



ABN 89 106 523 611

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West Perth WA 6005

Tel: +61 8 9324 1177  
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30 October 2006

The Manager  
Australian Stock Exchange Limited  
Level 4  
20 Bridge Street  
Sydney NSW 2000

Dear Sir / Madam

### **ISSUE OF ENERGY VENTURES LTD SHARES FOLLOWING CONVERSION OF PERFORMANCE SHARES SECONDARY TRADING NOTICE**

Energy Ventures Ltd ("Company") has resolved to issue 44,704,000 ordinary fully paid shares ("Securities") on 30 October 2006 to the vendors of African Energy Resources Pty Ltd ("AER"), following the conversion of performance shares to Securities upon the recent satisfaction of milestone events. The performance shares were issued as part of the consideration to the vendors of AER, as detailed in the Company announcement to the market made on 28 July 2005.

#### **Secondary Trading Exemption**

The Act restricts the on-sale of securities issued without disclosure, unless the sale is exempt under section 708 or 708A. By the Company giving this notice, sale of the 44,704,000 Securities noted above will fall within the exemption in section 708A(5) of the Act.

The Company hereby notifies ASX under paragraph 708A(5)(e) of the Act that:

- (a) the Company issued the 44,704,000 Securities without disclosure to investors under Part 6D.2 of the Act;
- (b) as at 30 October 2006 the Company has complied with the provisions of Chapter 2M of the Act as they apply to the Company, and section 674 of the Act; and
- (c) as at 30 October 2006 there is no information:
  - (i) that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
  - (ii) that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:

- A. the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
- B. the rights and liabilities attaching to the Securities.

Yours sincerely

Brett Mitchell  
Director

For further information please contact:  
**ENERGY VENTURES LIMITED**  
Registered Office:  
Ground Floor, 8 Colin Street, West Perth 6005  
Telephone: +61 8 9324 1177 Facsimile: +61 8 9324 2171  
[www.energyventures.com.au](http://www.energyventures.com.au)  
ASX Code: EVE

# 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, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

Energy Ventures Ltd

ABN

89 106 523 611

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 Shares     |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 44,704,000          |
| 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) | Fully Paid Ordinary |

+ See chapter 19 for defined terms.

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**New issue announcement**

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<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</p>				
<p>5 Issue price or consideration</p>	<p>Nil</p>				
<p>6 Purpose of the issue          (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Conversion of Performance Shares into Ordinary Shares following the satisfaction of the individual milestones of the A, B &amp; C class performance shares issued as consideration under the Share Sale Agreement for the acquisition of African Energy Resources Pty Ltd and its subsidiaries.</p>				
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>31 October 2006</p>				
<p>8 Number and +class of all +securities quoted on ASX          (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="746 1467 1050 1512">Number</th> <th data-bbox="1050 1467 1340 1512">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="746 1512 1050 1724">196,482,059</td> <td data-bbox="1050 1512 1340 1724">Ordinary</td> </tr> </tbody> </table>	Number	+Class	196,482,059	Ordinary
Number	+Class				
196,482,059	Ordinary				

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+ See chapter 19 for defined terms.

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	2,000,000	Options 12c exp 30/12/09
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The Company does not currently have a dividend policy.	

## Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?	N/A
12 Is the issue renounceable or non-renounceable?	N/A
13 Ratio in which the +securities will be offered	N/A
14 +Class of +securities to which the offer relates	N/A
15 +Record date to determine entitlements	N/A
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17 Policy for deciding entitlements in relation to fractions	N/A
18 Names of countries in which the entity has +security holders who will not be sent new issue documents  <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
19 Closing date for receipt of acceptances or renunciations	N/A

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20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	N/A
25	If the issue is contingent on +security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
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	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A

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+ See chapter 19 for defined terms.

- 32 How do +security holders dispose of their entitlements (except by sale through a broker)? N/A
- 33 +Despatch date N/A

### **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**

*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 +securities

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+ See chapter 19 for defined terms.

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

<p>38 Number of securities for which +quotation is sought</p>	<p>N/A</p>					
<p>39 Class of +securities for which quotation is sought</p>	<p>N/A</p>					
<p>40 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>N/A</p>					
<p>41 Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another security, clearly identify that other security)</p>	<p>N/A</p>					
<p>42 Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 38)</p>	<table border="1"> <thead> <tr> <th data-bbox="710 1469 1013 1507">Number</th> </tr> </thead> <tbody> <tr> <td data-bbox="710 1507 1013 1693"></td> </tr> </tbody> </table>	Number		<table border="1"> <thead> <tr> <th data-bbox="1013 1469 1300 1507">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="1013 1507 1300 1693"></td> </tr> </tbody> </table>	+Class	
Number						
+Class						

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+ See chapter 19 for defined terms.

**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 those +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.  
  
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
  
  - 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.
  
  - We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided 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:

Brett Mitchell  
Company Secretary

Date: 30 October 2006

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