

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

Name of entity

XCD ENERGY LIMITED

ABN

43 108 403 425

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|--|
| 1 | +Class of +securities issued or to be issued | Fully paid ordinary shares ("Shares") and unquoted options ("Options"). |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <p>The Company will issue 210,000,000 Shares and 117,500,000 Options under a 2 tranche placement ("Placement"), as follows:</p> <ul style="list-style-type: none"> a) 48,000,000 Shares; b) 24,000,000 Options; c) 152,000,000 Shares*; d) 76,000,000 Options*; e) 10,000,000 Shares*; f) 17,500,000 Options*. <p>*- These equity securities are subject to shareholder approval at the Company's upcoming AGM in November 2019.</p> |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | <ul style="list-style-type: none"> a) Fully Paid Ordinary Shares ("Shares"), b) Unquoted options exercisable at \$0.02 each on or before the date that is three years from the date of issue. The Company intends to seek ASX quotation of the Options following the issue of the tranche 2 portion of the Placement. ("Options"). |

<p>4 Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional ⁺securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>a) Yes, b) No. However, the Options will rank equally upon exercise and conversion into fully paid ordinary shares.</p>
<p>5 Issue price or consideration</p>	<p>a) Issue price \$0.01 per Share, b) Nil (free attaching Options), c) Issue price \$0.01 per Share, d) Nil (free attaching Options), e) No cash consideration, deemed issue price of \$0.01 per Share, f) Nil.</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>a) Tranche 1 of the placement on the terms outlined in the announcement dated 23 October 2019, b) Free attaching Options in respect of the capital raising outlined above at a), c) Tranche 2 of the Capital raising on the terms outlined in the announcement dated 23 October 2019, d) Free attaching Options in respect of the capital raising outlined above at c), e) Issue of Shares for marketing services provided by a consultant to the Company, f) Broker Options on the terms outlined in the announcement dated 23 October 2019.</p>
<p>6a Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the ⁺securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	<p>No</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>NA</p>
<p>6c Number of ⁺securities issued without security holder approval under rule 7.1</p>	<p>a) 48,000,000 Fully Paid Ordinary Shares, b) 24,000,000 Unquoted Options.</p>

+ See chapter 19 for defined terms.

6d	Number of ⁺ securities issued with security holder approval under rule 7.1A	N/A	
6e	Number of ⁺ securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Shareholder approval will be sought for 162,000,000 Shares and 93,500,000 Options at the 2019 Annual General Meeting on or about 29 November 2019.	
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	
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	
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	7.1 1,459,340 7.1A Nil	
7	⁺ Issue dates 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. Cross reference: item 33 of Appendix 3B.	On or about 30 October 2019 for Tranche 1 and on or about 6 December 2019 for Tranche 2 which are subject to shareholder approval at the 2019 Annual General Meeting	
8	Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the ⁺ securities in section 2 if applicable)	Number	⁺ Class
		681,443,887	Ordinary fully paid shares, assuming all Shares in Section 2 are issued.

	Number	+Class
9	18,285,047	Ordinary fully paid shares subject to restriction agreements until 30 April 2020.
	10,000,000	Options Exercisable at \$0.04 on or before 31 March 2020.
	3,000,000	Options Exercisable at \$0.048 on or before 28 November 2020.
	3,000,000	Options Exercisable at \$0.072 on or before 28 November 2020.
	3,000,000	Options Exercisable at \$0.096 on or before 28 November 2020.
	1,000,000	Options Exercisable at \$0.048 on or before 4 December 2021.
	1,000,000	Options Exercisable at \$0.072 on or before 4 December 2021.
	1,000,000	Options Exercisable at \$0.096 on or before 4 December 2021.
	4,000,000	Options Exercisable at \$0.048 on or before 4 December 2021, vesting immediately.
	20,000,000	Class A, B, C and D Performance Rights with terms and milestones as set out in the Notice of Meeting dated 2 July 2019.
	117,500,000	Unquoted options exercisable at \$0.02 each on or before the date that is three years from the date of issue, of which 93,500,000 are subject to shareholder approval.

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

The Company has not formulated a dividend policy at this time.

Part 2 - Pro rata issue

11 Is security holder approval required?

N/A

12 Is the issue renounceable or non-renounceable?

N/A

+ See chapter 19 for defined terms.

13	Ratio in which the ⁺ securities will be offered	N/A
14	⁺ Class of ⁺ securities to which the offer relates	N/A
15	⁺ Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	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.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
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	N/A

28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	⁺ Issue date	N/A

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of ⁺securities
(tick one)
- (a) ⁺Securities described in Part 1
- (b) All other ⁺securities
 Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 A copy of any trust deed for the additional +securities

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Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document 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: Arron Canicais
(~~Director~~/Company Secretary)

Date: 23 October 2019

Print name: ARRON CANICAIS== == == == ==

+ 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,	304,728,934
<p>Add the following:</p> <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 <p>Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</p> <ul style="list-style-type: none"> • Number of partly paid +ordinary securities that became fully paid in that 12 month period <p>Note:</p> <ul style="list-style-type: none"> • Include only ordinary securities here – other classes of equity securities cannot be added • Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed • It may be useful to set out issues of securities on different dates as separate line items 	<p>Nil</p> <p>185,000,000 Ordinary Shares on conversion of CPS, as per the Appendix 3B dated 30 April 2019</p> <p>Nil</p>
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	489,728,934

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Step 2: Calculate 15% of "A"	
"B"	0.15 <i>[Note: this value cannot be changed]</i>
Multiply "A" by 0.15	73,459,340
Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p>Note:</p> <ul style="list-style-type: none"> • This applies to equity securities, unless specifically excluded – not just ordinary securities • Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed • It may be useful to set out issues of securities on different dates as separate line items 	48,000,000 Ordinary Shares and 24,000,000 Unquoted Options, as per this Appendix 3B
"C"	72,000,000
Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1	
<p>"A" x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	73,459,340
<p>Subtract "C"</p> <p><i>Note: number must be same as shown in Step 3</i></p>	72,000,000
Total ["A" x 0.15] – "C"	1,459,340 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
<p>“A”</p> <p><i>Note: number must be same as shown in Step 1 of Part 1</i></p>	<p>N/A – the Company has not obtained shareholder approval under ASX Listing Rule 7.1A in respect of additional placement capacity.</p>
Step 2: Calculate 10% of “A”	
<p>“D”</p>	<p>0.10</p> <p><i>Note: this value cannot be changed</i></p>
<p>Multiply “A” by 0.10</p>	
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
<p>Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A</p> <p>Notes:</p> <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
<p>“E”</p>	
Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
<p>“A” x 0.10</p> <p><i>Note: number must be same as shown in Step 2</i></p>	

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

+ See chapter 19 for defined terms.