



**VICTORIA PETROLEUM N.L.**

A.B.N 50 008 942 827

*Incorporated in Western Australia*

9 February 2010

Announcements  
ASX Limited  
Level 4, 20 Bridge Street  
SYDNEY NSW 2000

### **PLACEMENT AND APPENDIX 3B**

Victoria Petroleum N.L. (Company) is pleased to announce that the Company has completed a placement of 11,231,928 fully paid ordinary shares to clients of RBS Morgans Corporate Limited (RBS) at 25 cents per share to raise \$2,807,982 before costs.

The placement is made pursuant to Section 708 of the Corporations Act and in accordance with Listing Rule 7.2 exemption 12 of the ASX Listing Rules. The placement is made in accordance with an Underwriting Agreement dated 19 January 2010 under which RBS agreed to underwrite the exercise of the Company's listed options which expired on 31 January 2010. The Company will pay a 2.75% underwriting fee to RBS under the agreement.

Funds raised by the placement will be used for accelerated exploration and development of Coal Seam Gas resources in the Surat Basin, Queensland, the ongoing development of the Company's Cooper Basin oil interests, and to provide general working capital.

The placement does not require shareholder approval.

For further information please contact Denis Rakich, Company Secretary on (08) 9220 9800 or Email: [admin@vicpet.com.au](mailto:admin@vicpet.com.au).

For and on behalf of the board of  
**VICTORIA PETROLEUM N.L.**

**DENIS RAKICH**  
COMPANY SECRETARY

# 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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000.

Name of entity

VICTORIA PETROLEUM NL

ABN

50 008 942 827

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   | Ordinary fully paid shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 11,231,928                 |
| 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) | Ordinary fully paid shares |

**Appendix 3B**  
**New issue announcement**

<p>4 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, from the date of allotment being 9 February 2010</p>				
<p>5 Issue price or consideration</p>	<p>25 cents per share</p>				
<p>6 Purpose of the issue          (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Funds raised by the allotment of 11,231,928 fully paid ordinary shares will be used for accelerated exploration and development of Coal Seam Gas resources in the Surat Basin, Queensland, the ongoing development of the Company's Cooper Basin oil interests, and to provide general working capital.</p>				
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>9 February 2010</p>				
<p>8 Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="694 1368 895 1384">Number</th> <th data-bbox="895 1368 1291 1384">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="694 1384 895 1532">505,078,680</td> <td data-bbox="895 1384 1291 1532">Ordinary Fully Paid</td> </tr> </tbody> </table>	Number	+Class	505,078,680	Ordinary Fully Paid
Number	+Class				
505,078,680	Ordinary Fully Paid				

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	13,000,000	Ordinary fully paid
	270,000	Paid to 10 cents, \$3.40 unpaid
	7,225,000	Paid to 0.1 cents, 39.9 cents unpaid
	8,775,000	Options @ 25 cents expiry 31 January 2012
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No change from existing policy in ordinary shares	

## Part 2 - Bonus issue or pro rata issue

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.  Cross reference: rule 7.7.	

**Appendix 3B**  
**New issue announcement**

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- |    |   |                      |
|----|---|----------------------|
| 19 | Closing date for receipt of acceptances or renunciations  | <input type="text"/> |
| 20 | Names of any underwriters   | <input type="text"/> |
| 21 | Amount of any underwriting fee or commission  | <input type="text"/> |
| 22 | Names of any brokers to the issue   | <input type="text"/> |
| 23 | Fee or commission payable to the broker to the issue  | <input type="text"/> |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of <sup>+</sup> security holders                             | <input type="text"/> |
| 25 | If the issue is contingent on <sup>+</sup> security holders' approval, the date of the meeting  | <input type="text"/> |
| 26 | Date entitlement and acceptance form and prospectus will be sent to persons entitled  | <input type="text"/> |
| 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 | <input type="text"/> |
| 28 | Date rights trading will begin (if applicable)  | <input type="text"/> |
| 29 | Date rights trading will end (if applicable)  | <input type="text"/> |
| 30 | How do <sup>+</sup> security holders sell their entitlements <i>in full</i> through a broker?   | <input type="text"/> |
| 31 | How do <sup>+</sup> security holders sell <i>part of</i> their entitlements through a broker and accept for the balance?                                    | <input type="text"/> |
| 32 | How do <sup>+</sup> security holders dispose of their entitlements (except by sale through a broker)?   | <input type="text"/> |

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+ See chapter 19 for defined terms.

33 <sup>+</sup>Despatch date

### 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

### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*(If the additional securities do not form a new class, go to 43)*

*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 <sup>+</sup>securities

*(now go to 43)*

### Entities that have ticked box 34(b)

38 Number of securities for which  
<sup>+</sup>quotation is sought

39 Class of <sup>+</sup>securities for which  
quotation is sought

**Appendix 3B**  
**New issue announcement**

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40 Do the +securities rank equally in all respects from the date of allotment 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 +class of all +securities quoted on ASX (*including* the securities in clause 38)

Number	+Class

**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 these 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.
  - 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 not available now, 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: 9 February 2010  
(Company secretary)

Print name: D.I. Rakich

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