

NSX Announcement  
8 February 2012

ABN: 76 118 108 615  
Corporate Office

18 Oxford Close  
Leederville, WA 6007

P.O. Box 144  
West Perth, WA 6872

T +61 8 9388 0744  
F +61 8 9382 1411  
E [admin@intpet.com.au](mailto:admin@intpet.com.au)  
W [www.internationalpetroleum.com.au](http://www.internationalpetroleum.com.au)

## **Issue of Shares for Acquisition**

Further to its announcement on 28 December 2011, International Petroleum Limited (**NSX: IOP**) (**International Petroleum** or the **Company**), an oil and gas exploration company with assets in Russia and Kazakhstan, is pleased to announce that it has issued the share consideration in respect of the acquisition of Vamaro Investments Limited (**Vamaro**), the 100% legal and beneficial owner of two licences for geological study of subsoil, prospecting and extraction of oil and gas in the Khanty-Mansiysk Autonomous Region in Western Siberia (**Vamaro Project**).

The Company entered into an acquisition agreement to acquire Vamaro in August 2011 (**Vamaro Agreement**) and with the permission of the seller, the Company became the operator of the Vamaro Project prior to completion.

In accordance with the terms and conditions of the Vamaro Agreement, the Company is required to satisfy the following consideration for the acquisition of Vamaro:

- (a) issue of 55,000,000 Shares, which were approved by shareholders at a general meeting in November 2011 (**Consideration Shares**);
- (b) US\$3 million cash to the seller; and
- (c) assume certain liabilities of Vamaro.

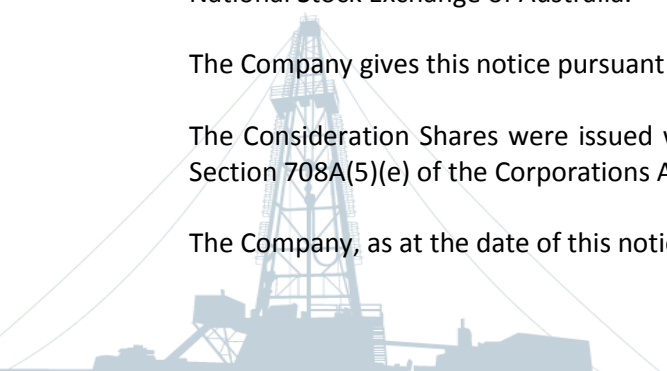
Following the issue of the Consideration Shares, completion of the Vamaro Agreement is expected to occur during February 2012, with the Company making the US\$3million cash payment.

Attached is an Application for Quotation of the Consideration Shares issued in part consideration for the acquisition of the Vamaro Project. The Consideration Shares are part of a class of securities quoted on the National Stock Exchange of Australia.

The Company gives this notice pursuant to Section 708A(5)(e) of the Corporations Act.

The Consideration Shares were issued without disclosure to the recipient under Part 6D.2, in reliance on Section 708A(5)(e) of the Corporations Act.

The Company, as at the date of this notice, has complied with:



(a) the provisions of Chapter 2M of the Corporations Act; and

(b) Section 674 of the Corporations Act.

There is no excluded information for the purposes of Section 708A(7) and (8) of the Corporations Act.

Yours faithfully

Tony Sage

**Non-Executive Chairman**

For further information, please contact:

Tony Sage  
Non-Executive Chairman  
International Petroleum Limited  
Ph: +61 8 9388 0744

Chris Hopkinson  
Chief Executive Officer  
International Petroleum Limited  
Ph: +44 20 7104 2260

Claire Tolcon  
Company Secretary  
International Petroleum Limited  
Ph: +61 8 9388 0744

David Tasker  
Professional Public Relations  
Ph: +61 8 9388 0944/ +61 433 112 936  
Em: david.tasker@ppr.com.au

Eloise von Puttkammer  
Investor Relations  
International Petroleum Limited  
Ph: +61 8 9388 0744

### **About International Petroleum**

International Petroleum is an oil and gas exploration company.

The Company is listed on the National Stock Exchange of Australia (**NSX: IOP**). The Company has established a sponsored Level 1 American Depositary Receipt (**ADR**) program with BNY Mellon and the ADR is quoted on OTCQX International (**OTCQX: ITPLY**).

The Company owns a 75% equity interest in the exploration rights to four blocks, covering a total area of 1,467 km<sup>2</sup>, located in the Khanty-Mansiysk Autonomous Region in Western Siberia, the largest oil-producing region of Russia in Western Siberia (the **Krasnoleninsky Project**). During 2011, the Company drilled two exploration wells in the Krasnoleninsky Project and discovered commercial quantities of oil in both wells.

The Company owns a 75% equity interest in an exploration licence in the Tomsk region of Western Siberia (the **Tomsk Exploration Licence** or the **Druzhny Project**).

The Company also owns a 50% interest in an early stage project covering 24,649 km<sup>2</sup> in eastern and south eastern Kazakhstan (**Kazakhstan Project**), which borders the western boundary of the People's Republic of China. International Petroleum's subsidiary company, North Caspian Petroleum Limited, has exclusive exploration rights to the Kazakhstan Project until November 2012.

Whilst the Company is focused on exploration at its existing projects in Russia and Kazakhstan, it continues to review other companies and areas, such as Russia and Africa, for opportunities to acquire additional exploration and/or production projects.

**Newcastle**

Level 2, 117 Scott Street,  
Newcastle NSW, 2300

**Melbourne**

Level 3, 45 Exhibition Street  
Melbourne, VIC, 3000

[www.nsx.com.au](http://www.nsx.com.au)

ABN: 11 000 902 063

# Application for Quotation of Additional Securities

File Reference:

I:\Operations\Projects\NETS Project\NSX install package USB key\Issuer Documents\NSX Quotation of Additional Securities.doc



# Table of Contents

**INTRODUCTION..... 3**  
    MORE INFORMATION AND SUBMISSION OF FORM:..... 3  
**NEW ISSUE ANNOUNCEMENT, APPLICATION FOR QUOTATION OF ADDITIONAL  
SECURITIES AND AGREEMENT ..... 4**  
**PART 1 - ALL ISSUES ..... 4**  
**PART 2 - BONUS ISSUE OR PRO RATA ISSUE ..... 7**  
**PART 3 - QUOTATION OF SECURITIES ..... 9**  
    ADDITIONAL SECURITIES FORMING A NEW CLASS OF SECURITIES ..... 9  
**QUOTATION AGREEMENT..... 11**



## Introduction

To ensure the efficient processing of this form by NSX, please:

1. Adhere to the suggested number of the annexures required by this form.
2. Complete **all** statements and questions in this form. (NSX can provide an electronic version of this form on request).

### More Information and Submission of Form:

Further information can be obtained from and all applications should be sent to:

General Manager  
National Stock Exchange of Australia Limited  
PO BOX 283  
Newcastle NSW 2300

Phone: 61 2 4929 6377

Fax: 61 2 4929 1556

<http://www.nsga.com.au>



## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to NSX as soon as available. Information and documents given to NSX become NSX's property and may be made public.*

Introduced 11 March 2004.

Name of entity

**International Petroleum Limited**

ABN/ACN

**76 118 108 615**

We (the entity) give NSX 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. |
| 2 | Number of securities issued or to be issued (if known) or maximum number which may be issued  | 55,000,000                  |
| 3 | Principal terms of the securities (eg, if options, exercise price and expiry date; if partly paid securities, the amount outstanding and due dates for payment; if convertible securities, the conversion price and dates for conversion)   | Fully Paid Ordinary Shares. |
| 4 | <p>Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"><li>• the date from which they do</li><li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li><li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li></ul> | <p>Yes</p>                  |

Nil cash consideration.

Part consideration for the acquisition of Vamaro Investments Limited, the owner of the Vamaro Project in Western Siberia, Russia.

---

7 February 2012

Number	Class
1,176,262,031	Fully paid ordinary shares

	Number	Class
<b>9</b> Number and class of all securities not quoted on NSX ( <i>including</i> the securities in clause 2 if applicable)	135,193,072	Unlisted options exercisable at \$0.25 on or before 30 June 2012
	8,000,000	Unlisted options exercisable at \$0.30 on or before 16 November 2015
	6,000,000	Unlisted options exercisable at \$0.25 each on or before 5 years from the date of issue.
	18,000,000	Unlisted options exercisable at \$0.25 each on or before 01/06/2016
	200,000	Unlisted options exercisable at \$0.30 each on or before 01/06/2014
	3,000,000	Unlisted options exercisable at \$0.25 each on or before 15/04/2016
	3,000,000	Unlisted options exercisable at \$0.25 each on or before 08/08/2016
<b>10</b> Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	



11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the securities will be offered	
14	Class of securities to which the offer relates	
15	Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	
18	Names of countries in which the entity has security holders who will not be sent new issue documents  Note: Security holders must be told how their entitlements are to be dealt with.	
19	Closing date for receipt of acceptances or renunciations	
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 prospectus or Product Disclosure Statement 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	Despatch date	


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

(a) ☒ Securities described in Part 1

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

### Additional securities forming a new class of securities

**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

Entities that have ticked box 34(b)

--

--

- 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

[illegible]

(if issued upon conversion of another security, clearly identify that other security)

Number	Class

## Quotation agreement

1 Quotation of our additional securities is in NSX's absolute discretion. NSX may quote the securities on any conditions it decides.

2 We warrant the following to NSX.

- 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.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the securities to be quoted, it has been provided 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 NSX 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 NSX the information and documents required by this form. If any information or document not available now, will give it to NSX before quotation of the securities begins. We acknowledge that NSX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: ..... Date: ....08/02/2012.....  
(Company secretary)

Print name: ....Claire Tolcon.....