

10 June 2020

Attn: Manager of ASX Announcements
Australian Securities Exchange
Level 40 Central Park
152-158 St George's Terrace
Perth WA 6000

Dear Sir/Madam

Off-market takeover bid by 88 Energy Ltd for XCD Energy Limited – Form 604

In accordance with section 671B(1) of the Corporations Act 2001 (Cth), we attach a copy of ASIC Form 604 'Notice of change of interests of substantial holder' (**Form 604**) in relation to the off-market takeover offer by 88 Energy Limited (ACN 072 964 179) (**88 Energy**) for all the fully paid ordinary shares and listed options in XCD Energy Limited (ACN 108 403 425) (**XCD Energy**).

The Form 604 sets out details of acceptances received in respect of 88 Energy's offer for ordinary shares in XCD Energy. In relation to 88 Energy's offer for the listed options in XCD Energy, 88 Energy is pleased to advise that it has received acceptances in respect of 2,500,000 listed options representing 2.13% of the listed options in XCD Energy.

This announcement has been authorised by the Board.

Yours faithfully



David Wall
Managing Director
88 Energy Ltd

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme XCD Energy Limited (**XCD Energy**)ACN/ARSN 108 403 425**1. Details of substantial holder(1)**Name 88 Energy Limited (**88 Energy**)ACN/ARSN (if applicable) 072 964 179There was a change in the interests of the
substantial holder on 9 / 6 / 2020The previous notice was given to the company on 9 / 6 / 2020The previous notice was dated 8 / 6 / 2020**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares (Shares)	136,987,407	19.58%	160,588,492	22.95%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
Annexure A					

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Annexure A					

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable. 88 Energy the substantial holder, is the only holder of relevant interest named.	Not applicable. 88 Energy, the substantial holder, is the only holder of relevant interest named.

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Annexure A	

Signature

print name **Ashley Gilbert** capacity **Company Secretary**

sign here



date **9 / 6 / 2020**

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

ANNEXURE A

XCD Energy Limited (ACN 108 403 425)

This is Annexure A of seven pages referred to in Form 604 (Notice of Change of Interests of Initial Substantial Holder)

3. Change in Relevant Interests

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
9 June 2020	88 Energy	Acquisition of relevant interests in shares in XCD Energy pursuant to acceptances of Offers dated 25 May 2020 made under 88 Energy's off-market takeover bid for fully-paid ordinary shares and listed options in XCD Energy on the terms and conditions set out in the Replacement Bidder's Statement.	The Offer consideration as set out in the Replacement Bidder's Statement, subject to the terms of the Share Offer.	23,601,085 Shares	3.37%
9 June 2020	88 Energy	Acquisition of relevant interests in shares in XCD Energy by a pre-bid shareholder pursuant to acceptances of Offers dated 25 May 2020 made under 88 Energy's off-market takeover bid for fully-paid ordinary shares and listed options in XCD Energy on the terms and conditions set out in the Replacement Bidder's Statement. 88 Energy previously had a relevant interest in these shares under s608(1) and/or s608(8) of the <i>Corporations Act 2001 (Cth)</i> pursuant to pre-bid acceptance deeds (copies of which were annexed to the Form 603 lodged with XCD Energy on 27 April 2020) in respect of which acceptances have been received.	The Offer consideration as set out in the Replacement Bidder's Statement, subject to the terms of the Share Offer.	29,395,798 Shares	4.20%

4. Present Relevant Interests

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
88 Energy	XCD Energy shareholders to whom the Offer was	Subject to terms of the Offer, 88 Energy	Relevant interest under s608(1) and/or s608(8) of the <i>Corporations Act 2001</i>	31,172,350 Shares	4.45%

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
	made and who have accepted the Offer		(Cth) pursuant to acceptances of the Offer. The ordinary shares which are the subject of the acceptances have not yet been transferred into the name of 88 Energy. The power of 88 Energy to vote or dispose of the ordinary shares that are the subject of acceptances of the Offer is qualified since 88 Energy is not presently registered as the holder of the ordinary shares.		
88 Energy	XCD Energy pre-bid shareholders to whom the Offer was made and who have accepted the Offer	Subject to terms of the Offer, 88 Energy	Relevant interest under s608(1) and/or s608(8) of the Corporations Act 2001 (Cth) pursuant to pre-bid acceptance deeds (copies of which were annexed to the Form 603 lodged with XCD Energy on 27 April 2020) in respect of which acceptances have been received. The ordinary shares which are the subject of the acceptances have not yet been transferred into the name of 88 Energy. The power of 88 Energy to vote or dispose of the ordinary shares that are the subject of acceptances of the Offer is qualified since 88 Energy is not presently registered as the holder of the ordinary shares.	34,395,798 Shares	4.92%
88 Energy	Glenroyd Investments Pty Ltd (ACN 121 109 733) <Glenroyd A/C> (Glenroyd)	Glenroyd 88 Energy may become entitled to be registered as holder of the relevant securities pursuant to the pre-bid acceptance deed between 88 Energy and Glenroyd (Glenroyd Deed).	The power to control the disposal of those XCD Energy Shares and the entitlement to become registered as the holder of those XCD Energy Shares (subject to certain conditions being met) under the Glenroyd Deed gives 88 Energy a relevant interest in the Escrowed Shares under sections 608(1)(c) and 608(8) of the Corporations Act. 88 Energy has no right to control the voting rights attached to the XCD Energy Shares.	6,100,000 Shares	0.87%

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
88 Energy	Medserv Medical Couriers Pty Ltd (ACN 158 881 013) <Gallaher Super Fund A/C> (Medserv).	Medserv 88 Energy may become entitled to be registered as holder of the relevant securities pursuant to the pre-bid acceptance deed between 88 Energy and Medserv (Medserv Deed).	The power to control the disposal of those XCD Energy Shares and the entitlement to become registered as the holder of those XCD Energy Shares (subject to certain conditions being met) under the Medserv Deed gives 88 Energy a relevant interest in the Escrowed Shares under sections 608(1)(c) and 608(8) of the Corporations Act. 88 Energy has no right to control the voting rights attached to the XCD Energy Shares	8,920,344 Shares	1.27%
88 Energy	Ronald James Lambert	Ronald James Lambert 88 Energy may become entitled to be registered as holder of the relevant securities pursuant to the pre-bid acceptance deed between 88 Energy and Ronald James Lambert (Lambert Deed).	The power to control the disposal of those XCD Energy Shares and the entitlement to become registered as the holder of those XCD Energy Shares (subject to certain conditions being met) under the Lambert Deed gives 88 Energy a relevant interest in the Escrowed Shares under sections 608(1)(c) and 608(8) of the Corporations Act. 88 Energy has no right to control the voting rights attached to the XCD Energy Shares	6,500,000 Shares	0.93%
88 Energy	Benny Bind Pty Ltd (ACN 067 534 623) <Lambert Family S/Fund A/C> (Benny Bind)	Benny Bind 88 Energy may become entitled to be registered as holder of the relevant securities pursuant to the pre-bid acceptance deed between 88 Energy and Benny Bind (Benny Bind Deed).	The power to control the disposal of those XCD Energy Shares and the entitlement to become registered as the holder of those XCD Energy Shares (subject to certain conditions being met) under the Benny Bind Deed gives 88 Energy a relevant interest in the Escrowed Shares under sections 608(1)(c) and 608(8) of the Corporations Act. 88 Energy has no right to control the voting rights attached to the XCD Energy Shares	7,500,000 Shares	1.07%
88 Energy	Boston Legal Services Pty Limited (ACN 131 121 689) <Boston Unit	Boston Legal 88 Energy may become entitled to be registered as	The power to control the disposal of those XCD Energy Shares and the entitlement to become registered as the holder of	4,000,000 Shares	0.57%

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
	A/C> (Boston Legal)	holder of the relevant securities pursuant to the pre-bid acceptance deed between 88 Energy and Boston Legal (Boston Legal Deed).	those XCD Energy Shares (subject to certain conditions being met) under the Boston Legal Deed gives 88 Energy a relevant interest in the Escrowed Shares under sections 608(1)(c) and 608(8) of the Corporations Act. 88 Energy has no right to control the voting rights attached to the XCD Energy Shares		
88 Energy	Chelsea Investments (WA) Pty Ltd (ACN 110 889 373) (Chelsea Investments)	Chelsea Investments 88 Energy may become entitled to be registered as holder of the relevant securities pursuant to the pre-bid acceptance deed between 88 Energy and Chelsea Investments (Chelsea Investments Deed).	The power to control the disposal of those XCD Energy Shares and the entitlement to become registered as the holder of those XCD Energy Shares (subject to certain conditions being met) under the Chelsea Investments Deed gives 88 Energy a relevant interest in the Escrowed Shares under sections 608(1)(c) and 608(8) of the Corporations Act. 88 Energy has no right to control the voting rights attached to the XCD Energy Shares	6,000,000 Shares	0.86%
88 Energy	Zerrin Investments Pty Ltd (ACN 110 889 346) (Zerrin Investments)	Zerrin Investments 88 Energy may become entitled to be registered as holder of the relevant securities pursuant to the pre-bid acceptance deed between 88 Energy and Zerrin Investments (Zerrin Investments Deed).	The power to control the disposal of those XCD Energy Shares and the entitlement to become registered as the holder of those XCD Energy Shares (subject to certain conditions being met) under the Zerrin Investments Deed gives 88 Energy a relevant interest in the Escrowed Shares under sections 608(1)(c) and 608(8) of the Corporations Act. 88 Energy has no right to control the voting rights attached to the XCD Energy Shares	5,000,000 Shares	0.71%
88 Energy	Tevlo Pty Ltd (ACN 008 949 040) (Tevlo)	Tevlo 88 Energy may become entitled to be registered as holder of the relevant securities	The power to control the disposal of those XCD Energy Shares and the entitlement to become registered as the holder of those XCD Energy Shares (subject to certain conditions being met) under the Tevlo Deed gives	1,000,000 Shares	0.14%

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
		pursuant to the pre-bid acceptance deed between 88 Energy and Michael Evans (in relation to shares held by Tevlo) (Tevlo Deed).	88 Energy a relevant interest in the Escrowed Shares under sections 608(1)(c) and 608(8) of the Corporations Act. 88 Energy has no right to control the voting rights attached to the XCD Energy Shares		
88 Energy	Tour Holdings Pty Ltd (ACN 009 271 550) (Tour Holdings)	Tour Holdings 88 Energy may become entitled to be registered as holder of the relevant securities pursuant to the pre-bid acceptance deed between 88 Energy and Michael Evans (in relation to shares held by Tour Holdings) (Tour Holdings Deed).	The power to control the disposal of those XCD Energy Shares and the entitlement to become registered as the holder of those XCD Energy Shares (subject to certain conditions being met) under the Tour Holdings Deed gives 88 Energy a relevant interest in the Escrowed Shares under sections 608(1)(c) and 608(8) of the Corporations Act. 88 Energy has no right to control the voting rights attached to the XCD Energy Shares	3,000,000 Shares	0.43%
88 Energy	Crying Rock Pty Ltd (ACN 150 468 134) <Crying Rock AC> (Crying Rock)	Crying Rock 88 Energy may become entitled to be registered as holder of the relevant securities pursuant to the pre-bid acceptance deed between 88 Energy and Crying Rock (Crying Rock Deed).	The power to control the disposal of those XCD Energy Shares and the entitlement to become registered as the holder of those XCD Energy Shares (subject to certain conditions being met) under the Crying Rock Deed gives 88 Energy a relevant interest in the Escrowed Shares under sections 608(1)(c) and 608(8) of the Corporations Act. 88 Energy has no right to control the voting rights attached to the XCD Energy Shares	15,000,000 Shares	2.14%
88 Energy	Mr Jason Alexander Bond + Ms Jennifer Kate Landgan <The Bond Super Fund A/C> (Bond Parties)	The Bond Parties 88 Energy may become entitled to be registered as holder of the relevant securities pursuant to the pre-bid acceptance deed between	The power to control the disposal of those XCD Energy Shares and the entitlement to become registered as the holder of those XCD Energy Shares (subject to certain conditions being met) under the Bond Deed gives 88 Energy a relevant interest in the Escrowed Shares under sections	12,000,000 Shares	1.71%

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
		88 Energy and the Bond Parties (Bond Deed).	608(1)(c) and 608(8) of the Corporations Act. 88 Energy has no right to control the voting rights attached to the XCD Energy Shares		
88 Energy	Alexander Holdings (WA) Pty Ltd (ACN 150 512 815) (Alexander Holdings)	Alexander Holdings 88 Energy may become entitled to be registered as holder of the relevant securities pursuant to the pre-bid acceptance deed between 88 Energy and Alexander Holdings (Alexander Holdings Deed).	The power to control the disposal of those XCD Energy Shares and the entitlement to become registered as the holder of those XCD Energy Shares (subject to certain conditions being met) under the Alexander Holdings Deed gives 88 Energy a relevant interest in the Escrowed Shares under sections 608(1)(c) and 608(8) of the Corporations Act. 88 Energy has no right to control the voting rights attached to the XCD Energy Shares	20,000,000 Shares	2.86%

6. Addresses

Name	Address
XCD Energy	Level 1, 35 Outram Street, West Perth WA 6005
88 Energy and the 88 Energy Subsidiaries	Level 2, 5 Ord Street, West Perth WA 6005
Glenroyd	25 Dumbarton Crescent, Menora, WA 6050
Medserv	'Subiaco Mews' Suite 29, 375 Hay Street, Subiaco WA 6008
Ronald James Lambert	GPO BOX Z5225, St Georges Terrace, Perth WA, 6831
Benny Bind	Suite 9, 2-4 Merton Street, Sutherland NSW 2232
Boston Legal	27 Quagamirup Road, Wandillup WA 6256
Chelsea Investments	Unit 2, 14 Nicholson Road, Subiaco WA 6008
Zerrin Investments	4 Clovelly Road, City Beach WA 6015
Michael Evans	Unit 4, 15 Old Jacaranda Way, Subiaco WA 6008
Crying Rock	Level 3, 216 St Georges Terrace, Perth WA 6000
The Bond Parties	GPO BOX Z5225, St Georges Terrace, Perth WA, 6831
Alexander Holdings	c/- Sampey & Co, Suite 102, 48-50 Outram Street, West Perth WA 6005

Signature

print name

Ashley Gilbert

capacity

Company Secretary

sign here



date

9 / 6 / 2020