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25 November 2011

Dear Shareholder

OFFER OF NEW NORWEST SHARES UNDER AN UNDERWRITTEN NON RENOUNCEABLE ONE FOR EIGHT ENTITLEMENT ISSUE

Pursuant to Norwest's announcement made on 9 November 2011 about Norwest's intention to invite Shareholders of Norwest as at as at 5 pm WST on the Record Date of 21 November 2011 (the "**Record Date**") to participate in Norwest's one (1) for eight (8) non renounceable entitlement issue, the Directors of Norwest are pleased to offer ("**Entitlement Issue**") you as a Norwest shareholder (an "**Eligible Shareholder**") on the Record Date to subscribe for one (1) new ordinary fully paid share ("**New Share**") in the capital of Norwest for every eight (8) existing ordinary fully paid shares in the capital of Norwest held by you on the Record Date at the issue price of \$0.03 (three (3) cents) per New Share to raise up to \$2,913,837 before expenses of the Entitlement Issue.

Each New Share will rank equally with the existing shares in the capital of Norwest. The Entitlement Issue allows Eligible Shareholders to acquire the New Shares without brokerage or other costs that would apply to an on-market purchase of shares. The Entitlement Issue is fully underwritten by Patersons Securities Limited ("**Patersons**") for which it will be paid a fee of 5% of the amount underwritten. Patersons will also be paid a corporate advisory fee of \$60,000 plus GST. Where the entitlement of an Eligible Shareholder results in a fraction of a New Share, that fraction will be rounded down to the nearest whole New Share.

Purpose of the Offer

The purpose of the Entitlement Issue is to raise up to \$2,913,837 for expenditure on working capital and exploration. It is currently the intention of the Company that its exploration focus will, over the next four months to the end of March 2012, be on the following:

- the hydraulic fracture stimulation and testing of Arrowsmith 2;
- the 3D seismic programme to be conducted on EP368 and EP426;
- the 2D seismic programme over the UK Wessex Basins; and
- the continued evaluation of SPA-0013,

and that exploration effort is currently estimated to cost the Company an amount equal to about 70% of the sum raised by this Entitlement Issue.

The Entitlement Issue will also give Eligible Shareholders the opportunity to acquire additional shares in Norwest without having to pay brokerage costs.

Entitlements and Acceptance

The Entitlement of Eligible Shareholders to participate in the Entitlement Issue is determined on the Record Date. Your Entitlement is shown on the personalised Entitlement and Acceptance Form accompanying this letter.

Acceptances must not exceed your maximum Entitlement (as shown on the Entitlement and Acceptance Form), although you may accept a lesser number of New Shares should you wish to take up only part of your Entitlement. If your acceptance exceeds your Entitlement, acceptance will be deemed to be for your maximum Entitlement and any surplus application monies will be returned to you.

No Rights Trading

The rights to New Shares under this offer are non-renounceable. Accordingly, there will be no trading of rights on the ASX and you may not dispose of your rights to subscribe for New Shares under the offer to any other party. If you do not take up your Entitlement to New Shares by the Closing Date, the Offer to you will lapse.

Shortfall

If you do not wish to take up any part of your Entitlement, you are not required to take any action. That part of your Entitlement not taken up will form part of the Shortfall which will be taken up by Patersons in accordance with its obligations under the underwriting agreement with the Company.

Underwriting Agreement

In accordance with the Underwriting Agreement, Patersons has agreed to fully underwrite the Offer.

Under the Underwriting Agreement, the Company has agreed to pay Patersons an underwriting fee of 5% of the amount underwritten as well as a corporate advisory fee of \$60,000 plus GST.

Patersons may terminate its obligations under the Underwriting Agreement in circumstances typically found in agreements of this nature (in certain of these circumstances including having regard to the materiality of certain events). The circumstances include (but are not limited to) where:

- (a) the S&P/ASX 200 Index or the S&P/ASX Energy Index is, at any time after the date of the Underwriting Agreement (which was 10 November 2011), 10% or more below its respective level as at the close of business on the business day prior to the date of the Underwriting Agreement;
- (b) the closing price for the Shares is less than the issue price for the New Shares;
- (c) the Company is prevented official quotation for the New Shares;
- (d) there is a material adverse change or effect in, or affecting, the assets, liabilities, financial position, trading results, profits, forecasts, losses, prospects, business or operations of the Company and its subsidiaries;
- (e) there is a change in the capital structure of the Company; or
- (f) there is a suspension or material limitation in trading of the Shares imposed by the ASX.

The Company may terminate the Underwriting Agreement in certain circumstances, including if it withdraws the Offer.

As is customary with these types of arrangements:

- the Company has agreed to indemnify Patersons, its officers, employees and agents' advisers against losses incurred in connection with the Offer and the performance of the Underwriting Agreement other than for potential statutory liability and where Patersons' losses have resulted from the fraud, wilful default,

misconduct, breach of contract or negligence of the indemnified person or in certain other circumstances; and

- the Company has provided a full range of warranties and representations to Patersons including about the Offer and its compliance with applicable laws.

The Underwriting Agreement generally restricts the Company from issuing, without Patersons' consent, equity securities six (6) months from the date of the Underwriting Agreement which as stated above was 10 November 2011 with the exception of Shares issued upon the conversion of the Options, or as disclosed to the ASX or to Patersons prior to the date of the Underwriting Agreement.

Pursuant to the Underwriting Agreement, Patersons proposes to enter into sub-underwriting arrangements in relation to its underwriting obligations. The Company may introduce sub-underwriters to Patersons for this purpose. Certain of the Directors or entities associated with them may act as sub-underwriters.

Opening and Closing Dates

The Offer opens on the Opening Date, being 25 November 2011. The Company will accept Entitlement and Acceptance Forms until 5.00pm WST on the Closing Date being 9 December 2011 or such other date as the Directors in their absolute discretion shall determine, subject to compliance with the Listing Rules.

Issue and Despatch

The expected date for issue of New Shares offered by this Offer and despatch of holding statements is expected to occur on the dates specified in the Indicative Timetable set out below.

It is the responsibility of Applicants to determine the allocation prior to trading in the New Shares. Applicants who sell New Shares before they receive their holding statements will do so at their own risk.

ASX Listing

Application for official quotation by ASX of the New Shares offered pursuant to this Offer has been made. If approval is not obtained from ASX before the expiration of three (3) months after the date of this Offer (or such period as varied by the ASIC) the Company will not issue any New Shares and will repay all application monies for the New Shares within the time prescribed under the Corporations Act, without interest as if this letter was a prospectus, which it is not.

The fact that ASX may grant official quotation to the New Shares is not to be taken in any way as an indication of the merits of the Company or the New Shares offered under this Entitlement Issue.

Holding Statements

The Company will not be issuing certificates to Eligible Shareholders. Instead, Eligible Shareholders will be provided with a statement (similar to a bank account statement) that sets out the number of New Shares allotted to them under this Offer. The notice will also advise holders of their Holder Identification Number (HIN) and explain, for future reference, the sale and purchase procedures under CHESS and issuer sponsorship.

Overseas Eligible Shareholders

No Offer will be made to Eligible Shareholders resident outside Australia and New Zealand.

New Shares to which any Eligible Shareholders who are not resident in Australia or New Zealand would otherwise be entitled, will form part of the Shortfall and become subject to the obligations of Patersons under the underwriting agreement.

Taxation Implications

The Directors do not consider it appropriate to give Eligible Shareholders advice regarding the taxation consequences of subscribing for New Shares under this Offer. The Company, its advisers and its officers do not accept any responsibility or liability for any taxation consequences to Eligible Shareholders.

Eligible Shareholders should consult their professional adviser in connection with subscribing for New Shares under this Offer.

Risk Factors

An investment in New Shares should be regarded as speculative. In addition to the general risks applicable to all investments in listed securities, there are specific risks associated with an investment in the Company which are, without limitation, risks associated with economic conditions, the ability of the Company to continue to raise funds to satisfy its obligations, exploration success, operating risks, commodity price volatility, exchange rate, Government policy, native title, environmental matters and share market conditions.

There is also the risk that Patersons may be relieved of its obligations under the Underwriting Agreement because of circumstances described in that agreement, some of which have been set out earlier in this document. If that occurs, the directors reserve the right to place the Shortfall at their discretion.

If the Shortfall is unable to be placed, then there will be a shortfall of funds raised by this Offer and the Company may have to prioritise, defer or cancel some or all of the intended exploration activities referred to earlier in this document. This may have adverse consequences for the Company including whether it is able to retain all of its exploration assets or whether it is required to divest any of them.

Shareholders should also be aware that exploration may not produce the outcome that the Company intended by the particular exploration programme. Adverse consequences to the Company may also result if equipment necessary to carry out a planned exploration activity is unavailable, delayed or breaks down during an operation or is in some other way prevented from operating. This may also lead to the Company having to prioritise, defer or cancel the relevant exploration activity.

Enquiries Concerning Offer

Enquiries concerning the Entitlement and Acceptance Form can be obtained by contacting the Company on (08) 92273240.

ACTION REQUIRED BY ELIGIBLE SHAREHOLDERS

How to accept the Offer

Your acceptance of the Offer must be made on the personalised Entitlement and Acceptance Form accompanying this Offer. Your acceptance must not exceed your Entitlement as shown on that form. If it does, your acceptance will be deemed to be for the maximum Entitlement.

You may participate in the Offer as follows:

- (a) If you wish to accept your Entitlement in full, complete the Entitlement and Acceptance Form, filling in the details in the spaces provided and follow the payment instructions set out in that form; or
- (b) If you only wish to accept part of your Entitlement:

CAPITAL STRUCTURE FOLLOWING ENTITLEMENT ISSUE

The capital structure of the Company following the completion of the Entitlement Issue is summarised below:

Description	Number of Shares	Amount Raised \$
Shares on Issue	777,023,333	
New Shares the subject of the Offer	97,127,916	2,913,837
	874,151,249	

INDICATIVE TIMETABLE

The Indicative Timetable for the Entitlement Issue is as follows:

Announcement of Entitlement Issue and Application for Quotation of New Shares (Appendix 3B) and notification to option holders	Thursday, 10 November 2011
Letter to Shareholders advising of Entitlement Issue	Friday, 11 November 2011
Ex-Date: Shares Quoted ex-Entitlement	Tuesday, 15 November 2011
Record Date	Monday, 21 November 2011
Issue Cleansing Notice in accordance with Section 708AA of Corporations Act	Thursday, 24 November 2011
Despatch offer of Entitlement Issue to Eligible Shareholders	Friday, 25 November 2011
Closing Date	Friday, 9 December 2011
Securities quoted on a deferred settlement basis	Monday, 12 December 2011
Notification of under subscriptions	Wednesday, 14 December 2011
Despatch of Holding Statements and deferred settlement ends	Friday, 16 December 2011

Directors

Director Michael John Fry has entered into a sub-underwriting agreement with Patersons by which he has agreed to sub-underwrite an amount up to \$100,000 of the Entitlement Issue for which he will be paid no fee.

Resource Services International (Aust) Pty Ltd, a company associated with Peter Munachen and Ernie Myers, has agreed to sub-underwrite an amount up to \$200,000 of the Entitlement Issue, for which no fee will be paid. The directors will also be taking up their full entitlement under the Entitlement Issue.

At the date of this document the Directors have the following relevant interests in Shares:

NAME	NUMBER OF SHARES
Michael John Fry	2,576,923
Peter Lawson Munachen	4,820,096
Henry David Kennedy	31,015,600

At the date of this document the Directors have the following relevant interests in Options:

DIRECTOR	EXERCISABLE 15 CENTS – EXPIRY 27 NOV 2011	EXERCISABLE 5.5 CENTS - EXPIRY 26 NOV 2014	LISTED EXERCISABLE 10 CENTS –EXPIRY 30 JUNE 2014
Michael John Fry	0	3,000,000	7,034,799
Peter Lawson Munachen	1,000,000	5,000,000	8,735,226
Henry David Kennedy	750,000	3,000,000	17,471,199

GLOSSARY

In this document the following words and phrases have the following meanings:

Applicant	refers to a person who submits an Entitlement and Acceptance Form.
Application	refers to the submission of an Entitlement and Acceptance Form.
ASIC	means Australian Securities & Investments Commission.
ASX	means ASX Limited (ACN: 008 624 691) and where the context permits, the Australian Securities Exchange operated by ASX Limited.
ASX Listing Rules	means Listing Rules of ASX and any other rules of ASX which are applicable while the Company is admitted to the Official List, each as amended or replaced from time to time, except to the extent of any express written waiver by ASX.
Board	means the Board of Directors of the Company as constituted from time to time.
CHESS	means ASX Clearing House Electronic Subregistry System.
Closing Date	means the date on which this Offer closes, being 5.00pm (WST), 9 December 2011.

Corporations Act	means the Corporations Act 2001 (Cwth).
Company	means Norwest Energy NL (ABN: 65078301505)
Dollar or \$	means Australian dollar unless otherwise stated.
Eligible Shareholder	means a Shareholder whose details appear on the Company's register of Shareholders as at the Record Date.
Entitlement	means the entitlement to subscribe for one (1) New Share for every eight (8) Shares held by an Eligible Shareholder on the Record Date and Entitlements have a corresponding meaning.
Entitlement and Acceptance Form	means the personalised Entitlement and Acceptance Form accompanying this Offer in respect of the Entitlement Issue.
New Share	means a New Share proposed to be issued pursuant to this Offer.
Offer	means the non-renounceable pro rata offer of New Shares at an issue price of \$0.03 (three cents) each on the basis of one (1) New Share for every eight (8) Shares held on the Record Date pursuant to this Offer.
Offer Period	means the period commencing on the Opening Date and ending on the Closing Date.
Opening Date	means 25 November 2011.
Option	means an option to acquire a Share.
Patersons	means Patersons Securities Limited.
Quotation	means quotation of the New Shares on ASX.
Record Date	means 21 November 2011.
Rights Issue	means the Offer.
Section	means a section of this Offer.
Share	means an ordinary full paid share in the capital of the Company.
Shareholder	means a holder of Shares.
Shortfall	means the number of New Shares comprising the difference between 97,127,916 and the number of the New Shares for which valid Applications have been received and accepted by the Company by the Closing Date from the Eligible Shareholders.
WST	means time in Perth, Western Australia.

Please contact Peter Munachen on (08) 9227 3240 if you have any queries in relation to this Offer or how to accept it.

Yours sincerely



Peter Munachen
Chief Executive Officer and Director