



PANCONTINENTAL Oil & Gas NL
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15 January 2009

ASX Company Announcements Office

Share Purchase Plan to raise up to \$2,535,190 by issue of up to 133,431,034 shares

Pancontinental Oil & Gas NL ("Pancontinental" or the "**Company**") is pleased to announce the offer of 133,431,034 shares to current shareholders pursuant to the Company's Share Purchase Plan ("SPP"). The shares offered under each proposal will be issued at a price of 1.9 cents each and will raise \$2,535,190 if fully subscribed.

The funds raised will be used to fund the Company's Australian and International petroleum exploration and development activities and also to supplement the working capital of the Company.

Share Purchase Plan

This will enable all shareholders, irrespective of the number of shares held in the Company, the opportunity to purchase up to \$5,000 worth of shares direct from the Company:

- at an issue price of 1.9 cents per share (subject to rounding) representing a discount of approximately 19% to the current market price; and
- free from brokerage, commission and stamp duty.

It will also provide an opportunity for shareholders with small shareholdings to increase those holdings into more meaningful and financially viable parcels.

The right to participate in the offer of Pancontinental shares under the SPP is available exclusively to persons who were registered as holders of fully paid ordinary shares in the Company at 5.00pm (Western Standard Time "WST") on 16th January 2009 and whose registered address is in Australia or in any other jurisdiction in which it is lawful for the Company to offer shares under the SPP. The offer is non-renounceable.

The price for each Pancontinental share issued under the SPP will be 1.9 cents per share (subject to rounding as set out in the terms and conditions). The last closing sale price of Pancontinental shares on the trading immediately prior to the date of this announcement was 2.5 cents per share.

Key dates and further information

The timetable for the issue of shares pursuant to the SPP is:

Record date to determine entitlements 5.00pm WST 16th January 2009

Closing date for applications from Shareholders 5.00pm WST 12th February 2009

This offer will raise a maximum of \$2,535,190. In the event that the value of applications at closing exceed \$2,535,190 then each application will be reduced proportionately and the resultant refund will be sent to the shareholder within 5 business days of closing.

Shares to be issued under the SPP will be allotted within 3 business days of the offer closing.

The Company will apply to the ASX for the shares issued pursuant to the SPP to be admitted to quotation.

The offer document, application form and Terms and Conditions will be forwarded to Shareholders within the next three business days.

The shares issued under the SPP may be subject to a subsequent offer for sale. The Company relies on Section 708A of the Corporations Act 2001 in relation to the initial sale. In accordance with Section 708A (6), the Company notifies the ASX that:

- (a) the securities will be issued without disclosure to investors under Part 6D.2;
- (b) this notice is given under paragraph 708A (5)(e); and
- (c) the Company has complied with Chapter 2M and section 674,

of the Corporations Act 2001.

There is no excluded information available for the purposes of Sections 708A (7) and (8) of the Corporations Act 2001.

For and on behalf of
Pancontinental Oil & Gas NL

E A Myers
Director & Company Secretary
15 January 2009

Enquiries;
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