



ASX RELEASE – 24 JANUARY 2014

WAIVER OF ASX LISTING RULE 10.1

As announced on 2 January 2014, Buccaneer Energy Limited (Buccaneer or the Company) entered into a loan agreement with Meridian Capital Investment Fund (Meridian CIS), an affiliate of Meridian Capital International Fund (Meridian) (Loan) and entered a letter of intent with respect to a further facility to be provided by Meridian CIS, Meridian or an associated entity or a combination of them (Meridian Entity) for the purpose of refinancing the existing Victory Park Capital facility (Replacement Facility). The Replacement Facility is also anticipated to capitalise existing obligations owed by the Company to Meridian CIS and Meridian.

As announced on 2 January, it was contemplated that the Company and its subsidiaries would grant security to the Meridian Entity for the purposes of securing amounts under the Loan and the Replacement Facility (Meridian Security) subject to the Company obtaining the necessary ASX consent, or shareholder approval where required.

The Company has sought, and has been granted, a waiver from the ASX in respect to ASX Listing Rule 10.1. This waiver enables the grant of the Meridian Security by Buccaneer and its subsidiaries to the Meridian Entity without obtaining shareholder approval, in order to facilitate the financing arrangements contemplated in the announcement of 2 January 2014.

The waiver has been granted by ASX on the following conditions:

- (a) The Loan and the Replacement Facility (together, the Meridian Facilities) include a term that if an event of default occurs and the lender exercises its rights under the Meridian Security, neither Meridian nor any of its associates can acquire any legal or beneficial interest in an asset of Buccaneer or its subsidiaries in full or part satisfaction of the Company's or its subsidiaries' obligations under the Meridian Facilities, or otherwise deal with the assets of the Company or its subsidiaries, without the Company first having complied with any applicable listing rules, including listing rule 10.1, other than:
 - as required by law; or
 - through a receiver, or receiver or manager (or any other person acting on behalf of Meridian) appointed by Meridian exercising its power of sale under the Meridian Security and selling the assets to an unrelated third party on arm's length commercial terms and conditions and distributing the cash proceeds to Meridian in accordance with its legal entitlements.
- (b) A summary of the material terms of the Meridian Facilities is made in each annual report of the Company during the term of the Meridian Facilities.
- (c) Any variation to the terms of the Meridian Facilities or the Meridian Security which is (i) not a minor change or (ii) inconsistent with the terms of the waiver, must be subject to shareholder approval.
- (d) The Company must seek to discharge the Meridian Security when the funds advanced under the Meridian Facilities are repaid, or if it is not discharged, seek shareholder approval for the continuation of the Meridian Security for any further loan facility amount.
- (e) The Company immediately releases to the market an announcement which sets out the terms of the waiver, and the Company's plans with respect to the repayment of the funds advanced under the Meridian Facilities and the discharge of the Meridian Security, including the timeframe within which it expects the repayment and discharge to occur.

The Company will make a further announcement regarding the finalisation and execution of further documentation in respect to the financing arrangements announced to the market on 2 January 2014 and it will provide an update regarding the status of the asset sales also announced on 2 January 2014. The trading halt



that currently applies to the Company's securities will remain in place until that announcement is made to the market or the opening of trade on Tuesday 28 January 2014, whichever occurs first.

Yours faithfully
BUCCANEER ENERGY LIMITED

Mr Curtis Burton
Managing Director

The trading halt that currently applies to the Company's securities will remain in place until the earlier of an announcement being made to the market in respect of the financing arrangements and providing an update on asset sales or the opening of trade on Tuesday 28 January 2014.

For further information, please visit the Company's website at www.buccaneerenergy.com or email investorrelations@buccaneerenergy.com.

