

**ASX RELEASE – 24 MAY 2013**

**NOTICE OF MEETING**

Buccaneer Energy Limited (“Buccaneer” or “the Company”) advises that it has scheduled a shareholders’ meeting on 2 July 2013 to consider resolutions pursuant to a notice received on 2 May 2013 by the Company under section 249D of the Corporations Act.

The Company’s Directors will soon be communicating directly with shareholders to express their views in respect to the resolutions to be considered.

The two shareholders requisitioning the shareholders’ meeting are Singaporean based and hold a combined 8.6% of the Company’s shares. Irrespective of this minority shareholding the requisitioning shareholders are seeking to replace 100% of the Company’s Directors with their own nominees. The Directors believe that the resolutions are not in the interest of the Company or its shareholders and recommend voting AGAINST all resolutions.

If the resolutions proposed by the requisitioning shareholders are passed it will mean that Buccaneer will no longer have any independent directors, nor any directors located in the United States. The role of an independent director, in part, is to ensure that decisions being made by the board are in the best interests of all shareholders. If the resolutions proposed by the requisitioning shareholders are successful the Company will not comply with ASX Corporate Governance Principles which recommend that a board have a majority of independent directors.

The requisitioning shareholders became shareholders through a placement conducted by the Company to them on 27 December 2012. Since that time these shareholders have not contacted the Company to discuss any matter, including any matters in respect to concerns relating to the management of the Company or the progress of the development of its assets.

At the time of the placement the requisitioning shareholders represented themselves as being impressed by the Company’s asset base, its achievements to date and expressed belief that with adequate funding the development program that was outlined at that time was achievable. Since then the Company’s development has been in accordance with the outlined plans.

Buccaneer Directors have attempted the following:

- to contact the requisitioning shareholders via email and telephone to establish a dialogue in an attempt to ascertain any concerns that they might have in respect to the Company’s operations or the way the Company is being managed;
- offered to meet with the requisitioning shareholders at a place of their choosing in an attempt to ascertain and address any concerns that they might have in respect to the Company’s operations or the way the Company is being managed; and
- offered to enter into discussions in respect to giving the requisitioning shareholders board representation.

All of the above attempts have been ignored by the requisitioning shareholders.



The directors nominated by the requisitioning shareholders are Nicholas Davies, currently the Chairman of Dart Energy Limited (“Dart Energy”), Shaun Scott currently a director of Dart Energy and Clinton Adams. Dart Energy is a company focused on the development of coal seam gas assets. Dart Energy was formed in mid August 2010 with both Nicholas Davies and Shaun Scott being part of the inaugural board and until late 2012 both held executive director positions with Dart Energy.

Since that time Dart Energy has spent approximately \$180 million in net capital expenditure and administration costs with which it has achieved a total of \$893,000 in gross revenue<sup>1</sup>. During that time Dart Energy has not had any Proven Reserves certified by independent engineers. In the period 30 August 2010 until 20 May 2013 Dart Energy’s share price has declined 93.8% from \$0.80 to \$0.051.

It is the Directors’ view that Dart Energy’s core asset now seem to be its cash holdings that were \$24.8 million as at 31 March 2013.

Buccaneer acquired its first Alaskan asset in April 2010. Since 1 July 2010 Buccaneer has spent approximately \$82 million in net capital expenditure<sup>2</sup> and administration costs with which it has achieved a total of \$15.4 million in gross revenue<sup>3</sup>. During that time it has had 17.8 million barrels of oil equivalent (MMBOE) certified by third party engineers with a Present Value (10% discount) of US\$342 million. In the period 30 August 2010 until 20 May 2013 Buccaneer’s share price has declined 2.6% from \$0.038 to \$0.037.

In contrast, Buccaneer has a fully permitted and well defined growth plan with Proven Reserves, access to significant infrastructure and access to a government exploration and development rebate program that rebates in cash up to 65% of its exploration expenditure.

Buccaneer has entered into the execution phase of its offshore program after spending the last 3 years building the platform of permits, technical data and access to a jack-up drilling rig. The Company is simultaneously ramping up its onshore development program at the Kenai Loop and West Eagle projects. The Company’s Kenai Loop project is currently producing ~10 million cubic feet per day (“MMCFD”) which generates average net revenue of US\$18.0 million per annum.

Neither the requisitioning shareholders nor their nominated directors have articulated to the current Directors or the market any plan that they intend to implement for Buccaneer or its assets. It is the Directors’ view that the purpose of the resolutions is to affect a change of control of Buccaneer (through Board control) without proceeding with a formal takeover offer to all shareholders.

Attached is the Notice of Meeting and Proxy Form which was despatched to shareholders yesterday.

Yours faithfully

**BUCCANEER ENERGY LIMITED**

**Mr Dean Gallegos**  
**Director**

<sup>1</sup> Dart Energy Limited quarterly reports for the period 1 July 2010 – 31 March 2013. Administration expenses amounted to \$34.1 million.

<sup>2</sup> Net of rebates received and applied for under the Alaskan State Government ACES rebate program. Gross amount is \$116 million which includes total administration expenses of \$22.3 million.

<sup>3</sup> Buccaneer Energy Limited quarterly reports for the period 1 July 2010 – 31 March 2013.



For further information please contact Dean Gallegos, Executive Director on 0416 220 007 or 02 9233 2520. Alternatively visit the Company's website at [www.buccaneerenergy.com](http://www.buccaneerenergy.com).

#### Competent Person Statement

Information contained in this report pertaining to the Alaskan projects was reviewed by Dr. Vijay Bangia, PhD in Petroleum Engineering from the University of Tulsa, who has over 31 years experience including employment by Shell Oil Company, Union Texas Petroleum, Burlington Resources and Renaissance Alaska. Dr. Bangia has approved the inclusion in this report of the technical matters and information herein in the form and context in which it appears.

#### About Buccaneer

*Buccaneer Energy Limited is an Australian listed company focused on developing its 100% owned oil & gas assets in Alaska. The Company's flagship projects are a series of onshore and offshore developmental and exploration prospects in Alaska's Cook Inlet.*

*Buccaneer Energy has a 3 pronged cash flow strategy:*

- *Developing the 100 % owned Kenai Loop onshore gas project with independently assessed 6.4 MMBOE in 2P Reserves;*
- *Operating a Offshore Jack Up rig for use by third parties in the Cook Inlet; and*
- *Developing its 100% owned offshore Cook Inlet projects that have independently assessed 88.4 MMBOE in 2P Reserves / P50 Resources using the acquired Jack Up rig.*

*Buccaneer Energy has a 50/50 joint venture with Singaporean based Ezion, a leader in the development, ownership and chartering of strategic offshore assets and the Alaskan Industrial Development and Export Authority ("AIDEA"). This joint venture has acquired the jack-up rig "Endeavour" which is capable of drilling in all areas of the Cook Inlet, the Beaufort Sea and the Chukchi Sea. Mobilisation of the Endeavour into the Cook Inlet was completed in late August 2012.*

*The Alaskan Government is supportive of oil and gas in the Cook Inlet. There are a number of fiscal incentive programs for exploration and development in the Cook Inlet.*

*Buccaneer Energy has drilled the two wells onshore Kenai Loop both of which are in production at a combined rate of 10.0 MMCFD (1,666 BOEPD), the Company expects this to increase to 11 - 12 MMCFD (1,833 – 2,000 BOEPD) if a third gas sales contract can be finalised in the coming months.*

*Buccaneer Energy also has major working interests in two producing projects in Texas, USA. Pompano is an offshore gas project located in the Gulf of Mexico, drilled by the Company in 2008 and has an additional pipeline of 'drill-ready' gas prospects.*

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