



MOSMAN OIL AND GAS  
LIMITED

1 May 2015

Market Announcements Office  
ASX Limited  
Level 4  
North Tower, Rialto  
525 Collins Street  
MELBOURNE VIC 3000

**FOR IMMEDIATE RELEASE**

Dear Sir / Madam

**Mosman Oil and Gas Limited's Off-Market Takeover Bid for MEO Australia Limited  
Offer freed from Conditions, Increase of Offer Consideration & Further Extension of Offer Period**

Mosman Oil and Gas Limited (**Mosman**) refers to its offer to acquire 100% of the fully paid ordinary shares in MEO Australia Limited (**Offer**) (as varied by the Notice of Variation dated 16 March 2015) contained in the replacement bidder's statement dated 10 February 2015 (**Bidder's Statement**).

Unless the context otherwise requires, capitalised words in this letter have the same meaning given to them in the Bidder's Statement.

**Enclosed:**

- (a) for the purposes of section 650F(3)(a) of the Corporations Act, is a copy of Mosman's notice dated 1 May 2015 freeing the Offer from all defeating Conditions save for the Condition detailed in Section 10.11(b) of the Bidder's Statement (relating to Mosman Shareholder approval);
- (b) is a copy of Mosman's notice dated 1 May 2015 to increase the Offer Consideration and extend the Offer Period (**Variation Notice**);
- (c) for the purposes of section 630(5)(b) of the Corporations Act, is a copy of Mosman's notice dated 1 May 2015 to extend the date for giving a notice on the status of the Conditions; and
- (d) is a copy of the letter to MEO Shareholders dated 1 May 2015 enclosing a copy of the Variation Notice, which will be despatched to persons to whom the Offer was made.

The Offer is now scheduled to close at 5:00pm (WST) on 12 June 2015, unless further extended or withdrawn.

Yours sincerely  
**Mosman Oil and Gas Limited**

A handwritten signature in black ink, appearing to read 'Zane Lewis', written over a horizontal line.

**Zane Lewis**  
Company Secretary

**Enclosures**



MOSMAN OIL AND GAS  
LIMITED

## NOTICE THAT OFFERS ARE FREE FROM DEFEATING CONDITION

TO: MEO Australia Limited  
ASX Limited

For the purposes of section 650F(1) of the *Corporations Act 2001* (Cth), Mosman Oil and Gas Limited gives notice and declares that:

- (a) its offer to acquire 100% of the fully paid ordinary shares in MEO Australia Limited (**Offer**) (as varied by the Notice of Variation dated 16 March 2015) contained in the replacement bidder's statement dated 10 February 2015 (**Bidder's Statement**) and any takeover contract arising from acceptance of the Offer is free from the following Conditions:
- (i) the Condition detailed in Section 10.11(a) of the Bidder's Statement (relating to minimum acceptance);
  - (ii) the Condition detailed in Section 10.11(c) of the Bidder's Statement (relating to regulatory approvals);
  - (iii) the Condition detailed in Section 10.11(d) of the Bidder's Statement (relating to regulatory actions);
  - (iv) the Condition detailed in Section 10.11(e) of the Bidder's Statement (relating to other acquisitions or mergers);
  - (v) the Condition detailed in Section 10.11(f) of the Bidder's Statement (relating to the conduct of business by a MEO Group Entity);
  - (vi) the Condition detailed in Section 10.11(g) of the Bidder's Statement (relating to a material adverse change on the MEO Group);
  - (vii) the Condition detailed in Section 10.11(h) of the Bidder's Statement (relating to change in control);
  - (viii) the Condition detailed in Section 10.11(i) of the Bidder's Statement (relating to litigation against any MEO Group Entity);
  - (ix) the Condition detailed in Section 10.11(j) of the Bidder's Statement (relating to dividend distributions by MEO); and
  - (x) the Condition detailed in Section 10.11(k) of the Bidder's Statement (relating to prescribed occurrences).
- (b) as at the close of business on 30 April 2015, its voting power in MEO Australia Limited was 1.605%.

Unless the context otherwise requires, capitalised words in this notice have the same meaning given to them in the Bidder's Statement.

This notice is dated 1 May 2015.

Signed for and on behalf of Mosman Oil and Gas Limited

A handwritten signature in black ink, appearing to read 'JBarr', written over a large, light-colored oval scribble.

**JOHN W BARR**  
Executive Chairman  
Mosman Oil and Gas Limited



MOSMAN OIL AND GAS  
LIMITED

**NOTICE OF VARIATION – INCREASE OF OFFER CONSIDERATION & FURTHER  
EXTENSION OF OFFER PERIOD**

**TO:** MEO Australia Limited  
Australasian Securities & Investments Commission  
ASX Limited  
Each person to whom the Offer was made

Mosman Oil and Gas Limited (**Mosman**) gives this notice pursuant to section 650D(1) of the Corporations Act in relation to its offer to acquire 100% of the fully paid ordinary shares in MEO Australia Limited (**Offer**) (as varied by the Notice of Variation dated 16 March 2015) contained in the replacement bidder's statement dated 10 February 2015 (**Bidder's Statement**).

Mosman gives notice that it varies the Bidder's Statement and the Offer by:

- (a) increasing the Offer Consideration to one Mosman Share for every five MEO Shares; and
- (b) extending the Offer Period so as to change the close of the Offer Period from 5:00pm (WST) on 8 May 2015 to 5:00pm (WST) on 12 June 2015, unless further extended or withdrawn.

The Offer is varied by:

- (a) replacing the Offer Consideration referred to as:
  - (i) "1 Mosman Share for every 10 MEO Shares";
  - (ii) "one Mosman Share for every 10 MEO Shares"; or
  - (iii) "one Mosman Share for every 10 of your MEO Shares",with "one Mosman Share for every five MEO Shares" throughout the Bidder's Statement; and
- (b) replacing the closing date referred to as "5:00pm (WST) Friday, 8 May 2015" (as varied by the Notice of Variation dated 16 March 2015) with "5:00pm (WST) Friday, 12 June 2015" throughout the Bidder's Statement.

The new date for giving a notice on the status of the Conditions pursuant to section 630(3) of the Corporations Act (detailed in Section 9.15 and 10.15) is 5 June 2015 (subject to an extension in accordance with section 630(2) of the Corporations Act if the Offer Period is further extended).

In accordance with section 650E of the Corporations Act, on the basis that the Offer is subject to defeating conditions and the Offer has been varied to extend the closing date by more than

one month, if you have already accepted the Offer in respect of your MEO Shares, you may withdraw your acceptance by:

- (a) giving written notice within one month beginning on the day after the day on which you received this notice; and
- (b) if applicable, returning any consideration received by you for accepting the Offer together with any necessary documents of transfer.

Any notice by a MEO Shareholder withdrawing its acceptance of the Offer under section 650E of the Corporations Act must:

- (a) if the MEO Shares are in CHES Holding, be in the form of a Valid Originating Message Transmitted to ASX Settlement by the Controlling Participant for that CHES Holding, specifying the number of MEO Shares to be released from the Offer Accepted Subposition in which the relevant MEO Shares have been reserved; and
- (b) in any other case, be in writing to Mosman, care of Computershare Investor Services Pty Limited at:

Computershare Investor Services Pty Limited  
GPO Box 52  
Melbourne VIC 3001  
Australia

If a MEO Shareholder withdraws an acceptance in the above manner, and is legally entitled to withdraw their acceptance, Mosman will, before the end of 14 days after the date on which the withdrawal notice is given:

- (a) return to that MEO Shareholder all documents that were sent by that MEO Shareholder to Mosman with the acceptance of the Offer; and
- (b) if the MEO Shares are in a CHES Holding, Transmit to ASX Settlement a Valid Message that authorises the release of those MEO Shares from the Offer Accepted Subposition in which the CHES Holding has been reserved.

Unless the context otherwise requires, capitalised words in this notice have the same meaning given to them in the Bidder's Statement and words defined in the ASX Settlement Operating Rules have the same meaning in this notice.

A copy of this notice was lodged with ASIC on 1 May 2015. ASIC takes no responsibility for the contents of this notice.

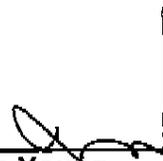
This notice is dated 1 May 2015.

Signed for and on behalf of Mosman Oil and Gas Limited in accordance with a resolution of the directors of Mosman Oil and Gas Limited.



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Mr John W Barr  
Executive Chairman  
Mosman Oil and Gas Limited



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Mr John Young  
Non-Executive Director  
Mosman Oil and Gas Limited



MOSMAN OIL AND GAS  
LIMITED

## NOTICE – FURTHER EXTENSION OF DATE OF NOTICE OF STATUS OF CONDITIONS

**TO:** MEO Australia Limited  
ASX Limited

Mosman Oil and Gas Limited (**Mosman**) gives this notice pursuant to section 630(2)(b) of the Corporations Act in relation to its offer to acquire 100% of the fully paid ordinary shares in MEO Australia Limited (**Offer**) (as varied by the Notice of Variation dated 16 March 2015) contained in the replacement bidder's statement dated 10 February 2015 (**Bidder's Statement**).

Mosman gives notice that the date for giving a notice on the status of the Conditions pursuant to section 630(3) of the Corporations Act (detailed in Section 9.15 and 10.15) has been extended by the operation of section 630(2) of the Corporations Act.

The new date for giving a notice on the status of the Conditions is 5 June 2015 (subject to an extension in accordance with section 630(2) of the Corporations Act if the Offer Period is further extended).

As at the date of this notice:

(a) Mosman has freed the Offer from the following Conditions:

- (i) the Condition detailed in Section 10.11(a) of the Bidder's Statement (relating to minimum acceptance);
- (ii) the Condition detailed in Section 10.11(c) of the Bidder's Statement (relating to regulatory approvals);
- (iii) the Condition detailed in Section 10.11(d) of the Bidder's Statement (relating to regulatory actions);
- (iv) the Condition detailed in Section 10.11(e) of the Bidder's Statement (relating to other acquisitions or mergers);
- (v) the Condition detailed in Section 10.11(f) of the Bidder's Statement (relating to the conduct of business by a MEO Group Entity);
- (vi) the Condition detailed in Section 10.11(g) of the Bidder's Statement (relating to a material adverse change on the MEO Group);
- (vii) the Condition detailed in Section 10.11(h) of the Bidder's Statement (relating to change in control);
- (viii) the Condition detailed in Section 10.11(i) of the Bidder's Statement (relating to litigation against any MEO Group Entity);
- (ix) the Condition detailed in Section 10.11(j) of the Bidder's Statement (relating to dividend distributions by MEO); and



MOSMAN OIL AND GAS  
LIMITED

- (x) the Condition detailed in Section 10.11(k) of the Bidder's Statement (relating to prescribed occurrences); and
- (b) so far as Mosman is aware, the remaining Condition detailed in Section 10.11(b) of the Bidder's Statement has not been fulfilled. The Offer remains subject to the Condition detailed in Section 10.11(b) of the Bidder's Statement and Mosman has not freed the Offer from that Condition.

Unless the context otherwise requires, capitalised words in this notice have the same meaning given to them in the Bidder's Statement.

This notice is dated 1 May 2015.

Signed for and on behalf of Mosman Oil and Gas Limited

A handwritten signature in black ink, appearing to read 'JW Barr', written over a large, light-colored oval shape.

**JOHN W BARR**  
Executive Chairman  
Mosman Oil and Gas Limited



MOSMAN OIL AND GAS  
LIMITED

T 000001 000 MEOTKO  
MR SAM SAMPLE  
UNIT 123 SAMPLE STREET  
SAMPLETOWN NSW 2001

1 May 2015

Dear MEO Shareholder

**Mosman Oil and Gas Limited's Off-Market Takeover Bid for MEO Australia Limited  
Increase of Offer Consideration & Further Extension of Offer Period**

As you are aware, Mosman Oil and Gas Limited (**Mosman**) has made an off-market takeover bid to acquire 100% of the fully paid ordinary shares in MEO Australia Limited (**MEO**) pursuant to a replacement bidder's statement dated 10 February 2015 (**Bidder's Statement**) (**Offer**) (as varied by the Notice of Variation dated 16 March 2015).

The Offer was scheduled to close at 5:00pm (WST) on 8 May 2015, unless extended or withdrawn by Mosman. Mosman wishes to advise you that it has varied the Offer by:

- (a) increasing the Offer consideration to one Mosman share for every five of your MEO shares; and
- (b) extended the Offer period by a further 35 days. This means that if you have not already accepted the Offer, you will now be able to do so until 5:00pm (WST) on 12 June 2015, unless the Offer is further extended or withdrawn by Mosman.

The new date for Mosman to give a notice on the status of the conditions of the Offer is now 5 June 2015. As at the date of this letter:

- (a) Mosman has freed the Offer from the following Conditions:
  - (i) the Condition detailed in Section 10.11(a) of the Bidder's Statement (relating to minimum acceptance);
  - (ii) the Condition detailed in Section 10.11(c) of the Bidder's Statement (relating to regulatory approvals);
  - (iii) the Condition detailed in Section 10.11(d) of the Bidder's Statement (relating to regulatory actions);
  - (iv) the Condition detailed in Section 10.11(e) of the Bidder's Statement (relating to other acquisitions or mergers);
  - (v) the Condition detailed in Section 10.11(f) of the Bidder's Statement (relating to the conduct of business by a MEO Group Entity);



**MOSMAN OIL AND GAS**  
LIMITED

- (vi) the Condition detailed in Section 10.11(g) of the Bidder's Statement (relating to a material adverse change on the MEO Group);
  - (vii) the Condition detailed in Section 10.11(h) of the Bidder's Statement (relating to change in control);
  - (viii) the Condition detailed in Section 10.11(i) of the Bidder's Statement (relating to litigation against any MEO Group Entity);
  - (ix) the Condition detailed in Section 10.11(j) of the Bidder's Statement (relating to dividend distributions by MEO); and
  - (x) the Condition detailed in Section 10.11(k) of the Bidder's Statement (relating to prescribed occurrences); and
- (b) so far as Mosman is aware, the remaining Condition detailed in Section 10.11(b) of the Bidder's Statement has not been fulfilled. The Offer remains subject to the Condition detailed in Section 10.11(b) of the Bidder's Statement and Mosman has not freed the Offer from that Condition.

**Enclosed** is a formal notice of variation of the Offer which is provided to you pursuant to section 650D(1) of the *Corporations Act 2001* (Cth).

If you have any queries in relation to the Offer or the extension of the Offer period, please contact the MEO Shareholder Information Line on 1300 889 468 (for callers within Australia) or + 61 2 8022 7902 (for callers outside Australia) between 9:00am and 5:00pm (AEST) or contact your legal, financial or other professional adviser.

Yours sincerely  
**MOSMAN OIL AND GAS LIMITED**

A handwritten signature in black ink, appearing to read 'John W Barr', written over a large, light-colored oval shape.

**JOHN W BARR**  
Executive Chairman

**Enclosure**