



Horizon Oil Limited ACN 009 799 455
Notice of Extraordinary General Meeting

Notice is given that an Extraordinary General Meeting (**EGM**) of shareholders of Horizon Oil Limited ACN 009 799 455 (**Horizon** or the **Company**) will be held on:

Date: Wednesday, 28 July 2021

Time: 10:00am (Sydney time)

Shareholder registration will be available from 9:45am (Sydney time).

Venue: Stanley Room,
The Sydney Boulevard,
Level 2, 90 William Street,
Woolloomooloo, SYDNEY

ATTENDANCE AT THE EGM

Horizon has continued to monitor the advice of government health authorities regarding the ongoing risks arising in relation to the COVID-19 pandemic. In light of any social distancing requirements of the Australian and New South Wales governments that may be in place as at the date of the EGM, and in the interests of the health and safety of shareholders, staff and other stakeholders, Horizon may be required to impose certain restrictions on attendance at, or make alternative arrangements for, the EGM to ensure that it is held in a safe and permissible manner.

In the event that it is necessary or appropriate for Horizon to make alternative arrangements for the EGM, information in relation to any alternative arrangements will be given to ASX.

For this reason, the Board strongly encourages shareholders to lodge a completed Proxy Form prior to the EGM. Further, to assist Horizon to ensure compliance with social distancing and other relevant requirements that may be applicable as at the date of the EGM, any shareholder who wishes to attend the EGM in person is requested to confirm their intention to do so by email to info@horizonoil.com.au by 10.00am on Tuesday, 27 July 2021. Horizon will provide a webcast of the meeting with details to be given to ASX closer to the meeting date.

BUSINESS

1 Share capital return to shareholders

To consider and, if thought appropriate, to pass the following resolution as a **special** resolution:

“That, for the purposes of Part 2J.1 of the Corporations Act 2001 (Cth) and all other purposes, approval is given for the ordinary share capital of the Company to be reduced by approximately A\$22.1 million by way of an equal capital reduction, as described in the Explanatory Notes.”

Note: further information in relation to this resolution is set out in the Explanatory Notes.

By order of the Board

Kylie Quinlivan
Company Secretary
28 June 2021

KEY DATES

Eligibility to attend and vote

You will be eligible to attend and vote at the meeting if you are registered as a holder of Horizon shares at 7.00pm [Sydney time] on Monday, 26 July 2021.

If more than one joint holder of shares is present at the EGM [whether personally, by proxy or by attorney or by representative] and tenders a vote, only the vote of the joint holder whose name appears first on the Company's share register will be counted.

Last date to submit Proxy Form

Your completed Proxy Form must be received by no later than 10.00am [Sydney time] on Monday, 26 July 2021.

MEETING NOTES

The Chairman intends to vote all undirected proxies on, and in favour of, the resolution set out in this Notice.

The Chairman will call a poll for the proposed resolution. Please refer to the Explanatory Notes for further information on the proposed resolution.

QUESTIONS

Questions at the meeting

Shareholders may direct questions during the meeting to the Chairman about the business being conducted at the meeting.

Questions ahead of the meeting

Questions can be submitted ahead of the meeting and by no later than Wednesday, 21 July 2021 using the following methods:

Online at: www.investorvote.com.au

To access this site, you will need your six digit Control Number, your holder number [SRN / HIN] and PIN located on your Proxy Form

By Mail to: The Company Secretary
Level 6, 134 William Street
Woolloomooloo NSW Australia 2011

HOW TO VOTE

Shareholders can vote on the item of business by:

- attending the meeting; or
- appointing a proxy, representative or attorney to attend the meeting and vote on their behalf.

APPOINTING A PROXY

1. A Proxy Form is attached.
2. A member entitled to attend and vote at the meeting is entitled to appoint not more than two proxies.
3. If you are a member entitled to attend and vote, you are entitled to appoint a proxy to attend and vote on your behalf. If you are a member entitled to attend and cast two or more votes, you are entitled to appoint no more than two proxies. Where two proxies are appointed, you may specify

the number or proportion of votes that each may exercise, failing which, each may exercise half of the votes. A proxy need not be a member of the Company.

4. If you want to appoint one proxy, please use the Proxy Form provided. If you want to appoint two proxies, please follow the instructions on the Proxy Form.
5. The Chairman intends to put the resolution set out in this Notice of Meeting for decision by poll. On a poll, shareholders have one vote for every fully paid ordinary share held. On a show of hands, every person present and eligible to vote has one vote and if a proxy has been appointed, that proxy will have one vote on a show of hands. Under the *Corporations Act 2001* [Cth] (**Corporations Act**), if a shareholder appoints two proxies, neither proxy may vote on a show of hands, but both proxies will be entitled to vote on a poll.
6. If you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the EGM. The representative should bring to the EGM a properly executed letter or other document confirming its authority to act as the company's representative. A "Certificate of Appointment of Corporate Representative" form may be obtained from the Company's share registry or online at www.computershare.com.au.
7. If you appoint the Chairman of the meeting as your proxy, and you fail to provide a voting direction in respect of the item of business noted on the Proxy Form [which you may do by ticking 'For', 'Against' or 'Abstain' opposite the item, as applicable, on the Proxy Form], you are expressly authorising the Chairman of the meeting to vote in favour of the item.
8. To be effective, the Proxy Form and any original power of attorney (if any) under which the Proxy Form is signed [or a certified copy of that power of attorney or other authority] must be received by the Share Registry of the Company by no later than 10.00am [Sydney time] on Monday, 26 July 2021. Proxies must be received before that time by one of the following methods:

Online: www.investorvote.com.au

To access this site, you will need your six digit Control Number, your holder number [SRN / HIN] and PIN located on your Proxy Form

By Mobile: Scan the QR Code on your Proxy Form and follow the prompts

By Mail: Computershare Investor Services Pty Limited
GPO Box 242
Melbourne Victoria 3001 Australia

By fax: 1800 783 447 [within Australia]
+61 3 9473 2555 [outside Australia]

Custodian For Intermediary Online subscribers

Voting: only [custodians] please visit www.intermediaryonline.com to submit your voting intentions

For all enquiries call 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

To be valid, a Proxy Form must be received by the Share Registry of the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.

CHAIRMAN'S DEEMED APPOINTMENT AS PROXY

There are some circumstances where the Chairman of the meeting will be taken to have been appointed as a shareholder's proxy for the purposes of voting on the resolution even if the shareholder has not expressly appointed the Chairman of the meeting as their proxy. This will be the case where:

- the appointment of the proxy specifies the way the proxy is to vote on a particular resolution; and
- the appointed proxy is not the Chairman of the meeting; and
- a poll is called on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy attends the meeting but does not vote on the resolution.

UNDIRECTED PROXIES

If you appoint the Chairman of the meeting as your proxy (including by default) and you do not specify how the proxy is to vote, you expressly authorise the Chairman to exercise your proxy.

Explanatory Notes

The explanatory notes that follow provide important information regarding the item of business proposed for the Extraordinary General Meeting of shareholders of Horizon Oil Limited ACN 009 799 455 (**Horizon** or the **Company**) to be held on Wednesday, 28 July 2021 at 10:00am (Sydney time) at the Stanley Room, The Sydney Boulevard, Level 2, 90 William Street, Woolloomooloo, SYDNEY (**EGM**).

Resolution 1 – Share capital return to shareholders

Summary

The Company proposes to undertake a reduction of its share capital in accordance with Part 2J.1 of the *Corporations Act 2001* (Cth) (**Corporations Act**) of an amount equal to approximately A\$22.1 million, being A\$0.014 per ordinary share (**Share Capital Reduction**).

As part of the Share Capital Reduction, the Company will make a cash payment of A\$0.014 per ordinary share to each shareholder of the Company who is recorded on the Company's share register as at 7.00pm (Sydney time) on Tuesday, 3 August 2021 (**Record Date**). Accordingly, if approved, the Company proposes to distribute an aggregate amount of approximately A\$22.1 million to shareholders under the Share Capital Reduction.

Consistent with the requirements of the Corporations Act, the Company is seeking shareholder approval to undertake the Share Capital Reduction as an equal reduction for the purposes of the section 256B(2) of the Corporations Act. In accordance with article 8.3 of the Company's constitution, the Share Capital Reduction will require approval by a special resolution of shareholders.

If shareholders approve the Share Capital Reduction, funds will be distributed on the payment date via cheque or electronic funds transfer to shareholders of the Company who are recorded on the Company's share register on the Record Date (**Eligible Shareholders**). Shareholders can update their payment details by completing the attached payment details form, online at www.computershare.com.au, or by contacting the Company's Share Registry, before the Record Date.

The Share Capital Reduction will relate to the Company's ordinary shares only and will apply to each Eligible Shareholder in proportion to the number of ordinary shares they hold on the Record Date. The terms of the Share Capital Reduction will also be the same for each Eligible Shareholder. Accordingly, the Share Capital Reduction will be an "equal reduction" for the purposes of section 256B(2) of the Corporations Act.

Any fraction of a cent payable to any Eligible Shareholder in respect of that shareholder's aggregate holding of shares in the Company on the Record Date will be rounded up to the nearest whole cent.

The amount allocated to the Share Capital Reduction reflects the terms on which the Company has applied to the Australian Taxation Office (**ATO**) for a Class Ruling, which is further described in the "Taxation" section below. In summary, the Company expects that a Class Ruling will confirm that the proposed Share Capital Reduction will not constitute a dividend for tax purposes with the result that, for most Eligible Shareholders, no Australian tax event should arise as a result of its implementation.

Please refer to the "Taxation" section below for more information regarding the tax implications of the Share Capital Reduction for Eligible Shareholders.

The Share Capital Reduction, if implemented, is not expected to have any effect on the control of the Company.

Rationale

The Share Capital Reduction is being undertaken to return a portion of the Company's excess capital equitably and efficiently to ordinary shareholders.

The excess capital relates to the proceeds received by the Company in relation to the exercise of 300 million options by Samuel Terry Absolute Return Fund as announced on 1 June 2021 and its recent sale of 100% of Horizon Oil (PNG Holdings) Limited to Arran Energy Investments Pty Ltd, which was completed on 3 December 2020.

In determining to proceed with the Share Capital Reduction, the Board considered the Company's financial performance and position and projected capital requirements.

Having regard to the matters outlined above, the Board considers that proceeding with the Share Capital Reduction is in the Company's best interests and that it will facilitate an efficient return of surplus capital to Eligible Shareholders.

Effect of the Share Capital Reduction on the Company and its share price

Following the implementation of the Share Capital Reduction, the Company's share capital will be reduced by approximately A\$22.1 million.

The Share Capital Reduction will not impact the number of shares held by Eligible Shareholders, nor will it impact any shareholder's voting power in the Company.

However, the Company's shares may trade at a lower price following the 'ex' date for the Share Capital Reduction than they would have done had the Share Capital Reduction not been approved. This is due to the outflow of funds to Eligible Shareholders and the consequent reduction in shareholders' funds. However, there can be no guarantee or assurance as to how the share price will fluctuate in the future and no forecast is made of future share prices.

ASX Listing Rule 7.25 provides that an entity must not reorganise its capital if the effect of doing so would be to decrease the price at which its main class of securities would be likely to trade after the reorganisation to an amount less than

20 cents. Further, under the rule, an entity with a trading price of less than 20 cents would not be permitted to reorganise its capital if the result is likely to be any decrease in its trading price. Accordingly, the Company has sought, and been granted, a waiver of ASX Listing Rule 7.25 from ASX to the extent necessary to permit the Company to undertake the Share Capital Reduction.

Effect of the Share Capital Reduction on the financial position of the Company

The Share Capital Reduction will be funded from the Company's existing cash reserves.

As a guide to assist shareholders, a pro forma consolidated statement of financial position of the Company and its controlled entities for the half year ended 31 December 2020 is included below. The pro forma consolidated statement of financial position assumes that the proceeds from the exercise of the 300 million options were received, and the Share Capital Reduction was paid, on that date.

Basis of preparation

The pro forma consolidated statement of financial position has been derived from the Financial Report of the Company and its controlled entities for the half year ended 31 December 2020, which report has been reviewed by the Company's external auditor. The pro forma consolidated statement of financial position does not contain all the disclosures that are usually provided in a financial report prepared in accordance with Australian Accounting Standards and the Corporations Act.

The pro forma consolidated statement of financial position:

- assumes that the proceeds from the exercise of the 300 million options were received, and the Share Capital Reduction was paid, on the relevant reference date of 31 December 2020;
- does not include cashflows for the period 1 January 2021 to 30 June 2021 which would further enhance the financial position of the Company; and
- uses an exchange rate of 0.75 Australian Dollars to 1 United States Dollar when converting Australian Dollar denominated amounts into United States Dollars.

In summary, on a pro-forma basis, the Company will have a strong balance sheet following the Share Capital Reduction with sufficient capacity to meet the future requirements of the business.

Historical and pro forma consolidated statement of financial position

	REPORTED AS AT 31 DECEMBER 2020	IMPACT FROM THE EXERCISE OF OPTIONS	ADJUSTMENT FOR PROPOSED SHARE CAPITAL REDUCTION	PRO FORMA POSITION AFTER SHARE CAPITAL REDUCTION
	US\$'000	US\$'000	US\$'000	US\$'000
CURRENT ASSETS				
Cash and cash equivalents	33,035	13,725	(16,575)	30,185
Receivables	9,817	-	-	9,817
Inventories	3,043	-	-	3,043
Current tax receivable	245	-	-	245
Derivative financial instruments	410	-	-	410
Other assets	2,136	-	-	2,136
Total current assets	48,686	13,725	(16,575)	45,836
NON-CURRENT ASSETS				
Deferred tax assets	9,073	-	-	9,073
Plant and equipment	656	-	-	656
Oil and gas assets	113,525	-	-	113,525
Total non-current assets	123,254	-	-	123,254
Total assets	171,940	13,725	(16,575)	169,090
CURRENT LIABILITIES				
Payables	13,132	-	-	13,132
Current tax payable	1,407	-	-	1,407
Borrowings	14,323	-	-	14,323
Derivative financial instruments	277	-	-	277
Other financial liabilities	2,948	-	-	2,948
Total current liabilities	32,087	-	-	32,087
NON-CURRENT LIABILITIES				
Payables	288	-	-	288
Deferred tax liability	14,209	-	-	14,209
Borrowings	7,848	-	-	7,848
Provisions	28,924	-	-	28,924
Total non-current liabilities	51,269	-	-	51,269
Total liabilities	83,356	-	-	83,356
Net assets	88,584	13,725	(16,575)	85,734
EQUITY				
Contributed equity	174,801	13,725	(16,575)	171,951
Reserves	13,615	-	-	13,615
Accumulated losses	[99,832]	-	-	[99,832]
Total equity	88,584	13,725	(16,575)	85,734

Legal requirements

The Share Capital Reduction will be an “equal reduction” for the purposes of section 256B(2) of the Corporations Act because it:

- relates only to the ordinary shares of the Company;
- applies to each Eligible Shareholder in proportion to the number of shares they hold; and
- is on the same terms for each Eligible Shareholder.

Fair and reasonable

Section 256B(1)(a) of the Corporations Act requires that the Share Capital Reduction must be fair and reasonable to the Company’s shareholders as a whole.

The Board considers that the Share Capital Reduction is fair and reasonable to all shareholders as it will be available and apply to all Eligible Shareholders equally, in proportion to the number of shares they hold as at the Record Date.

Material prejudice

Section 256B(1)(b) of the Corporations Act provides that the Share Capital Reduction must not materially prejudice the Company’s ability to pay its creditors.

The Board, having carefully reviewed the Company’s assets, liabilities and expected cash position, considers that the Share Capital Reduction will not materially prejudice the Company’s ability to pay its creditors.

The Board has also satisfied itself as to the solvency of the Company following the Share Capital Reduction.

Please refer to “Effect of the Share Capital Reduction on the financial position of the Company” above for further information regarding the impact of the Share Capital Reduction on the Company’s ability to pay its creditors.

Shareholder approval

Shareholder approval is being sought at this EGM for the purposes of complying with the Corporations Act requirement that the Share Capital Reduction must be approved by shareholders.

In accordance with article 8.3 of the Company’s constitution, the Share Capital Reduction will require approval by a special resolution of shareholders.

Accordingly, the resolution will be passed as a special resolution for the purposes of section 256C(1) of the Corporations Act and article 8.3 of the Company’s constitution if at least 75% of the votes cast by shareholders entitled to vote on the resolution are cast in favour.

In accordance with section 256C(5) of the Corporations Act, a copy of this Notice of Meeting (including these Explanatory Notes) has been lodged with the Australian Securities & Investments Commission.

Timetable

The table below sets out the proposed timing for the Share Capital Reduction. If there should happen to be any changes to this timetable then those changes will be announced to the ASX.

The key dates for the implementation of the Share Capital Reduction, if approved, are:

EVENT	2021 DATE
EGM	28 July
Effective Date for Share Capital Reduction	29 July
Last date for trading of shares to be entitled to the Share Capital Reduction	30 July
Ex-date (shares traded from this date will not be entitled to the Share Capital Reduction)	2 August
Record date for Share Capital Reduction	3 August
Payment date for Share Capital Reduction	10 August

Taxation

The Taxation implications for shareholders will depend on their particular circumstances. All shareholders should therefore seek their own professional advice in relation to their tax position. Horizon has applied for an ATO Class Ruling to confirm the Australian tax consequences for certain Australian tax resident shareholders who hold their shares on capital account for tax purposes.

It is anticipated that, in broad terms, the Share Capital Reduction will not constitute a dividend for tax purposes, such that there should be no immediate tax liability for most shareholders relating to the Share Capital Reduction. Instead,

the tax cost base of shares is reduced, thereby deferring any tax payable by shareholders until they dispose of the shares.

Horizon expects the above to be confirmed in a Class Ruling to be issued by the ATO after payment of the Share Capital Reduction, however no such reliance may be placed on the above confirmations by shareholders until a final Class Ruling is issued by the ATO. The Class Ruling will be made available at <https://www.edocumentview.com.au/HZN2021>.

Any shareholder who is not an Australian tax resident shareholder or who does not hold their shares on capital account for tax purposes should seek specific advice in relation to the tax consequences under their own local laws.

No adverse tax consequences are expected to arise for Horizon in relation to the Share Capital Reduction.

Employee Incentive Plans

As part of its employee incentive arrangements and in accordance with the rules governing the Horizon Long Term Incentive Plan (**LTIP**), Horizon has awarded certain employees grants in the form of Share Appreciation Rights (**SARs**). SARs are the right to acquire an indeterminate number of shares or cash at the Board's discretion at a future date subject to meeting certain vesting conditions.

SARs do not give any holders any entitlement to participate in the Share Capital Reduction.

If the Share Capital Reduction is approved, the SARs will be reorganised in accordance with the terms of the LTIP and ASX Listing Rule 7.21 noting that:

- clause 10 of the LTIP provides that if the capital of the Company is reconstructed the SARs will be treated in accordance with the LTIP; and
- ASX Listing Rule 7.21 provides that an entity which has convertible securities [except options] on issue (note this includes performance rights) may only reorganise its capital if, in respect of the convertible securities, the number of securities or the conversion price, or both, is reorganised so that the holder of the convertible securities will not receive a benefit that holders of ordinary shares do not receive.

If the Share Capital Reduction is approved, the strike price for a SAR will be reduced by the amount of the capital return. The number of SARs will not change.

Below is a table showing the SARs currently on issue under the LTIP and the impact of the Share Capital Reduction on the SARs.

ESTIMATED EXPIRY DATE	PRE-SHARE CAPITAL REDUCTION STRIKE PRICE ^{1,2}	POST-SHARE CAPITAL REDUCTION STRIKE PRICE ^{1,2}	NUMBER
01/07/2021	A\$0.0930	A\$0.0790	16,617,522
01/07/2021	A\$0.0483	A\$0.0343	12,186,198
01/07/2022	A\$0.0453	A\$0.0313	45,191,714
01/07/2023	A\$0.1439	A\$0.1299	8,680,899
01/07/2024	A\$0.1054	A\$0.0914	11,002,656
01/07/2025	A\$0.0630	A\$0.0490	10,004,499
TOTAL			103,683,488

¹ The 'strike price' for SARs is the 10-day volume weighted average price for Horizon shares at effective allocation date.

² No price is payable by a participant in the LTIP on the exercise of a SAR.

³ SARs will become exercisable subject to meeting vesting or performance conditions.

No voting exclusions

No voting exclusions apply to this resolution.

For further information on voting eligibility, please refer to the Key Dates and Meeting Notes sections of this Notice.

Implications if not approved

If the Share Capital Reduction is not approved, the Board will consider alternative means to distribute this surplus capital to shareholders. In the absence of identifying an efficient means to distribute this surplus capital to shareholders (in the Board's absolute discretion), this surplus capital will be applied to the future requirements of the business.

Conclusion and Recommendation

Having regard to the matters outlined above, the Board considers that implementing the Share Capital Reduction:

- will not materially prejudice Horizon's ability to pay its creditors; and
- is in the best interests of the Company as a whole.

The Board **unanimously recommends** that shareholders vote in favour of the resolution to approve the Share Capital Reduction.

No other material information

Other than as set out in this Notice (including the Explanatory Notes), and any other information previously disclosed to the Company's shareholders, there is no other information that is known to the Board which may reasonably be expected to be material to the making of a decision by shareholders whether or not to vote in favour of the resolution to approve the Share Capital Reduction.

Further Information

If you would like any further information regarding the EGM please contact the Company's Share Registry, Computershare on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

Registered Office

Horizon Oil Limited
ABN 51 009 799 455

Level 6, 134 William Street
Woolloomooloo NSW Australia 2011

Tel +61 2 9332 5000
www.horizonoil.com.au



ABN: 51 009 799 455

HZN

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (Sydney time) on Monday, 26 July 2021.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Horizon Oil Limited hereby appoint

the Chairman of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of Horizon Oil Limited to be held at the Stanley Room, The Sydney Boulevard, Level 2, 90 William Street, Woolloomooloo, Sydney on Wednesday, 28 July 2021 at 10:00am (Sydney time) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 Share capital return to shareholders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details *(Optional)*

Mobile Number Email Address
By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

HZN

2 7 7 4 7 8 A



Computershare



How to complete this form

A Request for Direct Crediting of Dividends

Complete this section if you want your cash dividends paid directly into your nominated Australian bank, credit union or building society account. Until you advise otherwise, all future cash dividends will be paid into the nominated account.

IMPORTANT: DO NOT USE THE NUMBER QUOTED ON YOUR CREDIT CARD

If you do not complete this section or this form is incomplete, unsigned or invalid in any other way, you will continue to receive your dividends by cheque, but this does not override any previous Dividend Reinvestment Plan instructions.

Neither the company nor the registry will be responsible for any delays in crediting dividends to your nominated account as a result of transaction procedures or errors by any financial institution.

This instruction only applies to the specific holding identified by the SRN/HIN and the name appearing on the front of this form.

B Signature(s)

If you have chosen to have your cash dividends paid directly into your nominated Australian bank, credit union or building society account and you have completed Section A, you must sign this form as follows in the spaces provided:-

Joint Holding: where the holding is in more than one name, all of the securityholders must sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

EP001

HZN

Please return the completed form to:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne VIC 3001
Australia



HZN

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Please enter SRN/HIN in boxes below:

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 For your security keep your SRN/HIN confidential.

Tax File Numbers (TFN), Australian Business Numbers (ABN) or Exemptions

Use a **black pen**.
Print in **CAPITAL** letters
inside the grey areas.

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Where a choice is required,
mark the box with an 'X'

X

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A	Tax File Numbers (TFN), Australian Business Numbers (ABN) or Exemptions																																																																																																					
	Complete this section to provide your TFN and /or to claim the appropriate exemption by quoting the Exemption Code. A Company, Partnership, Trust, Super Fund or an Individual can provide either their TFN, or where the securities are held for a business purpose their ABN.																																																																																																					
	INDIVIDUALS/JOINT HOLDERS	<p>TFN of Individual (Securityholder 1)</p> <table border="1"> <tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr> </table> <p>Name 1 (Full Name)</p> <table border="1"> <tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr> </table> <p><input checked="" type="checkbox"/> Mark this box with an 'X' if Exemption applies</p> <p>TFN of Joint Holder (Securityholder 2 or Securityholder 3)</p> <table border="1"> <tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr> </table> <p>Name 2 (Full Name)</p> <table border="1"> <tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr> </table> <p>Type of Exemption</p> <table border="1"> <tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr> </table>																																																																																																				
OTHER ENTITIES	<p>TFN of Company, Partnership, Trust or Super Fund</p> <table border="1"> <tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr> </table> <p>Company</p> <table border="1"> <tr><td>X</td></tr> </table>																					X	AND OR	<p>ABN of Company, Partnership, Trust, Super Fund or Individual</p> <table border="1"> <tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr> </table> <p>Partnership</p> <table border="1"> <tr><td>X</td></tr> </table> <p>Trust</p> <table border="1"> <tr><td>X</td></tr> </table> <p>Super Fund</p> <table border="1"> <tr><td>X</td></tr> </table> <p>Other</p> <table border="1"> <tr><td>X</td></tr> </table>																					X	X	X	X																																																						
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How to complete this form

A Tax File Numbers (TFN), Australian Business Numbers (ABN) or Exemptions

Please record your TFN, ABN or the appropriate exemption information. If you are exempt, but have a TFN, it is safer to provide your TFN in case your circumstances change.

For investments held jointly, details of only two security holders are required. If possible, you should give details of those securityholders with a TFN rather than those who are exempt.

For investments held on behalf of another person, such as a child or an aged or invalid person, enter the Trust TFN. If there is no Trust TFN, enter the Trustee's TFN or exemption. Where the investment is held by an adult for a child, the adult is the Trustee.

EXEMPTIONS

For details about who is exempt, please contact the Australian Taxation Office. To claim your exemption, please enter the number of the pension or benefit you receive from the following list:

DESCRIPTION	EXEMPTION CODE	DESCRIPTION	EXEMPTION CODE
Aged Pension	444444441	Carer's Pension	444444442
Invalid Pension	444444441	Non Profit Organisation	555555555
Rehabilitation Allowance	444444442	Service/Veteran's Pension	444444441
Sole Parent's Pension	444444442	Special Benefit	444444442
Widow's Pension	444444442	Wife's Pension	444444442

Collection of Tax File Numbers is authorised and their use and disclosure are strictly regulated by the Tax Laws and the Privacy Act 1988 (Cth).

It is not an offence to withhold your TFN or, where the securities are held for a business purpose, your ABN. However, if you do not provide your TFN or ABN, tax may be deducted from payments of interest and the unfranked portion of dividends and distributions at the highest marginal rate.

This instruction will be applied in relation to the current and any future securities recorded in the register in respect of the specific holding identified by the SRN/HIN and the name appearing on the front of this form.

FOR MORE INFORMATION ABOUT TAX FILE NUMBERS, AUSTRALIAN BUSINESS NUMBERS AND EXEMPTIONS PLEASE CONTACT THE AUSTRALIAN TAXATION OFFICE ON 1300 720 092.

TX001

HZN

Please return the completed form to:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne VIC 3001
Australia

