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19 December 2011

Company Announcements Office  
Australian Securities Exchange  
By electronic transmission

**PRO-RATA RENOUNCEABLE ENTITLEMENT OFFER UPDATE AND REVISED APPENDIX 3B**

On 18 October 2011 the Company announced a 2.5 for 1 pro rata renounceable entitlement offer ("Entitlement Offer") of new Bowen Energy ordinary shares at an offer price of 3.3 cents per New Share.

The Indicative Timetable for the Entitlement Offer (as set out in the announcement of 18 October 2011) contemplated the lodgement of the prospectus for the Entitlement Offer ("Entitlement Prospectus") with ASIC on 31 October 2011. Accordingly, the Indicative Timetable as set out in the announcement of 18 October 2011 and relevant dates as set out in the Appendix 3B lodged with ASX on 18 October 2011 no longer apply.

Attached is a revised Appendix 3B which incorporates the amended timetable dates and other minor changes pursuant to the finalisation of the Entitlement Prospectus.

For further information, please contact:

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# 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

BOWEN ENERGY LIMITED

ABN

71 120 965 095

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   | Fully paid ordinary shares                             |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 204,234,345  |
| 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) | As per other fully paid ordinary shares already quoted |

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**Appendix 3B**  
**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>3.3 cents per share</p>				
<p>6 Purpose of the issue          (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Proceeds from the Entitlement Offer will be applied towards further exploration across Bowen Energy's coal exploration permits and exploration leases for base metals, uranium and precious metals and working capital to meet its forecast expenditure over the next 12 months.</p>				
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>30 January 2012</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="686 1478 989 1512">Number</th> <th data-bbox="989 1478 1283 1512">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="686 1512 989 1729">285,928,083</td> <td data-bbox="989 1512 1283 1729">Fully paid ordinary shares</td> </tr> </tbody> </table>	Number	+Class	285,928,083	Fully paid ordinary shares
Number	+Class				
285,928,083	Fully paid ordinary shares				

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	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)		
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)		

## Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?	No
12 Is the issue renounceable or non-renounceable?	Renounceable
13 Ratio in which the +securities will be offered	2.5 new shares for every 1 share held
14 +Class of +securities to which the offer relates	Fully paid ordinary shares
15 +Record date to determine entitlements	30 December 2011
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17 Policy for deciding entitlements in relation to fractions	Rounded up to the nearest whole number

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**Appendix 3B**  
**New issue announcement**

18	Names of countries in which the entity has +security holders who will not be sent new issue documents	<p>All countries other than Australia and New Zealand.</p> <p>BurnVoir Corporate Finance Limited have been appointed to act as Nominee for those shareholders with registered addresses outside of Australia and New Zealand (ineligible shareholders). The Nominee will arrange for the sale of the Entitlements which would have been offered to ineligible shareholders, and if they are sold, for the net proceeds to be sent to those ineligible shareholders. Any such sale will be at a price and be conducted in a manner that the Nominee will determine in its absolute discretion.</p>
	<p>Note: Security holders must be told how their entitlements are to be dealt with.</p> <p>Cross reference: rule 7.7.</p>	
19	Closing date for receipt of acceptances or renunciations	20 January 2012
20	Names of any underwriters	Not applicable
21	Amount of any underwriting fee or commission	Not applicable
22	Names of any brokers to the issue	BurnVoir Corporate Finance Limited
23	Fee or commission payable to the broker to the issue	\$210,000
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	Not applicable
25	If the issue is contingent on +security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	4 January 2012
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	Not applicable

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28	Date rights trading will begin (if applicable)	22 December 2011
29	Date rights trading will end (if applicable)	13 January 2012
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	If a shareholder wishes to sell their Entitlements in full through a broker they should complete the section marked 'Instructions to your Stockbroker' on the Entitlement and Acceptance Form and send the form to their stockbroker.
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	If a shareholder wishes to accept part of their Entitlements and sell the balance of their Entitlements, they should complete the relevant sections on the Entitlement and Acceptance Form and send the form, together with their payment for the shares accepted to their stockbroker.
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	If a shareholder wishes to transfer all or part of their Entitlement other than through a stockbroker, they need to complete and return a standard renunciation form (which can be obtained from the Company's Share Registry) together with the Entitlement and Acceptance Form and the transferee's Application Monies to the Company's Share Registry. The purchaser's address must be in Australia or New Zealand.
33	+Despatch date	30 January 2012

### 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

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

38 Number of securities for which +quotation is sought

39 Class of +securities for which quotation is sought

40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

42	Number and +class of all +securities quoted on ASX (including the securities in clause 38)		
		Number	+Class

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**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

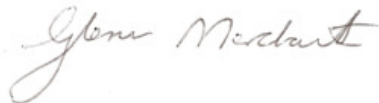
- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request 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.

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- 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: ..... Date: 19 December 2011  
(Company Secretary)

Print name: Glenn Merchant

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