

28 November 2016

ASX Limited  
Level 6, Exchange Centre  
20 Bridge Street  
Sydney NSW 2000

**Elk Petroleum Limited ("ELK")**  
**Results of Annual General Meeting ("AGM") of Members – 28 November 2016**

We advise that:

- a) A summary of valid and eligible proxies received for the above meeting was as follows:

Resolution No and Type		Resolution Item	Proxy Results					
			For	Against	Abstain	Valid Open Proxy's Discretion ***	Invalid/ Excluded/ Open unusable **	Total *
1	Ordinary Non-Binding	<b>Resolution 1</b> Adoption of the Remuneration Report	434,565,028	3,492,777	16,518,529	1,059,013	26,442,233	482,077,580
2	Ordinary	<b>Resolution 2</b> Re-election of Director – Dr Neale Taylor	480,619,379	289,388	12,800	1,156,013	0	482,077,580
3	Ordinary	<b>Resolution 3</b> Ratification of prior issue of shares to exempt, sophisticated and professional investors under ASX Listing Rule 7.1	382,388,842	1,021,643	20,000	1,162,013	97,485,082	482,077,580
4	Ordinary	<b>Resolution 4</b> Ratification of prior issue of shares to Abbey West Capital Pty Ltd ("Abbey") and Catalan Investments Pty Ltd ("Catalan") under ASX Listing Rule 7.1	420,825,284	3,483,303	20,000	1,156,013	56,592,980	482,077,580
5	Ordinary	<b>Resolution 5</b> Ratification of prior issue of securities to Cairnglen Investments Pty Ltd under ASX Listing Rule 7.1	462,722,257	3,512,643	20,000	1,156,013	14,666,667	482,077,580
6	Ordinary	<b>Resolution 6</b> Ratification of prior issue of shares to Catalan Investments Pty Ltd ("Catalan") under ASX Listing Rule 7.1	420,790,284	3,518,303	20,000	1,156,013	56,592,980	482,077,580

7	Ordinary	<b>Resolution 7</b> Ratification of prior issue of shares to exempt, sophisticated and professional investors under ASX Listing Rule 7.1	410,148,719	3,672,848	20,000	1,156,013	67,080,000	482,077,580
8	Ordinary	<b>Resolution 8</b> Ratification of prior issue of shares to Durham Capital Corporation ("Durham") under ASX Listing Rule 7.1	462,722,257	3,512,643	20,000	15,822,680	0	482,077,580
9	Ordinary	<b>Resolution 9</b> Ratification of prior issue of shares to Catalan Investments Pty Ltd ("Catalan") under ASX Listing Rule 7.1	406,129,277	2,863,643	20,000	16,471,680	56,592,980	482,077,580
10	Ordinary	<b>Resolution 10</b> Ratification of prior issue of shares to exempt, sophisticated and professional investors under ASX Listing Rule 7.1A	405,568,052	3,666,848	20,000	15,822,680	57,000,000	482,077,580
11	Ordinary	<b>Resolution 11</b> Ratification of prior issue of shares to exempt, sophisticated and professional investors under ASX Listing Rule 7.1A	405,529,670	3,705,230	20,000	15,822,680	57,000,000	482,077,580
12	Special	<b>Resolution 12</b> Approval of 10% Equities Capacity	462,725,821	3,519,079	10,000	15,822,680	0	482,077,580
13	Special	<b>Resolution 13</b> Approval of New Constitution	464,617,857	248,703	1,288,340	15,922,680	0	482,077,580
14	Ordinary	<b>Resolution 14</b> Approval of Employee Performance Incentive Plan	436,747,088	3,134,364	28,215	15,725,680	26,442,233	482,077,580
15	Ordinary	<b>Resolution 15</b> Approval of grant of shares to Mr Bradley Lingo, Managing Director	435,928,390	3,953,062	28,215	15,725,680	26,442,233	482,077,580

\* there were no invalid votes.

\*\* included in the "votes excluded / no instruction" column in the table above were 0 votes where the nominee registered shareholder had not received instructions from the beneficial shareholder. The votes in this column are votes unable to be cast due to voting restrictions as outlined in the Notice of Meeting.

\*\*\* all 'undirected votes' were cast with the Chair as proxy, which as outlined in the Notice of Meeting would be voted FOR all resolutions.

- b) The following resolutions were passed without resort to a poll at the AGM of ELK on 28 November 2016.

**Resolution 1: Adoption of the Remuneration Report**

The motion was **carried** as a non-binding ordinary resolution on a show of hands.

For the record, the show of hands and proxy positions were in excess of 75% in favour of this Resolution.

**Resolution 2: Re-election of Director – Dr Neale Taylor**

The motion was **carried** as an ordinary resolution on a show of hands.

**Resolution 3: Ratification of prior issue of shares to exempt, sophisticated and professional investors under ASX Listing Rule 7.1**

The motion was **carried** as an ordinary resolution on a show of hands.

**Resolution 4: Ratification of prior issue of shares to Abbey West Capital Pty Ltd (“Abbey”) and Catalan Investments Pty Ltd (“Catalan”) under ASX Listing Rule 7.1**

The motion was **carried** as an ordinary resolution on a show of hands.

**Resolution 5: Ratification of prior issue of securities to Cairnglen Investments Pty Ltd under ASX Listing Rule 7.1**

The motion was **carried** as an ordinary resolution on a show of hands.

**Resolution 6: Ratification of prior issue of shares to Catalan Investments Pty Ltd (“Catalan”) under ASX Listing Rule 7.1**

The motion was **carried** as an ordinary resolution on a show of hands.

**Resolution 7: Ratification of prior issue of shares to exempt, sophisticated and professional investors under ASX Listing Rule 7.1**

The motion was **carried** as an ordinary resolution on a show of hands.

**Resolution 8: Ratification of prior issue of shares to Durham Capital Corporation (“Durham”) under ASX Listing Rule 7.1**

The motion was **carried** as an ordinary resolution on a show of hands.

**Resolution 9: Ratification of prior issue of shares to Catalan Investments Pty Ltd (“Catalan”) under ASX Listing Rule 7.1**

The motion was **carried** as an ordinary resolution on a show of hands.

**Resolution 10: Ratification of prior issue of shares to exempt, sophisticated and professional investors under ASX Listing Rule 7.1A**

The motion was **carried** as an ordinary resolution on a show of hands.

**Resolution 11: Ratification of prior issue of shares to exempt, sophisticated and professional investors under ASX Listing Rule 7.1A**

The motion was **carried** as an ordinary resolution on a show of hands.

**Resolution 12: Approval of 10% Equities Capacity**

The motion was **carried** as a special resolution on a show of hands.

For the record, the show of hands and proxy positions were in excess of 75% in favour of this Resolution.

**Resolution 13: Approval of New Constitution**

The motion was **carried** as a special resolution on a show of hands.

For the record, the show of hands and proxy positions were in excess of 75% in favour of this Resolution.

**Resolution 14: Approval of Employee Performance Incentive Plan**

The motion was **carried** as an ordinary resolution on a show of hands.

**Resolution 15: Approval of grant of shares to Mr Bradley Lingo, Managing Director**

The motion was **carried** as an ordinary resolution on a show of hands.

Yours Sincerely



**DAVID FRANKS**

Joint Company Secretary  
Elk Petroleum Limited

**For further information, please contact:***Investor:*

Brad Lingo  
Managing Director/CEO  
P: +61 2 9093 5400  
E: [ir@elkpet.com](mailto:ir@elkpet.com)

**ABOUT ELK PETROLEUM**

Elk Petroleum Limited (ASX: ELK) is an oil and gas company specialising in Enhanced Oil Recovery (EOR), with assets located in one of the richest onshore oil regions of the USA, the Rocky Mountains. Listed on the ASX in 2005, Elk's strategy is focused on applying proven EOR technologies to mature oil fields, which significantly de-risks the Company's strategy of finding and exploiting oil field reserves.

Leveraging proven EOR technology and Company expertise and experience, Elk is currently developing the Grieve oil field in Wyoming (Elk – 49% WI) and is planning for a CO<sub>2</sub>-based EOR project at the Singleton oil field in Nebraska (Elk – 100% WI & operator).

---

**ELK PETROLEUM LIMITED**

Suite 4, Level 9  
341 George Street  
Sydney NSW 2000

**Tel** +61 2 9299 9690  
**Email** [IR@elkpet.com](mailto:IR@elkpet.com)  
**Website** [www.elkpet.com](http://www.elkpet.com)