



29 July 2015

**QUARTERLY REPORT**  
**Report on Activities for the Quarter ended 30 June 2015**

The Directors of 88 Energy Limited ("88 Energy" or the "Company", ASX & AIM:88E) provide the following report for the quarter ended 30 June 2015.

**Highlights**

- 88 Energy entered into a conditional agreement and executed a non-binding Letter of Intent with Bank of America to provide a US\$50m funding facility pursuant to which Bank of America may approve, in its sole discretion, funding for specific projects. Bank of America's lending commitment will be subject to a number of conditions including those related to due diligence.
- Payment was finalised on the Project Icewine permits bid on, and won, in November 2014 and all assignments of working interest from Burgundy Xploration LLC to Accumulate Energy Alaska, Inc (an 88 Energy subsidiary) have been submitted to the State of Alaska for processing.
- Operational highlights include the appointment of Mr Erik Opstad as General Manager of Alaskan Operations, a field trip to site confirming suitability for drilling this October and pre-application meetings with regulatory bodies in Alaska to ensure that permitting remains on schedule for drilling in October.
- Final sign off by the Moroccan Ministers for Energy and Finance was completed, marking the exit of the Company from the Tarfaya Offshore Block in Morocco.

**Key Events Subsequent to the Quarter**

- On 22 July 2015, The Company announced an oversubscribed placement raising \$12 million through the issue of 1,200m shares at \$0.01 with 170,000,000 shares to be issued under the Company's 15% placement capacity on or about 30 July 2015 and the balance of 1,030,000,000 shares to be issued post a General Meeting, scheduled for 21 August 2015

**Upcoming Events**

The current quarter is expected to deliver additional significant milestones, including:

- Finalisation of the Bank of America funding facility and completion of the \$12 million share placement, following which 88 Energy will be fully funded for drilling of its first well.
- Execution of key contracts related to the drilling of the Icewine #1 exploration well, including rig contract.
- Completion of assignment of Title and Operatorship to Accumulate Energy Alaska, Inc.



The ASX Appendix 5B attached to this report contains the Company's cash flow statement for the quarter. The significant elements for the period were:

- exploration and evaluation expenditure of A\$4.379m, ~US\$2.98m for the Project Icewine acreage (December 2014 A\$0.576m);
- administration and other operating costs A\$0.561m (December 2014 of A\$0.493m);
- a net cash outflow of A\$4.938m recorded by the Company.

At the end of the quarter, the Company had net cash reserves of A\$1.2 million, which will be bolstered in the coming quarter following completion of the \$12 million capital raising.

### Project Icewine Highlights

In November 2014, the Company entered into a binding agreement with Burgundy Xploration (**BEX**) to acquire a significant working interest (87.5%, reducing to 78% on spud of the first well on the project) in a large acreage position on a multiple objective, liquids rich exploration opportunity onshore Alaska, North America, referred to as Project Icewine.

88 Energy, (through BEX their co-venture partner), was announced highest bidder on 90,720 acres (revised to 89,542 post survey) in the November State lease sale for the North Slope of Alaska on 20 November 2014. Post award of the acreage 88 Energy will secure a 98,182 gross contiguous acre position with 85,900 acres net to the Company (76,582 net acres post spud). The primary term for the State leases is 10 years with no mandatory relinquishment and a low 16.5% royalty.

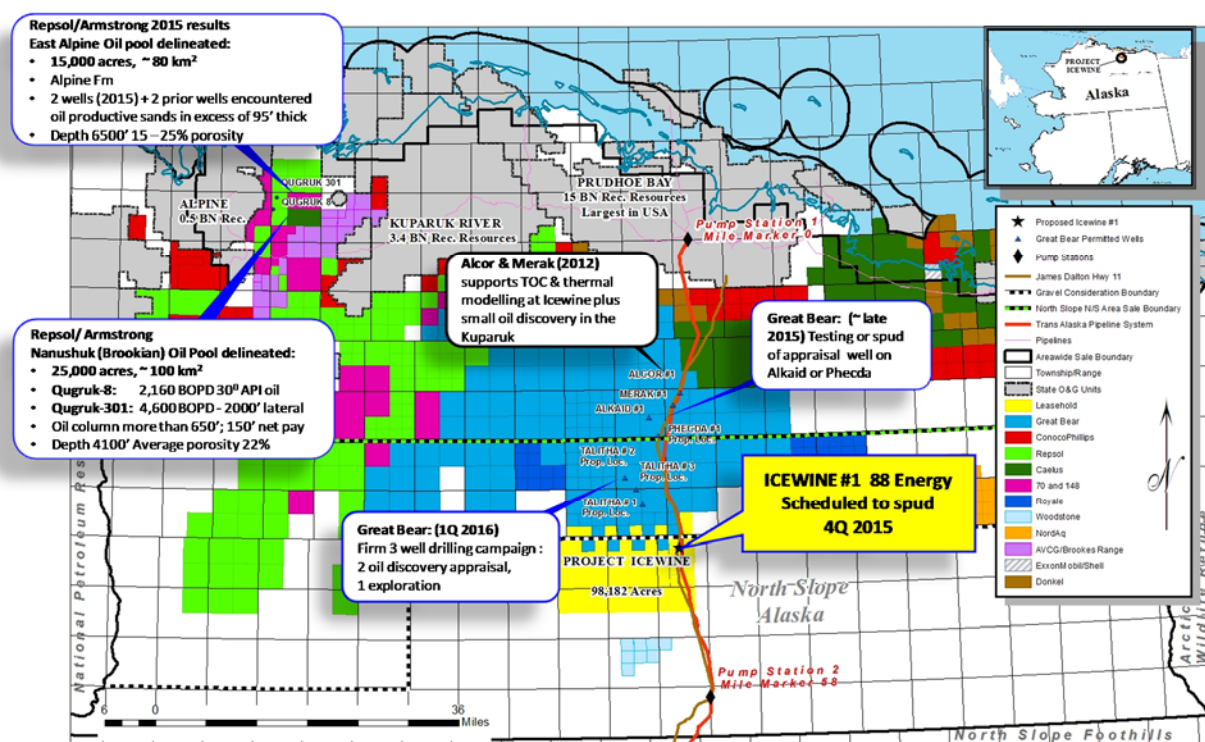


Figure 1: Project Icewine Location



Generous exploration incentives are provided by the State of Alaska with up to 85% of exploration expenditure in 2015 cash refundable, dropping to 75% mid 2016 and thereafter 35%.

The primary objective is an untested, unconventional liquids-rich shale play in a prolific source rock, the HRZ shale,(Brookian Sequence), that co-sourced the largest oil field in North America; the giant Prudhoe Bay Oil Field Complex. Internal modelling and analysis indicates that Project Icewine is located in a high liquids vapour phase sweetspot analogous to those encountered in other Tier 1 shale plays e.g. the Eagle Ford, Texas.

Conventional play potential can be found at Project Icewine within the same Brookian petroleum system and shallow to the HRZ shale and includes high porosity channel and deep water turbiditic sands. The Brookian conventional play is proven on the North Slope; the USGS (2013) estimate the remaining oil potential to be 2.1 billion barrels just within the Brookian sequence. Additional conventional potential exists in the deeper Kuparuk sands and the Ivashuk Formation.

Drilling, (2012), in the adjacent acreage to the north confirmed that the HRZ shales, along with the underlying Kingak & Shublik shales, were all within the oil window which is extremely encouraging for the unconventional potential at Project Icewine. In addition a conventional oil discovery was reported in the Kuparuk sandstones.

A Prospective Resources Report by DeGolyer and MacNaughton was commissioned by 88 Energy to evaluate the unconventional resource potential of Project Icewine and was released to the market on 19 January 2015.

**About 88 Energy:** In late 2014, 88 Energy acquired an initial 87.5% working interest (reducing to 78% on spud of the first well on the project) and operatorship in 98,182 acres onshore the prolific North Slope of Alaska ("Project Icewine"). The North Slope is the host for the 15 billion barrel Prudhoe Bay oilfield complex, the largest conventional oil pool in North America. The Company, with its Joint Venture partner Burgundy Xploration, has identified two highly prospective play types that are likely to exist on the Project Icewine acreage – one conventional and one unconventional. The large resource potential of Project Icewine was independently verified by leading international petroleum resource consultant DeGolyer and MacNaughton. In addition to the interpreted high prospectivity, the project is strategically located on a year-round operational access road and only 35 miles south of Pump Station 1 where Prudhoe Bay feeds into the TransAlaska Pipeline System. The Company plans to progress drilling and seismic in the near term to take advantage of the globally unique fiscal system in Alaska, which allows for up to 85% of CY2015 exploration expenditure to be rebated in cash.

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## Appendix 5B

### Mining exploration entity quarterly report

Introduced 1/7/96. Origin: Appendix 8. Amended 1/7/97, 1/7/98, 30/9/2001, 01/06/10.

Name of entity

88 ENERGY LIMITED

ABN

80 072 964 179

Quarter ended ("current quarter")

30 June 2015

#### Consolidated statement of cash flows

Cash flows related to operating activities		Current quarter \$A'000	Year to date (6 months) \$A'000
1.1	Receipts from product sales and related debtors	-	-
1.2	Payments for (a) exploration & evaluation	(4,379)	(4,955)
	(b) development	-	-
	(c) production	-	-
	(d) administration	(561)	(1,054)
1.3	Dividends received	-	-
1.4	Interest and other items of a similar nature received	2	6
1.5	Interest and other costs of finance paid	-	-
1.6	Income taxes paid	-	-
1.7	Other – payment of guarantee and bond	-	-
<b>Net Operating Cash Flows</b>		<b>(4,938)</b>	<b>(6,003)</b>
<b>Cash flows related to investing activities</b>			
1.8	Payment for purchases of: (a) prospects	-	-
	(b) equity investments	-	-
	(c) other fixed assets	-	-
1.9	Proceeds from sale of: (a) prospects	-	-
	(b) equity investments	-	-
	(c) other fixed assets	-	-
1.10	Loans to other entities	-	-
1.11	Loans repaid by other entities	-	-
1.12	Other	-	-
<b>Net investing cash flows</b>		<b>-</b>	<b>-</b>
1.13	Total operating and investing cash flows (carried forward)	<b>(4,938)</b>	<b>(6,003)</b>

+ See chapter 19 for defined terms.

**Appendix 5B**  
**Mining exploration entity quarterly report**

1.13	Total operating and investing cash flows (brought forward)	(4,938)	(6,003)
	<b>Cash flows related to financing activities</b>		
1.14	Proceeds from issues of shares, options, etc.	-	6,913
1.15	Proceeds from sale of forfeited shares	-	-
1.16	Proceeds from borrowings	-	-
1.17	Repayment of borrowings	-	-
1.18	Dividends paid	-	-
1.19	Other – capital raising costs	-	(690)
	<b>Net financing cash flows</b>	-	6,223
	<b>Net increase (decrease) in cash held</b>	(4,938)	220
1.20	Cash at beginning of quarter/year to date	6,235	799
1.21	Exchange rate adjustments to item 1.20	(85)	193
1.22	<b>Cash at end of quarter</b>	1,212	1,212

**Payments to directors of the entity and associates of the directors**

**Payments to related entities of the entity and associates of the related entities**

		Current quarter \$A'000
1.23	Aggregate amount of payments to the parties included in item 1.2	218
1.24	Aggregate amount of loans to the parties included in item 1.10	Nil

1.25 Explanation necessary for an understanding of the transactions

All transactions involving Directors and associates were on normal commercial terms.

**Non-cash financing and investing activities**

2.1 Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows

Nil

2.2 Details of outlays made by other entities to establish or increase their share in projects in which the reporting entity has an interest

Nil

+ See chapter 19 for defined terms.

### Financing facilities available

*Add notes as necessary for an understanding of the position.*

	Amount available \$A'000	Amount used \$A'000
3.1 Loan facilities	Nil	Nil
3.2 Credit standby arrangements	Nil	Nil

### Estimated cash outflows for next quarter

	\$A'000
4.1 Exploration and evaluation	(3,000)
4.2 Development	-
4.3 Production	-
4.4 Administration	(500)
<b>Total</b>	<b>(3,500)</b>

### Reconciliation of cash

Reconciliation of cash at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows.

	Current quarter \$A'000	Previous quarter \$A'000
5.1 Cash on hand and at bank	1,212	6,235
5.2 Deposits at call	-	-
5.3 Bank overdraft	-	-
5.4 Other	-	-
<b>Total: cash at end of quarter</b> (item 1.22)	<b>1,212</b>	<b>6,235</b>

### Changes in interests in mining tenements

	Tenement reference	Nature of interest (note (2))	Interest at beginning of quarter	Interest at end of quarter
6.1 Interests in mining tenements relinquished, reduced or lapsed				
6.2 Interests in mining tenements acquired or increased	Project Icewine	Subject to formal award by state of Alaska	87.5%	87.5%

+ See chapter 19 for defined terms.

## Appendix 5B

### Mining exploration entity quarterly report

#### Issued and quoted securities at end of current quarter

Description includes rate of interest and any redemption or conversion rights together with prices and dates.

		Total number	Number quoted	Issue price per security (see note 3) (cents)	Amount paid up per security (see note 3) (cents)
7.1	<b>Preference</b>				
	<b>+securities</b>				
	<i>(description)</i>				
7.2	Changes during quarter				
	(a) Increases through issues				
	(b) Decreases through returns of capital, buy-backs, redemptions				
7.3	<b>+Ordinary securities</b>	1,139,306,023	1,139,306,023		Fully paid
7.4	Changes during quarter				
	(a) Increases through issues				
	(b) Decreases through returns of capital, buy-backs				
7.5	<b>+Convertible debt securities</b>				
	<i>(description)</i>				
7.6	Changes during quarter				
	(a) Increases through issues				
	(b) Decreases through securities matured, converted				
7.7	<b>Options</b> <i>(description and conversion factor)</i>			<i>Exercise price</i>	<i>Expiry date</i>
		300,000		50 cents	10/4/16
		213,733		GBP£0.256	19/11/15
		487,230		GBP£0.242	19/11/15
		5,000,000		28 cents	26/11/15
		2,500,000		45 cents	31/03/16
		2,500,000		45 cents	31/10/16
		1,000,000		42 cents	12/06/17
		2,000,000		28 cents	12/06/17
		1,000,000		30 cents	22/04/16
		250,000		16 cents	12/06/17
		12,000,000		1 cent	22/10/17
		403,659,650	403,659,650	2 cents	02/03/18
		48,000,000		1.5 cents	18/02/18
		20,000,000		1.4 cents	02/03/18
7.8	Issued during quarter				
7.9	Exercised during quarter				
7.10	Expired during quarter				

+ See chapter 19 for defined terms.



**Appendix 5B**  
**Mining exploration entity quarterly report**

	Cancelled during the quarter				
7.11	<b>Debentures</b> (totals only)				
7.12	<b>Unsecured notes</b> (totals only)				

### Compliance statement

- 1 This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Act or other standards acceptable to ASX (see note 4).
- 2 This statement does /does not\* (delete one) give a true and fair view of the matters disclosed.



Sign here: .....  
(Company Secretary)

Date: 29 July 2015

Print name: Sarah Smith

### Notes

- 1 The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.
- 2 The "Nature of interest" (items 6.1 and 6.2) includes options in respect of interests in mining tenements acquired, exercised or lapsed during the reporting period. If the entity is involved in a joint venture agreement and there are conditions precedent which will change its percentage interest in a mining tenement, it should disclose the change of percentage interest and conditions precedent in the list required for items 6.1 and 6.2.
- 3 **Issued and quoted securities** The issue price and amount paid up is not required in items 7.1 and 7.3 for fully paid securities.
- 4 The definitions in, and provisions of, *AASB 1022: Accounting for Extractive Industries* and *AASB 1026: Statement of Cash Flows* apply to this report.
- 5 **Accounting Standards** ASX will accept, for example, the use of International Accounting Standards for foreign entities. If the standards used do not address a topic, the Australian standard on that topic (if any) must be complied with.

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