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7 March, 2012

Centralised Company Announcements Platform
Australian Stock Exchange
10th floor, 20 Bond Street
Sydney NSW 2000

**PLACEMENT – SECONDARY TRADING NOTICE PURSUANT TO SECTION
708A(5) OF THE CORPORATIONS ACT 2001**

On 1 March 2012 and 7 March 2012, Emerald Oil & Gas NL (“Emerald” or the “Company”) issued a total of 26,966,972 shares. 10,633,639 shares under the placement were issued in lieu of transaction fees at a deemed issue price of \$0.03 related to the acquisition of approximately 10,500 net mineral interest acres located in the Williston Basin in the USA and other fee shares related to the capital raising; and 16,333,333 shares under the placement were issued at an issue price of \$0.03, pursuant to an offer made to a number of sophisticated and professional investors (as defined in Section 708 of the Corporations Act 2001 (“Corporations Act”) by way of a private placement.

The Corporations Act restricts the on-sale of securities issued without disclosure, unless the sale is exempt under section 708 or 708A. By the Company giving this notice, sale of the Securities noted above will fall within the exemption in section 708A(5) of the Corporations Act.

The Company hereby notifies under section 708A(5)(e) of the Corporations Act that:

- (a) the Securities were issued without disclosure to investors under Part 6D.2 of the Corporations Act;
- (b) as at the date of this notice, the Company has complied with the provisions of Chapter 2M of the Corporations Act as they apply to the Company;
- (c) as at the date of this notice, the Company has complied with section 674 of the Corporations Act as it applies to the Company; and
- (d) as at the date of this notice, there is no information:
 - i. that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
 - ii. that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - A. The assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
 - B. The rights and liabilities attaching to the Securities.

Yours faithfully,

A handwritten signature in black ink, appearing to read "M Krzus". The signature is fluid and cursive, with the first letter "M" being particularly large and stylized.

MIKE KRZUS
Managing Director
mkrzus@emeraldoilandgas.com

For more information please contact:
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