



## Announcement Summary

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**Entity name**

HAWKLEY OIL AND GAS LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

Wednesday April 8, 2020

**The Proposed issue is:**

- A non pro rata offer of securities under a disclosure document or product disclosure statement (PDS)
- A placement or other type of issue

**Total number of +securities proposed to be issued for a non pro rata offer of securities under a disclosure document or product disclosure statement (PDS)**

ASX +Security Code	+Security Description	Maximum Number of +securities to be issued
HOG	ORDINARY FULLY PAID	233,333,333

**Closing date for receipt of acceptances**

Monday May 4, 2020

**Proposed +issue date**

Monday May 11, 2020

**Total number of +securities proposed to be issued for a placement or other type of issue**

ASX +Security Code	+Security Description	Maximum Number of +securities to be issued
n/a	Convertible notes at 2 cents per share with free attaching options.	25,000,000

**Proposed +issue date**

Monday April 6, 2020

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

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**1.1 Name of +Entity**

HAWKLEY OIL AND GAS LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

**1.2 Registered Number Type**

ACN

**Registration Number**

115712162

**1.3 ASX issuer code**

HOG

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

Wednesday April 8, 2020

**1.6 The Proposed issue is:**

A non-+pro rata offer of +securities under a +disclosure document or +PDS

A placement or other type of issue



Part 5 - Details of proposed non-pro rata offer under a disclosure document or PDS

Part 5A - Conditions

5A.1 - Are any of the following approvals required for the non-pro rata offer of securities under a disclosure document or PDS?

- Security holder approval
- Court approval
- Lodgement of court order with ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

Yes

5A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
Security holder approval	Monday April 6, 2020	<input checked="" type="checkbox"/> Actual	Yes

Comments

Part 5B - Offer details

Is the proposed security a 'New class' (securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

Existing class

Will the proposed issue of this security include an offer of attaching securities?

No

Details of securities proposed to be issued

ASX Security Code and Description

HOG : ORDINARY FULLY PAID

Maximum Number of securities proposed to be issued

233,333,333



**Minimum Number of +securities proposed to be offered to each individual +security holder**

66,667

**Maximum Number of +securities proposed to be offered to each individual +security holder**

700,000,000

**Minimum subscription \$ amount proposed to be offered to each individual security holder**

2,000

**Maximum subscription \$ amount proposed to be offered to each individual security holder**

2,100,000

**Purpose of the issue**

Provide funds for the proposed acquisition of an operating interest in an oil and gas project in North Dakota, to fund planned development activities on the project, to help satisfy requirements to re-comply with Chapters 1 and 2 of the ASX Listing Rules, to enable the Company to pursue other growth opportunities, to provide working capital and to fund the expenses of the offer.

**Offer price details for retail security holders**

**In what currency will the offer be made?**

AUD - Australian Dollar

**What is the offer price per +security?**

AUD 0.03000

**Offer price details for institutional security holders**

**Could offer price per +security be determined by bookbuild?**

**Oversubscription & Scale back details**

**Are +security holders allowed to oversubscribe?**

Yes

**Provide the oversubscription details**

Allocation of securities is at the absolute discretion of the Company.

**May a scale back be applied to this event?**

Yes

**Provide the scale back details**

Allocation of securities is at the absolute discretion of the Company.

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

Yes

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Part 5C - Timetable

**5C.1 Lodgement date of +disclosure document or +PDS with ASIC**

Monday April 6, 2020



**5C.2 Date when +disclosure document or +PDS and acceptance forms will be made available to investors**

Tuesday April 7, 2020

**5C.3 Offer open date**

Tuesday April 7, 2020

**5C.4 Closing date for receipt of acceptances**

Monday May 4, 2020

**5C.6 Proposed +issue date**

Monday May 11, 2020

Part 5D - Listing Rule requirements

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**5D.1 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?**

Yes

**5D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1**

Monday April 6, 2020

Part 5E - Fees and expenses

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**5E.1 Will there be a lead manager or broker to the proposed offer?**

Yes

**5E.1a Who is the lead manager/broker?**

CPS Capital Group Pty Ltd ("CPS")

**5E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?**

\$20,000 mandate fee, 1% fee on the gross raising under the prospectus and 5% additional fee on funds raised directly by CPS under the prospectus. CPS will also receive up to 30,000,000 shares upon reinstatement to official quotation

**5E.2 Is the proposed offer to be underwritten?**

No

**5E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?**

Yes

**5E.3a Will the handling fee or commission be Dollar based or Percentage based?**

Percentage based (%)



**5E.3b Amount of any handling fee or commission payable to brokers who lodge acceptances on behalf of investors**

5.000000 %

**5E.3c Please provide any other relevant information about the handling fee or commission method**

The amount of any commission paid will be determined by negotiation directly with the Lead Broker, up to a maximum of 5%,

**5E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer**

Estimated legal fees (Australia and USA) of \$100,000, investigating accountant fee \$16,000, independent reserves consultant fee \$29,396, consultancy fees \$50,000, ASX Listing Fee \$70,635, ASIC fee \$3,206 and \$10,000 for printing and other costs.

Part 5F - Further Information

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**5F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?**

No

**5F.2 The entity's allocation policy for the offer, including whether or not acceptances from existing +security holders will be given priority**

The offer includes an allocation of 20,000,000 shares available as a priority offer to existing shareholders.

**5F.3 URL on the entity's website where investors can download the +disclosure document or +PDS**

[www.hawkleyoilandgas.com](http://www.hawkleyoilandgas.com)

**5F.4 Any other information the entity wishes to provide about the proposed offer**



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

**7A.1 - Are any of the following approvals required for the placement or other type of issue?**

- **+Security holder approval**
- **Court approval**
- **Lodgement of court order with +ASIC**
- **ACCC approval**
- **FIRB approval**
- **Another approval/condition external to the entity**

Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	Monday April 6, 2020	<input checked="" type="checkbox"/> Actual	Yes

**Comments**

Part 7B - Issue details

**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

New class

**Will the proposed issue of this +security include an offer of attaching +securities?**

No

Details of +securities proposed to be issued

**ISIN Code (if Issuer is a foreign company and +securities are non CDIs)**

**Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?**

Yes

**Will the entity be seeking quotation of the 'new' class of +securities on ASX?**

No

**ASX +Security Code**

New class-code to be confirmed

**+Security Description**

Convertible notes at 2 cents per share with free attaching options.

**+Security Type**

Convertible Debt Securities

**Maximum Number of +securities proposed to be issued**

25,000,000

**Purpose of the issue**

To provide working capital and seed capital for the costs of re-compliance with Chapters 1 and 2 of the ASX Listing Rules.

**Offer price details for retail security holders****In what currency is the cash consideration being paid?**

AUD - Australian Dollar

**What is the issue price per +security?**

AUD 1.00000

**Will all the +securities issued in this class rank equally in all respects from their issue date?** Yes**Oversubscription & Scale back details****May a scale back be applied to this event?** Yes**Provide the scale back details**

Allocation of securities is at the absolute discretion of the Company.

## Convertible Debt +Securities details

**These securities are:**

Converting

**Type of security**

Convertible Bond

**+Security Currency**

AUD - Australian Dollar

**Face Value**

AUD 1.0000

**Interest Rate Type**

Zero Coupon

**Frequency of Coupon/Interest Payments Per Year**

No Payments

**s128F of the Income Tax Assessment Act status applicable to the security**

s128F exemption status unknown





**Is the security Perpetual (ie. No maturity)?**

No

**Maturity Date**

Tuesday June 30, 2020

**Is the Security Subordinated?**

No

**Is the Security Secured?**

No

**Select other features applicable to the security**

None of the above

**Is a First Trigger Date on which conversion, redemption, call or put can occur (whichever is first) applicable?**

No

**Details of the existing class of +security that will be issued upon exercise or conversion of this new class of +security**

HOG : ORDINARY FULLY PAID

**Please provide any further information relating to the principal terms of the +securities**

The convertible notes have a face value of \$1.00 each, convertible at 2 cents per share with 1 free attaching option for every 2 shares issued. The options will have an exercise price of 5 cents and expiry date of 30 June 2023.

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#### Part 7C - Timetable

**7C.1 Proposed +issue date**

Monday April 6, 2020

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#### Part 7D - Listing Rule requirements

**7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?**

Yes

**7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1**

Monday April 6, 2020

**7D.2 Is a party referred to in listing rule 10.11.1 participating in the proposed issue?**

No

**7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?**

No



**7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?**

No

Part 7E - Fees and expenses

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**7E.1 Will there be a lead manager or broker to the proposed issue?**

No

**7E.2 Is the proposed issue to be underwritten?**

No

**7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue**

CPS Capital Group Pty Ltd received a fee of 6% for the \$250,000 it raised directly under the seed capital convertible notes.

Part 7F - Further Information

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**7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?**

No

**7F.2 Any other information the entity wishes to provide about the proposed issue**