

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

TORO ENERGY LTD

ABN

48 117 127 590

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 A MAXIMUM OF 130,176,453 (SUBJECT TO EXERCISE OF UNLISTED OPTIONS) |
| 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 SHARES |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<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"> • 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 	<p>YES</p>				
<p>5 Issue price or consideration</p>	<p>\$0.20</p>				
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>PURSUANT TO A 1 FOR 3.8 PRO-RATA RENOUNCEABLE RIGHTS ISSUE</p>				
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>17 NOVEMBER 2008</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 1444 989 1478">Number</th> <th data-bbox="989 1444 1283 1478">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="686 1478 989 1700">ORDINARY</td> <td data-bbox="989 1478 1283 1700">624,846,973</td> </tr> </tbody> </table>	Number	+Class	ORDINARY	624,846,973
Number	+Class				
ORDINARY	624,846,973				

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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)	UNLISTED OPTIONS	10,570,000
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	1 FOR 3.8
14 +Class of +securities to which the offer relates	ORDINARY SHARES
15 +Record date to determine entitlements	10 OCTOBER 2008
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17 Policy for deciding entitlements in relation to fractions	ROUNDED UP TO THE NEAREST WHOLE NUMBER
18 Names of countries in which the entity has +security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	ONLY SHAREHOLDERS WITH A REGISTERED ADDRESS IN AUSTRALIA OR NEZ ZEALAND ARE ELIGIBLE TO PARTICIPATE.
19 Closing date for receipt of acceptances or renunciations	7 NOVEMBER 2008

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Appendix 3B
New issue announcement

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	RBC CAPITAL MARKETS
23	Fee or commission payable to the broker to the issue	RBC CAPITAL MARKETS WILL ACT AS BROKER TO THE ISSUE AND WILL RECEIVE FEES OF 5% OF THE TOTAL PROCEEDS RAISED BY THE COMPANY THROUGH THE PLACEMENT OF ANY SHORTFALL SHARES SUBSEQUENT TO THE ISSUE
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	NONE
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	15 OCTOBER 2008
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	1 OCTOBER 2008
28	Date rights trading will begin (if applicable)	3 OCTOBER 2008
29	Date rights trading will end (if applicable)	30 OCTOBER 2008
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	COMPLETE SECTION MARKED 'INSTRUCTIONS TO YOUR STOCKBROKER' ON ENTITLEMENT AND ACCEPTANCE FORM AND LODGE WITH BROKER OR CONTACT YOUR STOCKBROKER PERSONALLY AND PROVIDE DETAILS AS PER ENTITLEMENT AND ACCEPTANCE FORM

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|----|--------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 31 | How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? | COMPLETE SECTION MARKED 'INSTRUCTIONS TO YOUR STOCKBROKER' ON ENTITLEMENT AND ACCEPTANCE FORM FOR THE BALANCE TO BE SOLD ON THE ASX AND LODGE TOGETHER WITH YOUR CHEQUE FOR THE APPLICATION MONIES FOR THE NEW SHARES FOR WHICH YOU WISH TO SUBSCRIBE WITH YOUR STOCKBROKER AS SOON AS POSSIBLE. |
| 32 | How do +security holders dispose of their entitlements (except by sale through a broker)? | COMPLETE STANDARD RENUNCIATION FORM AND RETURN TRANSFEREE'S CHEQUE TO THE COMPANY'S SHARE REGISTRY |
| 33 | +Despatch date | 17 NOVEMBER 2008 |

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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Appendix 3B
New issue announcement

Entities that have ticked box 34(b)

38 Number of securities for which
 +quotation is sought

N/A

39 Class of +securities for which
 quotation is sought

N/A

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

N/A

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)

N/A

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

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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.
 - 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:Date: 1 OCTOBER 2008
(Company secretary)

Print name: DONALD STEPHENS

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