

# 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, 24/10/2005.

Name of entity

**BURLESON ENERGY LTD**

ABN

**73 117 770 475**

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  | Up to approximately 51,480,038 Fully Paid Ordinary Shares |
| 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) | -   |

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+ See chapter 19 for defined terms.

4 Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?

The ordinary shares rank equally in all respects with ordinary fully paid shares

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

5 Issue price or consideration

6 cents per share

6 Purpose of the issue  
(If issued as consideration for the acquisition of assets, clearly identify those assets)

(a) go towards funding the Company's participation in the drilling of 6 onshore gas and oil exploration wells located in Colorado County and Wharton County, Texas; and

(b) provide working capital for the Company.

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7 Dates of entering <sup>+</sup>securities into uncertificated holdings or despatch of certificates

On or around 22 March 2010

	Number	<sup>+</sup> Class
8 Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX (including the securities in clause 2 if applicable)	Up to approximately 205,920,152 (BUR)	Ordinary shares
	55,100,001 (BURO)	Options with an exercise price of \$0.25 on or before 31 <sup>st</sup> August 2010

<p>9 Number and <sup>+</sup>class of all <sup>+</sup>securities not quoted on ASX (<i>including</i> the securities in clause 2 if applicable)</p>	<p>2,500,000 Employee Options</p> <p>1,450,000 (BURAS)</p> <p>45 (BURAU)</p>	<p>(a) 600,000 options at an exercise price 15 cents per share,  (b) 900,000 options at an exercise price 20 cents per share,  (c) 1,000,000 options at an exercise price 25 cents per share.  All expiring 30 June 2012</p> <p>Convertible Notes, bearing an interest rate of 10% per annum, with a maturity date of 31<sup>st</sup> December 2010</p> <p>C-Class Shares each convertible into 150,000 ordinary shares upon certain criteria on or before 31<sup>st</sup> December 2010</p>
<p>10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)</p>	<p>-</p>	

## Part 2 - Bonus issue or pro rata issue

<p>11 Is security holder approval required?</p>	<p>no</p>
<p>12 Is the issue renounceable or non-renounceable?</p>	<p>Non- Renounceable</p>
<p>13 Ratio in which the <sup>+</sup>securities will be offered</p>	<p>One new share for every three shares held</p>
<p>14 <sup>+</sup>Class of <sup>+</sup>securities to which the offer relates</p>	<p>Ordinary fully paid shares</p>
<p>15 <sup>+</sup>Record date to determine entitlements</p>	<p>24 February 2010</p>
<p>16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?</p>	<p>Not applicable</p>
<p>17 Policy for deciding entitlements in relation to fractions</p>	<p>Rounded up to nearest whole fraction</p>
<p>18 Names of countries in which the entity has <sup>+</sup>security holders who will not be sent new issue documents</p> <p>Note: Security holders must be told how their entitlements are to be dealt with.</p> <p>Cross reference: rule 7.7.</p>	<p>United State of America, Singapore</p>

+ See chapter 19 for defined terms.

19	Closing date for receipt of acceptances or renunciations	Monday 15 March 2010
20	Names of any underwriters	None
21	Amount of any underwriting fee or commission	Not applicable
22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of <sup>+</sup> security holders	3% of gross amount raised under the rights issue
25	If the issue is contingent on <sup>+</sup> 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	Friday 26 February 2010
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	Tuesday 16 February 2010
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do <sup>+</sup> security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do <sup>+</sup> security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable
32	How do <sup>+</sup> security holders dispose of their entitlements (except by sale through a broker)?	Not applicable
33	<sup>+</sup> Despatch date	Monday 22 March 2010

### 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

## 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)

+ See chapter 19 for defined terms.

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

Number	+Class

### 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.

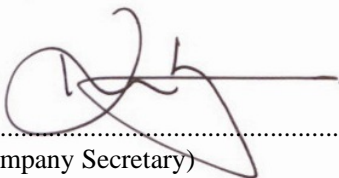
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- 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.
- 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:

  
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(Company Secretary)

Date: 16 February 2010

Print name: Kevin Lynn