms of the <sup>+</sup> securities (e.g. if options, exercise price and expiry date; if partly paid <sup>+</sup> securities, the amount outstanding and due dates for payment; if <sup>+</sup> convertible securities, the conversion price and dates for conversion)	Unlisted Options exercisable at 0.8 cents each on or before 30 June 2020.

<sup>+</sup> See chapter 19 for defined terms.

4	Do the *securities rank equally in all respects from the *issue date with an existing *class of quoted *securities?  If the additional *securities do not rank equally, please state:  • the date from which they do  • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment  • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	No – new class of securities
5	Issue price or consideration	Nil
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Incentive options as set out in the Notice of meeting dated 2 November 2016
ба	Is the entity an <sup>+</sup> eligible entity that has obtained security holder approval under rule 7.1A?  If Yes, complete sections 6b – 6h in relation to the <sup>+</sup> securities the subject of this Appendix 3B, and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	30 November 2016
6c	Number of *securities issued without security holder approval under rule 7.1	Nil
6d	Number of *securities issued with security holder approval under rule 7.1A	N/A

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<sup>+</sup> See chapter 19 for defined terms.

бе	Number of *securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A	
6f	Number of *securities issued under an exception in rule 7.2	N/A	
6g	If *securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the *issue date and both values. Include the source of the VWAP calculation.	N/A	
		Г··	
6h	If *securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A	
c:			
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	+Issue dates	7 December 2016	
,	Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.	/ December 2010	
	Cross reference: item 33 of Appendix 3B.		
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number 747,998,870	+Class Ordinary Fully Paid

<sup>+</sup> See chapter 19 for defined terms.

+securities not quoted on ASX (including the +securities in section 2 if applicable)  1.4c each of 30/11/2018  65,000,000  Options executives in section 2 if applicable)	ercisable @ on or before ercisable @ on or before
65,000,000 Options exe 0.8 cents of 30/6/2020.	
10 Dividend policy (in the case of a N/A	
trust, distribution policy) on the increased capital (interests)	
Part 2 - Pro rata issue	
11 Is security holder approval required?	
12 Is the issue renounceable or non-renounceable?	
Ratio in which the *securities will be offered	
14 +Class of +securities to which the offer relates	
15 *Record date to determine entitlements	
Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
Policy for deciding entitlements in relation to fractions	
Names of countries in which the entity has security holders who will not be sent new offer documents	
Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	
19 Closing date for receipt of acceptances or renunciations	

<sup>+</sup> See chapter 19 for defined terms.

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20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	
25	If the issue is contingent on security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do security holders sell their entitlements <i>in full</i> through a broker?	
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	
32	How do security holders dispose of their entitlements (except by sale through a broker)?	
33	<sup>+</sup> Issue date	

<sup>+</sup> See chapter 19 for defined terms.

		uotation of securities omplete this section if you are applying for quotation of securities
34	Type of	of <sup>+</sup> securities ne)
(a)		*Securities described in Part 1
		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 thave ticked box 34(a) ecurities forming a new class of securities
Tick to docume		e you are providing the information or
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

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<sup>+</sup> See chapter 19 for defined terms.

=ntitie	es that have ticked box 34(b)		
38	Number of *securities for which *quotation is sought		
39	<sup>+</sup> Class of <sup>+</sup> securities for which quotation is sought		
40	Do the *securities rank equally in all respects from the *issue date with an existing *class of quoted *securities?  If the additional *securities do not rank equally, please state:  • the date from which they do  • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment  • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment		
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)		
42	Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX ( <i>including</i> the <sup>+</sup> securities in clause 38)	Number	<sup>+</sup> Class

<sup>+</sup> See chapter 19 for defined terms.

#### **Quotation agreement**

- <sup>+</sup>Quotation of our additional <sup>+</sup>securities is in ASX's absolute discretion. ASX may quote the <sup>+</sup>securities on any conditions it decides.
- 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.
- 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.
- We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before 'quotation of the 'securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:	Date:7/12/2016
	(Director/Company secretary)
Print name:	Mark Freeman
	== == == ==

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<sup>+</sup> See chapter 19 for defined terms.

## Appendix 3B – Annexure 1

## Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

#### Part 1

Rule 7.1 – Issues exceeding 15% of capital		
Step 1: Calculate "A", the base figure from which the placement capacity is calculated		
Insert number of fully paid *ordinary securities on issue 12 months before the *issue date or date of agreement to issue	747,998,870	
Add the following:		
Number of fully paid <sup>+</sup> ordinary securities issued in that 12 month period under an exception in rule 7.2		
Number of fully paid <sup>+</sup> ordinary securities issued in that 12 month period with shareholder approval		
Number of partly paid <sup>+</sup> ordinary securities that became fully paid in that 12 month period		
<ul> <li>Note:</li> <li>Include only ordinary securities here – other classes of equity securities cannot be added</li> <li>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</li> <li>It may be useful to set out issues of securities on different dates as separate line items</li> </ul>		
Subtract the number of fully paid <sup>+</sup> ordinary securities cancelled during that 12 month period		
"A"	747,998,870	

<sup>+</sup> See chapter 19 for defined terms.

Step 2: Calculate 15% of "A"		
"B"	0.15	
	[Note: this value cannot be changed]	
Multiply "A" by 0.15	112,199,831	
Step 3: Calculate "C", the amount of 7.1 that has already been used	of placement capacity under rule	
Insert number of *equity securities issued or agreed to be issued in that 12 month period not counting those issued:		
<ul> <li>Under an exception in rule 7.2</li> </ul>		
Under rule 7.1A		
<ul> <li>With security holder approval under rule 7.1 or rule 7.4</li> </ul>		
<ul> <li>Note:</li> <li>This applies to equity securities, unless specifically excluded – not just ordinary securities</li> <li>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</li> <li>It may be useful to set out issues of securities on different dates as separate line items</li> </ul>		
"C"	0	
Step 4: Subtract "C" from ["A" x "E placement capacity under rule 7.1	-	
"A" x 0.15	112,199,831	
Note: number must be same as shown in Step 2		
Subtract "C"	0	
Note: number must be same as shown in Step 3		
<b>Total</b> ["A" x 0.15] – "C"	112,199,831	
	[Note: this is the remaining placement capacity under rule 7.1]	

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<sup>+</sup> 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		
"A"	747,998,870	
Note: number must be same as shown in Step 1 of Part 1		
Step 2: Calculate 10% of "A"		
"D"	0.10	
	Note: this value cannot be changed	
Multiply "A" by 0.10		
Step 3: Calculate "E", the amount of placement capacity under rule 7.1A that has already been used		
<ul> <li>Insert number of †equity securities issued or agreed to be issued in that 12 month period under rule 7.1A</li> <li>Notes:         <ul> <li>This applies to equity securities – not just ordinary securities</li> <li>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</li> <li>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</li> <li>It may be useful to set out issues of securities on different dates as separate line items</li> </ul> </li> </ul>		
"E"	0	

<sup>+</sup> See chapter 19 for defined terms.

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A		
"A" x 0.10	74,799,887	
Note: number must be same as shown in Step 2		
Subtract "E"	0	
Note: number must be same as shown in Step 3		
<b>Total</b> ["A" x 0.10] – "E"	74,799,887	
	Note: this is the remaining placement capacity under rule 7.1A	

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<sup>+</sup> See chapter 19 for defined terms.

Rule 3.19A.2

## **Appendix 3Y**

#### **Change of Director's Interest Notice**

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 30/9/2001.Amended 1/1/11

Name of entity	GRAND GULF ENERGY LIMITED
ABN	22 073 653 175

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Allan Boss
Date of last notice	4 December 2014

#### Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct Interest
Nature of indirect interest (including registered holder)  Note: Provide details of the circumstances giving rise to the relevant interest.	N/A
Date of change	7 December 2016
No. of securities held prior to change	2,481,720 fully paid ordinary shares 5,000,000 options exercisable at 1.4c each on or before 30 November 2018
Class	Incentive options
Number acquired	10,000,000
Number disposed	Nil
Value/Consideration  Note: If consideration is non-cash, provide details and estimated valuation	Nil

<sup>+</sup> See chapter 19 for defined terms.

No. of securities held after change	2,481,720 fully paid ordinary shares 5,000,000 options exercisable at 1.4c each on or before 30 November 2018 10,000,000 options exercisable at 0.8c each on or before 30 June 2020.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of Incentive Options

#### Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change  Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration  Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

#### Part 3 - +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A

<sup>+</sup> See chapter 19 for defined terms.

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If prior written clearance was provided, on what date was this	N/A
provided?	

<sup>+</sup> See chapter 19 for defined terms.

Rule 3.19A.2

## **Appendix 3Y**

#### **Change of Director's Interest Notice**

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 30/9/2001.Amended 1/1/11

Name of entity	GRAND GULF ENERGY LIMITED
ABN	22 073 653 175

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Charles Waite Morgan
Date of last notice	1 July 2013

#### Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect and direct Interest
Nature of indirect interest (including registered holder)  Note: Provide details of the circumstances giving rise to the relevant interest.	Seaspin Pty Ltd <aphrodite a="" c=""> - related party entity &amp; beneficiary of trust Falcore Pty Ltd <morgan ac="" fund="" super=""> - beneficiary trust</morgan></aphrodite>
Date of change	7 December 2016
No. of securities held prior to change	Indirect 160,855,496 fully paid ordinary shares
Class	Incentive options
Number acquired	15,000,000
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil

<sup>+</sup> See chapter 19 for defined terms.

## **Appendix 3Y Change of Director's Interest Notice**

No. of securities held after change	Indirect 160,855,496 fully paid ordinary shares. Direct 15,000,000 options exercisable at 0.8c each on or before 30 June 2020.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of Incentive Options

#### Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A	
Nature of interest	N/A	
Name of registered holder (if issued securities)	N/A	
Date of change	N/A	
No. and class of securities to which interest related prior to change  Note: Details are only required for a contract in relation to which the interest has changed	N/A	
Interest acquired	N/A	
Interest disposed	N/A	
Value/Consideration  Note: If consideration is non-cash, provide details and an estimated valuation	N/A	
Interest after change	N/A	

#### Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A

<sup>+</sup> See chapter 19 for defined terms.

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If prior written clearance was provided, on what date was this	N/A
provided?	

<sup>+</sup> See chapter 19 for defined terms.

Rule 3.19A.2

## **Appendix 3Y**

#### **Change of Director's Interest Notice**

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 30/9/2001.Amended 1/1/11

Name of entity	GRAND GULF ENERGY LIMITED
ABN	22 073 653 175

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Mark Freeman
Date of last notice	4 December 2014

#### Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct Interest
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	N/A
Date of change	7 December 2016
No. of securities held prior to change	8,000,000 options exercisable at 1.4c on or before 30 November 2018
Class	Incentive options
Number acquired	20,000,000
Number disposed	Nil
Value/Consideration  Note: If consideration is non-cash, provide details and estimated valuation	Nil
No. of securities held after change	8,000,000 Options exercisable at 1.4c each on or before 30 November 2018. 20,000,000 options exercisable at 0.8c each on or before 30 June 2020.

<sup>+</sup> See chapter 19 for defined terms.

## **Appendix 3Y Change of Director's Interest Notice**

Nature of change  Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of Incentive Options

#### Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change  Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration  Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

#### Part 3 - +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

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<sup>+</sup> See chapter 19 for defined terms.

Rule 3.19A.2

## **Appendix 3Y**

#### **Change of Director's Interest Notice**

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 30/9/2001.Amended 1/1/11

Name of entity	GRAND GULF ENERGY LIMITED
ABN	22 073 653 175

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Stephen Keenihan
Date of last notice	4 December 2014

#### Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect Interest
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.  Date of change	SL & SJ Keenihan Superannuation Fund – beneficiary Stephen Keenihan <sl &="" a="" c="" family="" keenihan="" sj=""> - beneficiary 7 December 2016</sl>
No. of securities held prior to change	Superfund 3,017,229 fully paid ordinary shares Family Trust 900,000 fully paid ordinary shares 3,000,000 options exercisable at 1.4c each on or before 30 November 2018
Class	Incentive options
Number acquired	10,000,000
Number disposed	Nil

<sup>+</sup> See chapter 19 for defined terms.

#### **Change of Director's Interest Notice**

Value/Consideration  Note: If consideration is non-cash, provide details and estimated valuation	Nil
No. of securities held after change	Superfund 3,017,229 fully paid ordinary shares
	Family Trust 3,000,000 options exercisable at 1.4c each on or before 30 November 2018 10,000,000 options exercisable at 0.8c each on or before 30 June 2020. 900,000 fully paid ordinary shares
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of Incentive Options

#### Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change  Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration  Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

#### Part 3 - +Closed period

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<sup>+</sup> See chapter 19 for defined terms.

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

<sup>+</sup> See chapter 19 for defined terms.