

# RESILIENT PROGRESS

2019 ANNUAL REPORT



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OUR FOCUSED  
APPROACH  
DISTINGUISHES  
LNGL AS A  
PURE LNG  
INFRASTRUCTURE  
INVESTMENT  
OPPORTUNITY.

On the cover: A representation of the  
Magnolia LNG Plant



### OUR VISION

To be the world's premier provider of mid-scale LNG liquefaction solutions.

### OUR MISSION

To create value by delivering safe, reliable, energy-efficient, and flexible mid-scale natural gas liquefaction solutions to our customers at the industry's lowest full cycle cost, while minimizing our ecological impact.

### OUR STRATEGY

To participate in global LNG projects by:

- Owning, developing, and operating greenfield LNG sites
- Contributing OSMR® technology solutions to secure equity ownership in new and existing third-party LNG projects
- Licensing the OSMR® process technology to third-parties

# LNGL PROJECTS



WE ARE CURRENTLY DEVELOPING LNG EXPORT TERMINAL PROJECTS IN THE UNITED STATES AND CANADA HAVING COMBINED AGGREGATE DESIGN PRODUCTION CAPACITY OF 20 MTPA, WITH EXPANSION OPTIONS, UTILIZING OUR PATENTED OSMR® LIQUEFACTION TECHNOLOGY.

**BEAR HEAD  
LNG PROJECT**



**MAGNOLIA  
LNG PROJECT**



# CHAIRMAN'S LETTER



**Paul J. Cavicchi**  
Chairman

TO MY FELLOW SHAREHOLDERS,

AMIDST THE COMPETITIVE AND INDUSTRY CHALLENGES OF THE PAST TWELVE MONTHS, WE BELIEVE THE FUTURE REMAINS BRIGHT FOR LNGL AND WE SHARE WITH YOU OUR CONFIDENCE IN THE COMPANY'S FUTURE SUCCESS.

The fluid business environment in which we operate retains several key positive investment factors:

- Global LNG forecasts continue to reflect a doubling of demand by 2030;
- Coal to gas switching continues;
- Natural gas and liquefied natural gas (LNG) development stimulates large infrastructure investment in developing economies;
- Natural gas as a transportation fuel is growing;
- LNG is replacing high-sulfur maritime fuel under new international maritime standards;
- Small-scale, modular construction liquefaction projects are gaining market share; and
- Low cost, efficient LNG providers will lead the competition as LNG trading liquidity increases.

These growth factors have been tempered by two significant developments. The first factor has been the seasonally low price of LNG which in turn creates some reluctance to contracting in the market place. The second factor has been the US/China trade dispute which has created much uncertainty to the demand side. China is the largest source of demand growth in the LNG market. Its actions to feed the native demand will have a general effect throughout the LNG market.

Given this market background, the team achieved key milestones in the year that move us closer to a final investment decision (FID). The team announced a memorandum of understanding for a 2 million tonnes per annum (mtpa) LNG sale to Vietnam. We initiated the regulatory process to formally expand Magnolia LNG's capacity to 8.8 mtpa once again establishing Magnolia LNG as one of the lowest cost projects globally. We also affirmed the guarantees afforded the project by the KBR-led KSJV engineering, procurement

and construction (EPC) contractor. By virtue of the competitive capital cost and anticipated operating and fuel consumption costs, Magnolia LNG is therefore positioned to become a leading low-cost provider of LNG, an important factor as LNG markets mature and global LNG trading becomes more prevalent. In addition, management and the Board are committed to improving the current liquidity position of the Company to complete our development efforts. Finally, the Board agreed to re-domicile the Company to the U.S. and to proceed to list on the NASDAQ Stock Exchange following regulatory, judicial and shareholder approvals. The listing change is expected to benefit LNGL and its shareholders by properly positioning and valuing the Company for future success.

With all this said, I am encouraged by how our Company and its employees have responded to the market. I firmly believe that the team we have in place will be successful in realizing our corporate goal of achieving an FID on Magnolia LNG.

On behalf of the Board, we thank you, our Shareholders, for your continued support and we look forward to continuing our progress in the next fiscal year.

I am pleased to introduce the Annual Report for the year ending June 30, 2019.

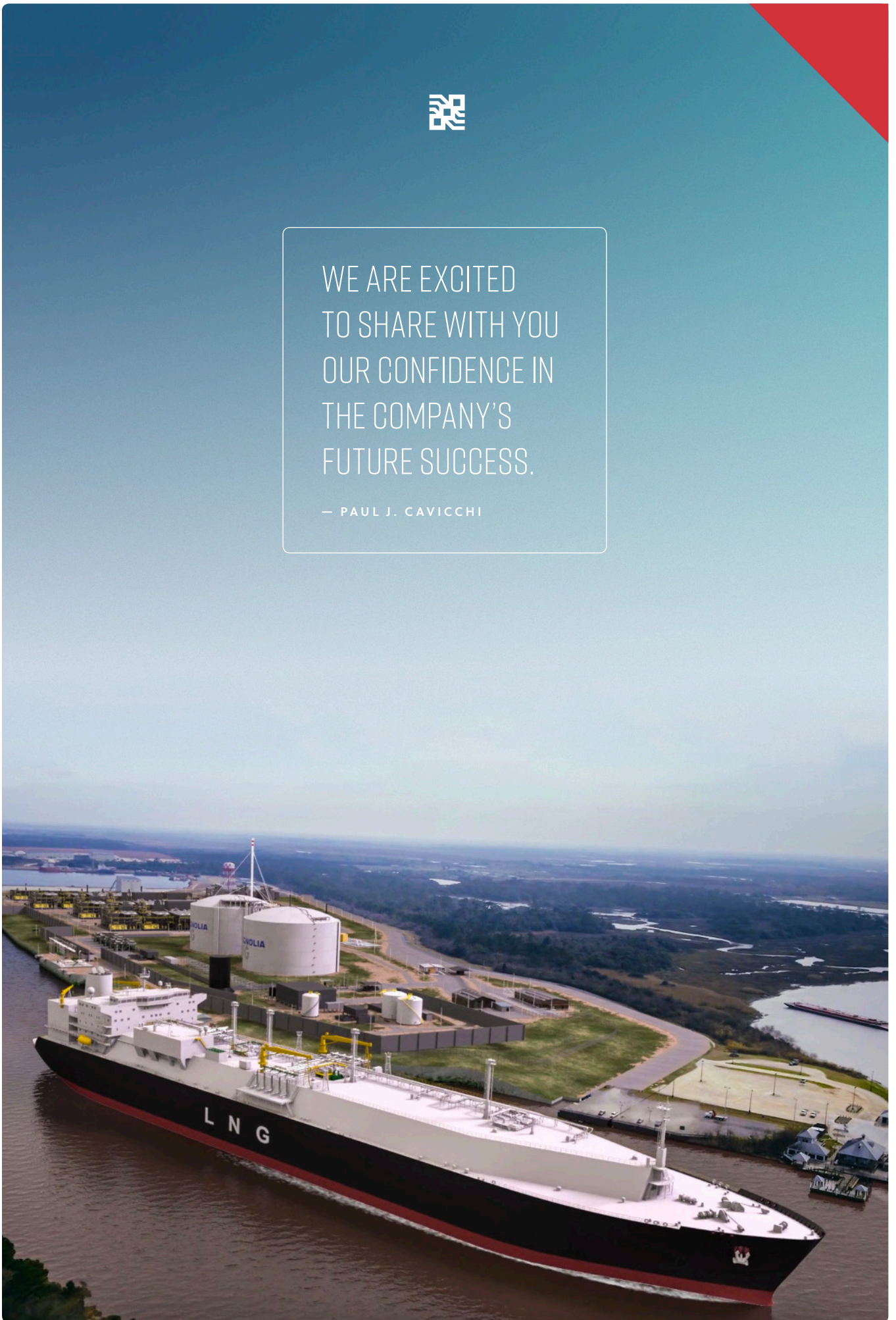
A handwritten signature in black ink that reads "Paul J. Cavicchi". The signature is written in a cursive, flowing style.

**Paul J. Cavicchi**  
Chairman  
Houston, Texas U.S.  
September 30, 2019



WE ARE EXCITED  
TO SHARE WITH YOU  
OUR CONFIDENCE IN  
THE COMPANY'S  
FUTURE SUCCESS.

— PAUL J. CAVICCHI



# MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER'S REPORT



**Greg M. Vesey**  
Managing Director and  
Chief Executive Officer

THE LIQUEFIED NATURAL GAS (LNG) INDUSTRY IS IN A STATE OF FLUX. PREVIOUSLY FORECASTED SUPPLY INCREASES, RESULTING FROM THE FIRST WAVE OF LNG LIQUEFACTION ADDITIONS ENTERING THE MARKET, HAVE SOFTENED GLOBAL LNG PRICES TO THE BENEFIT OF CONSUMERS. IN 2018/19, THE INDUSTRY SAW VERY LOW SPOT LNG PRICES, DRIVEN BY THESE NEW SUPPLY ENTRANTS AND WEATHER-RELATED SEASONAL DEMAND.

This current over-supply situation was being muted by demand growth (current and anticipated) in Asia, particularly from China. Unfortunately, offsetting this opportunity is the reality of the trade dispute between the U.S. and China. The magnitude and duration of the trade dispute was underestimated by our industry and by LNG.

Continued strong growth in shale gas production has driven U.S. domestic natural gas prices to a 15-year low, sparking a surge in U.S. LNG export investment interest. In 2018, buyers returned to making commitments to long-term supply from new LNG projects underpinning hopes for U.S. LNG liquefaction FIDs. But just as U.S. LNG projects primed for FID declaration, global demand growth began to wane, the U.S. and China trade dispute worsened, and global competition for delivery of new LNG supply in the 2020s increased. As a result, the pronounced business advantages and development timeline lead once held by U.S. liquefaction developers over global competition has lessened.

The resulting impact on LNG developments and the broader LNG markets has altered the competitive landscape. These prompt market indicators have reduced current interest in long-term contracting by the industry as buyers retreat to a wait and see evaluation period.

2019/20 is a crucial period for the second wave of U.S. LNG projects. Lessons learned suggest economic

growth and energy demand forecasts are not the best indicators of a timeline for new LNG capacity expansion. LNG demand in this period will be informed solely by long-term commitments made by buyers in the next 12 to 18 months. The challenge remains that buyer commitments are fragmented across a range of planned projects as buyers continue to shop the current "buyers' market". Globally, LNG projects are exploring differentiating approaches ranging from project development, to contracting, to technology. Factors being evaluated by buyers include contract durations, smaller scale developments, modular liquefaction technologies, and non-traditional pricing mechanics.

Within this difficult and dynamic business environment, LNG maintains its confidence in delivering an FID on Magnolia LNG, for the following reasons:

- Global appetite for significant new sources of LNG in the 2020s remains absolute;
- Feedback from buyers supports the competitiveness of Magnolia LNG's commercial offering;
- Magnolia LNG's smaller capacity size enables achievement of a critical mass in contracting firm offtake to drive FID as compared with larger projects;
- Market opportunities beyond China are robust and LNG is very actively progressing negotiations with these parties;
- Our cost structure remains one of the most competitive in the entire industry; and



- We remain one of the most advanced liquefaction developments in the world providing buyers with confidence that we can achieve financial close, construction, and operation on agreed timelines.

During fiscal 2019, we achieved important milestones that bring us closer to a final investment decision. These milestones include state government approval of our Louisiana Industrial Tax Exemption, Notice of Schedule for Environmental Review from the U.S. Federal Energy Regulatory Commission (FERC) providing line of sight for our 0.8 mtpa capacity increase for Magnolia LNG, and the execution of an updated legally binding lump-sum turnkey (LSTK) fully wrapped EPC contract with the KBR-SKE&C joint venture (KSJV). We signed a Memorandum of Agreement (MOA) with the Nova Scotia Construction Labour Relations Association Limited (CLRA) and Cape Breton Building and Construction Trades ensuring access to the skilled workforce needed for Bear Head.

On September 16, 2019, LNGL jointly announced an alliance with Delta Offshore Energy Pte Ltd (DeltaOE) and the Bac Lieu Provincial Government in Vietnam to deliver an LNG-to-power project for the province. The DeltaOE led power project includes the construction and operation of an LNG import terminal, 3,200-megawatt combined-cycle power plant and delivery of power generation to the Bac Lieu Province. The integrated project is expected to commence operations in 2023 pending finalization of anticipated government approvals, declaration of FID and financial close.

The memorandum of understanding (MOU) details all material terms of the proposed LNG sale and purchase agreement (SPA) having a target commercial start date of no later than January 1, 2024 (which may be adjusted accordingly by Magnolia). DeltaOE and Magnolia are obligated to use reasonable efforts to negotiate and agree the terms and conditions of the SPA pursuant to which Magnolia will supply 2 mtpa of LNG to DeltaOE on a free-on-board basis for a term of at least 20 years, which contract is back-to-back with the power purchase agreement between DeltaOE and the Bac Lieu Province.

The MOU does not itself constitute a definitive binding SPA at this stage, but it does evidence the intent of the parties to work towards execution of a binding SPA for 25% of Magnolia's current nameplate capacity of 8 mtpa (to be increased to 8.8 mtpa subject to Federal Energy Regulatory Commission (FERC) approval). The MOU provides that the SPA will be subject to Magnolia obtaining Financial Close by December 31, 2019 (which date may be waived or extended by agreement between the parties).

The Company is working towards finalization of the SPA in due course and the MOU provides that the arrangement between Magnolia and DeltaOE will terminate if the SPA has not been executed by October 31, 2019 (or such later date as agreed by the parties). The parties are currently working to extend the dates contained in the MOU.

We continue to focus on signing sufficient investment-grade offtake agreements to take FID, and move to financial close, construction, and operation of Magnolia LNG and then Bear Head LNG. We remain vigilant in managing our cash position in a fiscally responsible manner consistent with our cash management plan.

We remain confident in our strategy and approach.

## **BUSINESS DISCUSSION AND ANALYSIS**

The following discussion and analysis of our operations, financial condition, and results of operations should be read in conjunction with our financial statements and the related notes to those statements included elsewhere in this Annual Report. In addition to historical financial information, the following discussion and analysis contains forward-looking statements that involve risks, uncertainties, and assumptions. Our results and the timing of selected events may differ materially from those anticipated in these forward-looking statements because of many factors.

## **THE COMPANY**

LNGL is an Australian public company domiciled in Australia. Our corporate offices are based in Houston, Texas, with offices in Sydney, Australia; Lake Charles, Louisiana; and Halifax, Nova Scotia. Our business strategy is to bring a concept of mid-scale LNG projects to the international energy market. Founded in 2002, LNGL listed on the Australian Stock Exchange (Code: LNG) in 2004, and on the U.S. over-the-counter market in 2014 (OTC ADR: LNGLY).

The Board of Directors has announced its decision to re-domicile the Company to the United States of America. LNGL will proceed to list on the NASDAQ Stock Exchange (NASDAQ) following regulatory and judicial approvals and an affirmative shareholder vote.

The Company is developing LNG export terminal projects in the United States and in Canada having combined aggregate design production capacity of 20 mtpa. Our portfolio consists of 100 percent ownership of the following companies:

- Magnolia LNG LLC (Magnolia LNG), an 8 mtpa or greater LNG export terminal development in Lake Charles, Louisiana, U.S.;
- Bear Head LNG Corporation Inc. (Bear Head LNG), an 8–12 mtpa LNG export terminal development at

- Point Tupper in Richmond County, Nova Scotia, Canada;
- Bear Paw Pipeline Corporation Inc. (Bear Paw Pipeline), that is proposing to construct and operate a 62.5 km gas pipeline lateral to connect gas supply to Bear Head LNG; and
- LNG Technology, LLC owner of LNGL's patented optimized single mixed refrigerant (OSMR®) liquefaction process technology.

## **CORPORATE**

### ***U.S. redomicile and listing***

In July 2019, the Board announced its decision to redomicile the Company to the U.S. along with a listing on the NASDAQ. The Board believes that such a transition will benefit the Company and its shareholders as the Company progresses its development projects in North America. Management is currently executing this mandate.

After continued evaluation by the Board and management team, the Board believes a U.S. re-domiciling is in the Company's best interest. Board and management considerations underpinning this decision include:

- Alignment with the Company's North American project focus;
- Valuation and potential for new investor interest;
- Closer association with other LNG development companies on U.S. exchanges;
- Positive feedback on the move from target customers desiring to buy LNG from U.S. domiciled companies; and
- Attracting and retaining outstanding talent.

Timing of the re-domicile transition, including shareholder vote at a Scheme Meeting, will depend upon the length of regulatory processes in the U.S. and Australia and on availability of Court dates in Australia.

### ***Funding sources and Liquidity Management Plan***

At June 30, 2019, LNGL had A\$21.8 million in cash and cash equivalents (including security deposits) on deposit.

The preponderance of forecasted cash outflows is denominated in US dollars, supporting maintenance of a majority of cash and cash equivalents in US dollars as a foreign exchange risk mitigation strategy. Historically, LNGL maintained a material portion of its existing cash and cash equivalents in US dollars and will look to do so in the future to coordinate cash reserves with forecasted cash outflows. Because LNGL's reporting currency is Australian dollars, the US dollar denominated cash balances are translated to Australian dollars at each balance sheet date, with the net effect reflected as unrealized gain (loss) from translation as a period end-to-period end reconciling item in reported cash balances. The Company has no debt.

The accompanying financial statements have been prepared on a going concern basis, which contemplates the continuity of normal business activities and the realization of assets and the settlement of liabilities in the ordinary course of business. LNGL is proactively assessing opportunities for liquidity enhancement and management remain confident about its ability to successfully raise new funding in support of business operations. The Board will continue to review potential opportunities for LNGL and consider additional strategies to be undertaken to sustain its business.

### ***Financial results***

During the financial year, net assets of LNGL and its controlled entities decreased by A\$29.3 million, from A\$60.4 million as at July 1, 2018 to A\$31.1 million as at June 30, 2019, primarily reflecting operating results for the period.

LNGL's policy is to expense all development expenditure until such time as the Board is satisfied that all material issues in relation to a project have been adequately identified and addressed, to the extent possible, and it is probable that the project will achieve final investment decision and proceed to construction, within a reasonable period. Currently, LNGL is expensing 100 percent of its development expenditures. Development expenditures expensed in fiscal 2019 totaled A\$16.9 million compared with A\$11.4 million expensed during fiscal 2018.

LNGL's net loss after income tax for the year ended June 30, 2019 totaled A\$33.5 million, which compared with a loss of A\$22.8 million in the year ended June 30, 2018. The 2019 fiscal loss included the aforementioned project development costs of A\$16.9 million, A\$3.3 million of share-based payment expenses, and A\$15.0 million in administration, corporate, and compliance costs in the period.

The increasing loss from ordinary activities and the net loss for the period reflects milestone and non-reoccurring payments related to the Magnolia LNG project that occurred in the fiscal year; along with increased share-based payment and administrative expenses.

### ***Change in registered office location***

In March 2019, the Company closed its office in Perth, Western Australia, moving its registered office to Sydney, New South Wales, Australia.

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CONTINUED ON PAGE 16 »

# VISION, MISSION, VALUES, STRATEGY

## OUR VISION

IS TO BE THE WORLD'S  
PREMIER PROVIDER OF  
MID-SCALE LNG  
LIQUEFACTION SOLUTIONS.

## OUR MISSION

IS TO CREATE VALUE  
BY DELIVERING SAFE,  
RELIABLE, ENERGY-  
EFFICIENT, AND FLEXIBLE  
MID-SCALE NATURAL GAS  
LIQUEFACTION SOLUTIONS  
TO OUR CUSTOMERS AT  
THE INDUSTRY'S LOWEST  
FULL CYCLE COST,  
WHILE MINIMIZING OUR  
ECOLOGICAL IMPACT.

LNGL conducts business in an ethical, fair, and honest manner. We are committed to participating in the highly competitive global LNG industry with the highest degree of integrity, absent use of any corrupt practices to obtain a business advantage. We aim to secure and safeguard an appropriate "License to Operate" in all our operations and do so through active engagement with our host communities and key stakeholders. We embrace as core values the virtues of a safe and diverse workplace; a performance culture that awards integrity, innovation, and respect for others; and a business approach that partners with all stakeholders to deliver our strategy while minimizing impacts to the ecology.

This focused approach distinguishes LNGL as a pure LNG infrastructure investment opportunity.

Our business model applies LNGL's wholly owned and developed OSMR® LNG process technology, which centers on delivering four key principles: the industry's lowest full cycle cost; optimized plant energy efficiency; shortened development and construction schedules; and an overall smaller ecological impact footprint, including reduced carbon emissions, with no additional technology risk relative to other proposed projects.

WE APPLY A THREE-PATH EXECUTION STRATEGY TO REALIZE OUR VISION:

### PATH 1:

Develop projects using  
our OSMR® Technology  
Solutions

### PATH 2:

Use OSMR® Technology  
Solutions to gain entry  
into new and existing  
third-party projects

### PATH 3:

License the OSMR®  
technology to  
third-parties

We aim to remain at the forefront of LNG development and processing technology to ensure our LNG terminal development projects are world competitive in terms of capital and operating costs, operating efficiencies, and ecological impact. We seek to ensure our neighboring communities benefit from our operations on an enduring basis while we minimize and mitigate any potential impact of our presence.

Our approach to site selection and project development reflects the importance placed on existing infrastructure, land access, gas supply, regulatory regime, and other similar differentiating key business drivers.

We look to contract on a fixed-price, turnkey basis using LNG industry experienced EPC contractors. The modular construction approach and consistent use of EPC contractors allows repeatability with respect to the OSMR® liquefaction trains, further improving economics.

Our preference for modular fabrication translates into inherently safer construction and reduced on-site labor while providing a high degree of quality and schedule control.

We are continually evaluating additional growth opportunities that would benefit from our strategy.

THE MAGNOLIA LNG PROJECT COMPRISES THE PROPOSED DEVELOPMENT OF AN 8 MTPA OR GREATER LNG EXPORT PROJECT ON A 115-ACRE SITE, ADJACENT TO AN ESTABLISHED INDUSTRIAL CANAL, ALONG THE CALCASIEU RIVER SHIPPING CHANNEL, IN THE LAKE CHARLES AREA OF SOUTHWEST LOUISIANA.

## MAGNOLIA LNG PROJECT

LAKE CHARLES, LOUISIANA, U.S.



THE PROJECT PLAN INCLUDES DEVELOPMENT OF FOUR LNG PRODUCTION TRAINS OF 2 MTPA OR GREATER EACH. EACH TRAIN WILL EMPLOY LNG's WHOLLY OWNED AND PATENTED OSMR® TECHNOLOGY. KSJV, A JOINT VENTURE BETWEEN KBR AND SK E&C, IS UNDERTAKING EPC CONTRACTING EFFORTS WITH KBR LEADING THE JOINT VENTURE TEAM. THE PROJECT WILL BE CONSTRUCTED UNDER A FIXED PRICE, TURNKEY EPC CONTRACT.

*Detailed information on the Magnolia LNG project is available on LNG's website: [www.lnglimited.com.au](http://www.lnglimited.com.au) under "Assets".*

Magnolia LNG has an executed precedent agreement for a 20-year binding pipeline capacity agreement with Kinder Morgan Louisiana Pipeline LLC to deliver gas to the site for the full capacity of the project. Feed gas supply will originate from the highly liquid U.S. Gulf Coast gas market via multiple gas suppliers and delivered to the site through interconnections to the extensive U.S. natural gas pipeline system.

The site lease is with the Lake Charles Harbor and Terminal District, encompassing a 30-year lease agreement, with options for Magnolia LNG to extend the lease term.

### Project Permits and Approvals

Magnolia LNG has received all required regulatory approvals and permits necessary to initiate job site activities and to export LNG to both FTA and Non-FTA countries up to 8 mtpa per annum. Magnolia LNG has received Notice of Intent (NOI) from the FERC that the agency will prepare a supplemental Environmental Impact Statement (EIS) for an incremental 0.8 mtpa production capacity increase application. FERC's NOI only pertains to the capacity uplift for Magnolia from 8.0 mtpa to 8.8 mtpa and does not affect Magnolia's existing FERC Order and Notice to Proceed (NTP) for its original 8.0 mtpa capacity. The FERC issued a Notice of Schedule for Environmental Review which provides for Notice of Availability of the Supplemental Final Environmental Impact Statement on January 24, 2020 and an April 23, 2020 Federal Authorization Decision Deadline. On December 31, 2018, Magnolia LNG petitioned the United States Department of Energy (DOE) to supplement the existing approval to export 8.8 mtpa to free trade agreement (FTA) and non-free trade agreement nations. On March 25, 2019, the DOE granted authorization to expand Magnolia LNG's export capacity to FTA countries. We expect to receive authorization to expand export to Non-FTA countries following FERC's approval of the amended application.

### Engineering Procurement and Construction Contract

Magnolia LNG and KSVJ have agreed an updated binding LSTK EPC contract for construction of the LNG export facility. Key contract specifics follow.

- US\$4.623 billion LSTK price, validity to December 31, 2019
- Scope:
  - » Four liquefaction trains having a design capacity of 2.2 mtpa per train
  - » Two 160,000m<sup>3</sup> full containment LNG storage tanks
  - » Ship, barge & truck loading, supporting infrastructure, and all required post-FID approvals and licenses
  - » EPC guaranteed production of 7.6 mtpa
  - » EPC guaranteed 92 percent feed gas energy efficiency, LNG plant/utilities fuel gas consumption of eight percent or less
- LSTK plant design utilizing LNG's patented OSMR® technology
- Full wrap LSTK EPC contract, jointly and severally guaranteed by the KSVJ and its individual joint venture partners
- EPC contract scope includes:
  - » Siemens and Chart costs (compressors, cold boxes, turbines)
  - » Mobilization and de-mobilization costs
  - » Capital spares and contractor provided insurances
  - » Profit, risk/liability funds, escalation, and contingency amounts
- Final design capacity shall be based on closing design at FID

Owner's and other costs include Owner's engineer; regulatory, permitting and environmental costs; commissioning gas; O&M mobilization and other minor contracts; and internal costs capitalized from financial close. Key contractors and sub-contractors associated with Magnolia LNG construction and operation include KBR, SK E&C, Chart, Siemens, Clough/CH-IV, and EthosEnergy. Total cost of the plant construction will include incremental costs associated with capitalized interest, financing fees, and lender's contingency amounts, which amounts will be determined at financial close.

### Equity Commitment

Equity financing for Magnolia LNG shall be provided pursuant to the terms and conditions in the Amended and Restated Equity Commitment Agreement (ECA) with Stonepeak Infrastructure Partners (Stonepeak). The ECA governs the relationship, cooperation, rights, and obligations between Stonepeak and LNG's through Financial Close of Magnolia LNG. Operations will be conducted pursuant to the terms and conditions of the associated Magnolia LLC Agreement (LLC Agreement), which addresses the governance, construction, operation, allocation of profits, distribution of post-debt service cash flows, and other related matters.

The ECA represents the definitive documentation under which investment funds managed by Stonepeak will acquire Mandatorily Redeemable Preferred Interests (Preferred Interest) in the Magnolia LNG project. Proceeds will be used as equity to fund a portion of the costs of constructing and placing into service the Magnolia LNG project. Stonepeak's investment is scheduled to close following a positive FID on Magnolia by LNG's, with definitive debt financing agreements thereafter in front of Financial Close.

Key terms of the ECA include:

- Approximately US\$1.5 billion of equity contribution;
- Tenor of 12 years from Magnolia financial close;
- Fixed coupon, with pay-in-kind provisions during construction;
- Redeemable in full (principal and any accrued but unpaid dividends) after 12 years;
- Call provisions, at Magnolia LNG's option, beginning three years following the post-construction commercial operations date (COD) at progressively lower premiums to par; and
- Normal liquidation preference, pre-emptive rights, and other preferred interest protection features.

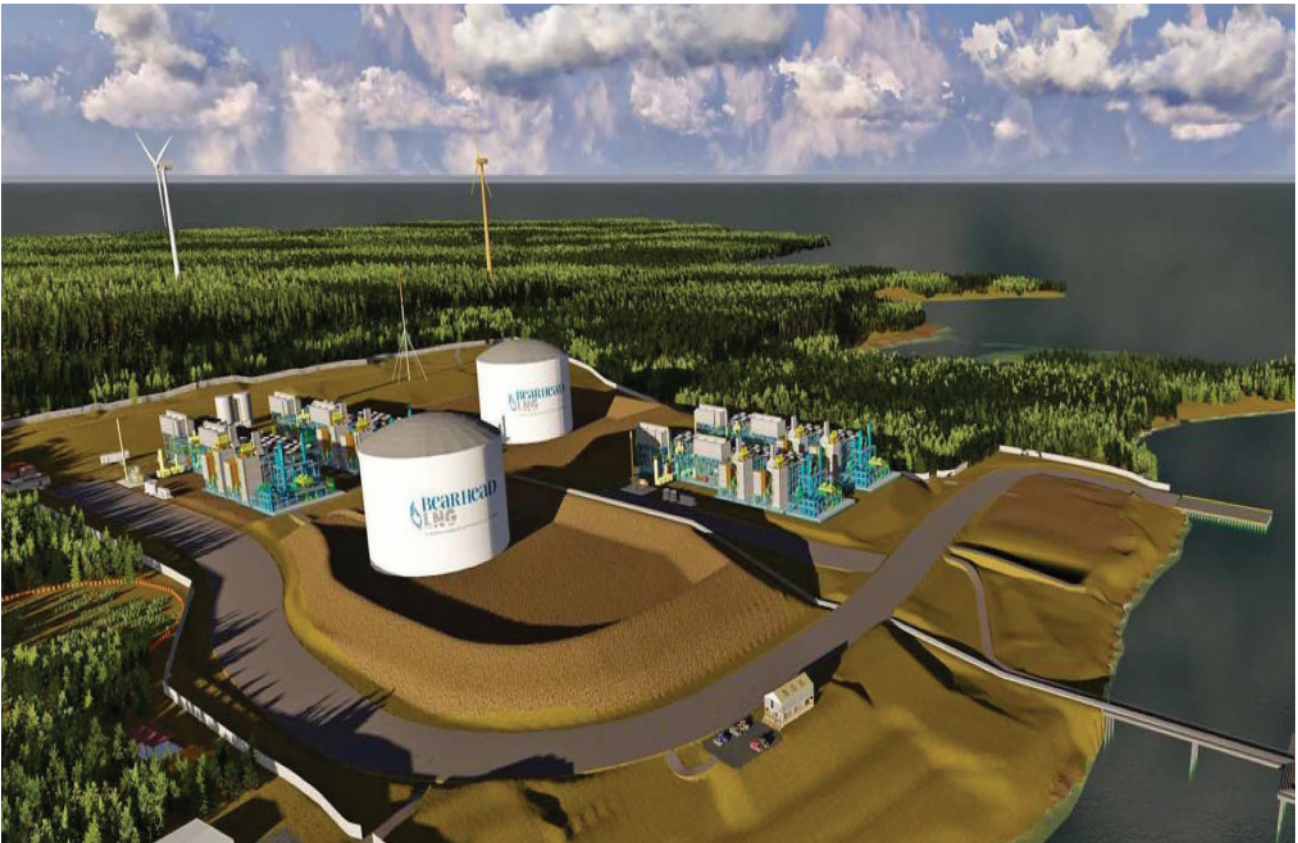
The Preferred Interest has no conversion features into either Magnolia or LNG's equity instruments.

LNG's owns 100 percent of the common interest in Magnolia LNG pre- and post-financial close. LNG's share of annual cash distributions from Magnolia LNG will be after payment of debt service and the fixed-return obligations under the Preferred Interest. LNG's equity share of Magnolia LNG's distributable cash flow is primarily dependent on total capital cost of the project (inclusive of EPC, Owner's, and debt financing costs), as well as the average pricing of the offtake agreements executed for Magnolia LNG's capacity.

BEAR HEAD LNG IS A PROPOSED 8- 12 MTPA LNG EXPORT TERMINAL ON A 327-ACRE SITE IN POINT TUPPER, RICHMOND COUNTY, NOVA SCOTIA, LOCATED ON THE NATURALLY DEEP, ICE-FREE WATERS OF THE STRAIT OF CANSO.

## BEAR HEAD LNG PROJECT

POINT TUPPER, NOVA SCOTIA, CANADA



BEAR HEAD LNG HAS RECEIVED ALL THE REQUIRED 10 INITIAL CANADIAN FEDERAL, PROVINCIAL, AND LOCAL REGULATORY APPROVALS TO CONSTRUCT A LIQUEFIED NATURAL GAS EXPORT FACILITY, AS WELL AS COMMERCIAL APPROVALS IMPORTANT TO GAS SUPPLY AND EXPORT DESTINATIONS.

*Detailed information on the Bear Head LNG and Bear Paw projects is available on the Company's website: [www.Inglimited.com.au](http://www.Inglimited.com.au) under "Assets".*

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**KBR** has developed Phase I front end engineering and design (FEED) for the export terminal. Feed gas supply is expected to come from a combination of Canadian and U.S. producers.

### **Bear Paw Pipeline Project Overview**

Bear Paw is proposing to construct and operate a 62.5 km (38.8 mile) natural gas pipeline to supply natural gas to the Bear Head LNG export terminal. The Bear Paw project will connect gas supply sources near Goldboro, Nova Scotia, to the liquefaction export facility. All required permits and approvals for construction have been granted.

A pipeline assessment corridor has been identified for routing purposes that focuses on public safety and minimization of impacts to the environment, landowners, and stakeholders. The project will include a required compressor station to deliver specific and constant natural gas pressure to Bear Head LNG.

### **Bear Head LNG Project Permits and Approvals**

Bear Head LNG requires Canadian federal, provincial, and local regulatory approvals to construct the proposed export project. All 10 required initial permits are approved and in place as listed below.

- EA Approval from the Nova Scotia Environment (NSE)
- Permit to Construct from the Nova Scotia Utility and Review Board (UARB)
- Navigable Waters Protection Act Authorizations (Federal Government)
- Transport Canada Canadian Environmental Assessment Agency (CEAA) Screening (Federal Government)
- Fisheries and Oceans Canada CEAA Screening (Federal Government)
- Authorization for Works or Undertakings Affecting Fish Habitat (Federal Government)
- Environment Act Water Approval – Wetland Infill (Government of Nova Scotia)
- Part V of the Environment Act, approval to construct gas plant export facility (NSE)
- Development Permit (Municipality of Richmond County)
- Beaches Act Clearance (Government of Nova Scotia)

Canada's National Energy Board NEB has approved Bear Head LNG's application for authority to export up to 8 mtpa of LNG from Canada starting in 2019, with expanded authority allowing import of up to 14.2 billion cubic meters of natural gas per annum from the U.S., which would be sufficient to export up to 12 mtpa of LNG from Canada in 2024. Both licenses are for a period of 25 years.

Bear Head LNG has also received NSE approval of its Greenhouse Gas and Air Emission Management Plan as well as Governor in Council approval for the license to import natural gas from the U.S. and the license to export LNG from the Bear Head LNG project site. Bear Paw has received EA approval from the NSE and its "Permit to Construct" the natural gas pipeline and related facilities pursuant to the Pipeline Act from the UARB.

The U.S. Department of Energy (DOE) has granted Bear Head LNG authority to export LNG derived from U.S. produced natural gas to both FTA and Non-FTA countries. The DOE has also granted Bear Head LNG authority to export U.S. natural gas to Canada, allowing export of up to 440 bcf per year of U.S. natural gas to Canada. Finally, in tandem with the non FTA export permit, DOE determined that Bear Head LNG does not require DOE's authorization for Canadian natural gas to pass through U.S. pipelines (in transit) on its way to the export facility in Nova Scotia.

### **Gas Supply**

Natural gas supply for LNG exports from Bear Head LNG remains the key milestone for further project development. Gas supply is expected to come from producers in Canada and the U.S. Bear Head LNG continues to market capacity to all three potential gas paths: Western and Central Canada, U.S., and offshore Nova Scotia.

Feed gas supply from Western and Central Canada resources requires construction of incremental long-haul pipeline capacity. New pipeline capacity is also required to connect to other North American gas sources to enable full capacity production at Bear Head LNG. The construction of this pipeline capacity is dependent upon Bear Head LNG's ability to partner with pipeline companies and producers having sufficient sources of liquidity to underpin pipeline capacity development and construction.

Bear Head LNG has worked with pipeline companies in route study analyses to explore the viability of transporting natural gas from TransCanada's Alberta system (NGTL) to the Bear Head LNG site. The Bear Head LNG 'all Canada solution' gives producers access to LNG markets at a globally competitive free-on-board (FOB) cost, providing an economic alternative to Canadian index pricing. Discussions with major Western Canadian resource holders have confirmed interest in exploring the Bear Head LNG option, but the pipeline permitting, development, and construction costs are substantial.

Northeast U.S. pipeline projects intended to move Marcellus/Utica shale gas production east have been cancelled or deferred. These decisions may have detrimental effects on gas supplies available for export from the U.S. to Canada through the Maritimes & Northeast Pipeline system. LNGL continues to explore other gas paths to move Marcellus / Utica supplies to the Bear Head LNG site.

Bear Head LNG continues to monitor offshore Nova Scotia upstream development, which has slowed somewhat as investors in offshore Nova Scotia upstream opportunities deal with capital constraints arising from lower global commodity prices.

# OSMR® PATENTS AND LNG TECHNOLOGY LLC

## OWNERSHIP OF THE PATENTED OSMR®

LNG LIQUEFACTION PROCESS AND PATENTS WAS

TRANSFERRED FROM LNG TECHNOLOGY PTY LTD

TO LNG TECHNOLOGY, LLC (A DELAWARE, U.S.

LIMITED LIABILITY COMPANY) IN FISCAL 2019.

THE OSMR® TECHNOLOGY IS A LOW COST, HIGHLY

EFFICIENT, ECOLOGICALLY FRIENDLY, ROBUST

AND LOW RISK TECHNOLOGY

**OSMR®** combines multiple elements in an advantageous configuration that LNGL believes achieves industry-leading levels of capital and operating cost, energy efficiency, system reliability, and associated lower air emissions. There is no untested equipment, theoretical technical advances, or “black box” applications contained in the OSMR® technology design or implementation strategy.

OSMR® was originally designed and patented for application in Australia for liquefying lean feed gas streams produced from coal seam gas resources in Eastern Australia. As a result, the OSMR® technology is very adaptable for use in all types of natural gas producing areas, including areas having very lean feed gas streams or low liquid content pipeline quality gas at the plant inlet, such as in the U.S. Gulf Coast region.

OSMR® is fundamentally a single mixed refrigerant (SMR) liquefaction process currently in use in the majority of global LNG liquefaction operations today. The traditional and industry proven SMR process is optimized in four primary areas:

1. Independent 2-in-1 liquefaction train systems;
2. Use of ammonia to pre-chill the mixed refrigerant;
3. Use of a combined cycle gas turbine energy recovery system; and
4. A boil-off gas (BOG) handling system that repurposes the BOG into LNG.

OSMR® technology’s design maximizes the utilization of well-proven supplier and industry standards to avoid custom-designs. Modular construction in established and experienced fabrication yards improves project quality, provides a high degree of schedule control, and represents an inherently safer construction methodology.



## 5 AMMONIA REFRIGERATION

- > 20% more efficient than propane systems
- Closed-loop ammonia system
- Driven by combined-cycle steam power
- Limited on-site ammonia storage
- Ammonia attributes:
  - » Superior thermodynamic qualities
  - » Zero GWP and zero ODP
  - » Non-flammable and non-explosive
  - » Toxicity managed with proven systems (EPA/OSHA)

## 4 AMMONIA REFRIGERATION

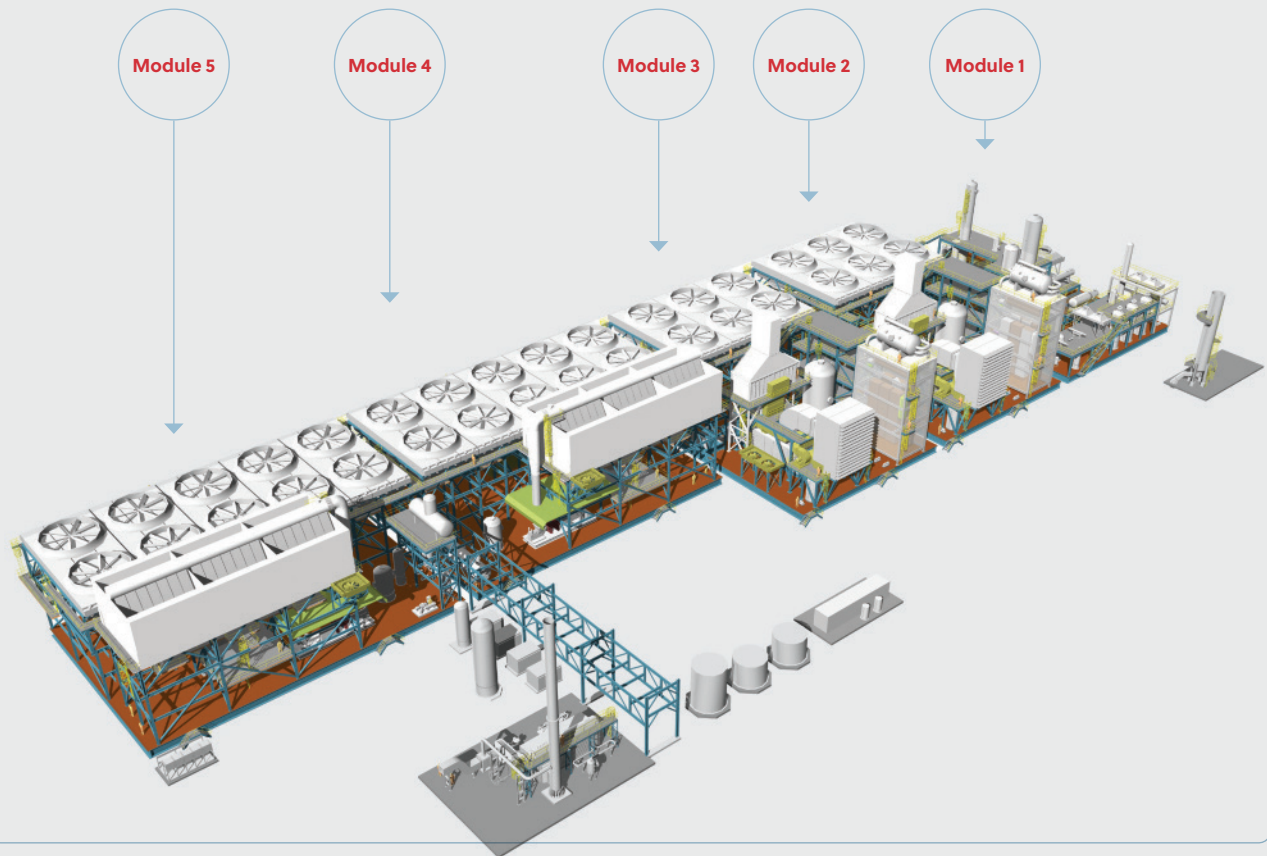
## 3 LIQUEFACTION

- SMR process (> 70% of global capacity)
- Independent 2-in-1 system
- High availability with superior flexibility and turndown
- Inlet air cooled gas-fired turbines
- Single stage compressor
- Standard-sized Chart coldboxes
- BOG re-capture

## 2 LIQUEFACTION

## 1 PRETREATMENT AND HEAVY HYDROCARBON REMOVAL

- Amine system
- Dehydration units
- Mercury guard beds
- Turbo-expander removes unwanted hydrocarbons & BTX
- Flexible turndown matches 2-in-1 liquefaction design



Fabrication yard construction in the global region leverages the most competitive fabrication costs at the time the project executes, isolating the project from localized or regional cost bubbles. Utilizing modular fabrication reduces the extent of site temporary facilities and temporary laydown requirements, substantially reducing the overall construction costs and required access to land.

Each train consists of five modules. Each module is largely self-contained, substantially reducing the number of inter-connects between modules upon arrival at the site. The five modules align in the following configuration:

- Module 1 – Pretreatment and heavy hydrocarbon removal;*
- Module 2 – Ammonia refrigeration;*
- Module 3 – Ammonia refrigeration;*
- Module 4 – Liquefaction;*
- Module 5 – Liquefaction.*

The arrangement delivers an independent 2-in-1 parallel liquefaction design having two cold box sets, two SMR

coolant loops, and associated independent drivers, which enhance system reliability and operational flexibility. OSMR® technology's system process follows, with the key optimized SMR components bolded for emphasis.

LNGL continues with its international patent applications, which cover two engineering design features (being the basis of LNGL's OSMR® process), entitled "A Method and System for Production of Liquid Natural Gas" and "Improvements to the OSMR® Process" (applications only filed in Australia and U.S.). LNGL is also progressing a patent application over another wholly developed and owned process, entitled "Boil-off Gas Treatment Process and System". Advancement of global patent protection allows LNGL to develop opportunities worldwide.

For further information about OSMR® liquefaction process technology, including a paper on "OSMR® Liquefaction Process for LNG Projects" please refer to LNGL's website: [www.lnglimited.com.au](http://www.lnglimited.com.au) under "Assets".

IN JULY 2019, THE BOARD ANNOUNCED ITS DECISION TO REDOMICILE THE COMPANY TO THE U.S. ALONG WITH A LISTING ON THE NASDAQ. THE BOARD BELIEVES THAT SUCH A TRANSITION WILL BENEFIT THE COMPANY AND ITS SHAREHOLDERS AS THE COMPANY PROGRESSES ITS DEVELOPMENT PROJECTS IN NORTH AMERICA.

#### **RISKS AND UNCERTAINTIES**

The business activities of LNGL are subject to various risks and uncertainties that may affect the future performance of LNGL's results of operations and financial condition. While many of the risk factors are largely beyond the control of LNGL and its Board, LNGL will seek to mitigate the risks where possible and economically viable. LNGL is subject to risks that are specific to LNGL and its businesses, risks that are specific to the LNG industry at-large, and general business risks. The following represent examples of such risks (the list is not exhaustive).

Risks specific to LNGL include available liquidity to maintain its operations, a myriad of project development risks, future financing requirements at both corporate and project levels, dependency on key contractors and corporate alliances, counterparty and credit risks, key personnel risks, and technology and intellectual property risks. Industry specific risks include fluctuations in demand for LNG globally, industry competition, prices paid for liquefaction capacity, the availability of gas feedstock and pipeline capacity outright as well as the need for such feedstock and capacity to be at economically competitive prices, government policy and regulation, evolving health and environmental policies and regulations, industrial dispute risks, availability of qualified construction and operations workforce, and country risks. General business risks include political, economic cycles, commodity price fluctuations, foreign currency and interest rate exposures, general legal and taxation matters, and other similar factors.

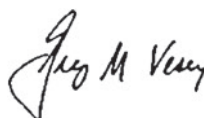
The Company recognizes the increasing threat associated with cyber espionage. Currently, the Company relies on third-party vendors to provide cyber security. Design of future-state technology applications, including plant operations, communications, human resources, and financial systems, will include substantial focus on information technology security design and application software.

#### **OUTLOOK**

As emphasized throughout this discussion, we are focused on signing binding offtake agreements with investment-grade counterparties to enable an FID on our projects and increasing our liquidity position to sustain our operations.

I take this opportunity to thank my fellow directors and all members of our management and staff. I especially wish to express my appreciation for their ongoing support and dedication to help progress and develop the Magnolia LNG and Bear Head LNG projects for our shareholders.

Finally, I wish to acknowledge our loyal shareholders who have supported LNGL throughout the year. It is a privilege to serve as chief executive of a great company with world-class potential, talented employees, and a commitment to delivering value to our shareholders



**Greg M. Vesey**

Managing Director and Chief Executive Officer  
September 30, 2019

# Directors' Report

Your directors submit their report for the fiscal year ended June 30, 2019.

## DIRECTORS

The names and details of LNG's directors in office at any time during the financial year and until the date of this report are as follows. Directors were in office the entire period unless otherwise stated.



**MR. PAUL J CAVICCHI**  
Non-Executive Chairman

### RESIDENCE

Round Hill, Virginia, U.S.

### EDUCATION AND CERTIFICATION

BSCE, Tufts University; MSCE, University of Massachusetts; MBA, Colgate Darden School of Business Administration at the University of Virginia.

Board Committee membership	Chair	Member
Board of Directors	From Nov 2017	From Oct 2014
Compensation	From Oct 2015	Oct '14 – Oct '15
Corporate Governance and Nominating	-	From Jan 2016
Safety, Sustainability, People, and Culture	-	Oct '15 – Mar '17

### EXPERIENCE

Mr. Cavicchi has over 30 years' experience in the international energy industry across a range of gas and power projects, including development and construction of LNG infrastructure. Most recently Mr. Cavicchi served as Executive Vice President of GDF SUEZ Energy North America, Inc. (GSENA) from 2009 to 2014. Prior to that Mr. Cavicchi had been President and CEO of SUEZ Renewable Energy NA, LLC from 2007 to 2008, and President and CEO of SUEZ Energy Generation North America, Inc., from 2005 to 2006. Mr. Cavicchi served as Division President of Tractebel Project Development Inc. from 1995 to 2004, and Vice President, Venture Development of American Tractebel Corporation from 1991 to 1995.

### INDEPENDENT

Yes

### OTHER DIRECTORSHIPS AND AFFILIATIONS

No other directorships

Registered Professional Engineer, State of New Hampshire, U.S.

### SKILLS CONTRIBUTED TO THE LNG BOARD INCLUDE:

- Project management
- Legal and regulatory
- Health and safety
- Government and community relations
- Project engineering, construction, and execution
- Risk management
- Business strategy
- Mergers and acquisitions
- Environmental and sustainability matters
- International experience
- Contracts and negotiation
- Finance
- Marketing and business development

# Directors' Report

Your directors submit their report for the fiscal year ended June 30, 2019.



## **MR. GREGORY MATTHEW VESEY**

**Managing Director and Chief Executive Officer**

### **RESIDENCE**

Sugar Land, Texas, U.S.

### **EDUCATION AND CERTIFICATION**

BBA, Northwestern State University of Louisiana

<b>Board and Committee memberships</b>	<b>Chair</b>	<b>Member</b>
Board of Directors	-	From Apr 2016

### **BOARD COMMITTEE MEMBERSHIP**

None, attends Board Committee meetings as an invitee

### **EXPERIENCE**

Mr. Vesey held senior executive roles in the international energy sector through a career spanning 35 years with Chevron and Texaco. Most recently he was President of Chevron Natural Gas & Vice President, Gas Supply and Trading from 2011 to 2015. In this role, he was responsible for Chevron's Global LNG, natural gas, and natural gas liquids marketing and trading activity. Prior to that he led Chevron Technology Ventures from 2001 to 2006 where he was responsible for creating a portfolio of new opportunities in technology commercialization, emerging energy and Chevron's venture capital investing. Mr. Vesey served on the board of Natural Gas Supply Association of America from 2011 to 2015 and served as chairman from 2013 to 2015.

### **INDEPENDENT**

No

### **OTHER DIRECTORSHIPS AND AFFILIATIONS**

Junior Achievement of Southeast Texas (since 2004) – Chairman 2011 – 2013

Alley Theatre in Houston (2010 – 2019)

### **SKILLS CONTRIBUTED TO THE LNG BOARD:**

- Technology and innovation
- Legal and regulatory
- Project management
- Government and community relations
- Corporate governance
- Risk management
- Business strategy
- Mergers and acquisitions
- Project engineering, construction, and execution
- Health and safety
- International experience
- Contracts and negotiation
- Audit and accounting
- Marketing and business development



**MR. RICHARD JONATHAN BERESFORD**  
**Non-Executive Director**

**RESIDENCE**

Perth, Western Australia, Australia

**EDUCATION AND CERTIFICATION**

FAIE, FAICD, BSc (Mechanical Engineering), and MSc (Technology and Development).

**INDEPENDENT**

Yes

<b>Board and Committee memberships</b>	<b>Chair</b>	<b>Member</b>
Board of Directors	Nov '10 – Nov '17	From Feb 2004
Compensation	Nov '10 – Oct '15	From Jun 2004
Corporate Governance and Nominating	Nov '10 – Dec '15	From Sep 2007
Safety, Sustainability, People, and Culture	-	Oct '15 – Jan '16
Audit	-	May '04 – Oct '15

**EXPERIENCE**

Mr. Beresford has over 30 years' experience in the international energy natural gas and renewable energy industries. Mr. Beresford served as a director of Eden Energy Limited (ASX: EDE) from 2007 to 2018. Mr. Beresford held the position of Executive Chairman of Green Rock Energy Limited (ASX: BKT), a Perth based energy explorer and developer from 2012 to 2015. Prior to his appointment as Executive Chairman he was the Managing Director and a non-executive director from 2008 to 2012. Mr. Beresford was Head of Gas Strategy and Development of CLP Power Hong Kong Limited from 2005 to 2007. Mr. Beresford spent five years with Woodside Petroleum Limited and 12 years with British Gas Plc.

**OTHER DIRECTORSHIPS AND AFFILIATIONS**

Bombora Wave Power Pty Ltd (from October 2017)

Mid West Geothermal Power Pty Ltd (from February 2019)

Clearer Sky Pty Ltd (since 2001)

**SKILLS CONTRIBUTED TO THE LNG BOARD:**

- Technology and innovation
- Legal and regulatory
- Project management
- Government and community relations
- Corporate governance
- Risk management
- Business strategy
- Mergers and acquisitions
- Environmental and sustainability matters
- Health and safety
- International experience
- Contracts and negotiation
- Finance
- Marketing and business development

# Directors' Report

Your directors submit their report for the fiscal year ended June 30, 2019.



## **MS. LEEANNE KAY BOND**

### **Non-Executive Director**

#### **RESIDENCE**

Brisbane, Queensland, Australia

#### **EDUCATION AND CERTIFICATION**

BE (Chem), MBA, Honorary FIEAust, FTSE, RPEQ, FAICD

<b>Board and Committee memberships</b>	<b>Chair</b>	<b>Member</b>
Board of Directors	-	From Oct 2009
Compensation	-	From Nov 2010
Corporate Governance and Nominating	-	Nov '10 – Jan '16
Safety, Sustainability, People, and Culture	From Oct 2015	-
Audit	Nov '10 – Oct '15	From Oct 2015

#### **EXPERIENCE**

Ms. Bond is a professional company director with board roles in the energy, minerals, and engineering services sectors. She has qualifications in engineering and management, and 30 years' experience across a broad range of industrial sectors including energy, minerals, infrastructure, and water resources. From 1996 to 2006, Ms. Bond held a number of management roles with Worley in Queensland, Australia, including General Manager Hydrocarbons and Development Manager.

#### **INDEPENDENT**

Yes

#### **OTHER DIRECTORSHIPS AND AFFILIATIONS**

QADO Services Pty Ltd (from May 2018)

Synertec Corporation Limited (from August 2017)

Clean Energy Finance Corporation (since 2017)

Snowy Hydro Limited (since 2015)

JKTech Pty Ltd (since 2013)

Breakthrough Energy Pty Ltd (since 2006)

Other ASX listed companies in the last 3 years – Coffey International Limited

#### **SKILLS CONTRIBUTED TO THE LNGL BOARD INCLUDE:**

- Technology and innovation
- Auditing and accounting
- Project management
- Government and community relations
- Corporate governance
- Risk management
- Business strategy
- Health and safety
- Environmental and sustainability matters
- Project engineering, construction, and execution
- International experience
- Contracts and negotiation
- Finance
- Marketing and business development



**HONORABLE PHILIP D. MOELLER**

**Non-Executive Director**

**RESIDENCE**

Washington D.C., U.S.

**EDUCATION AND CERTIFICATION**

BA in Political Science, Stanford University

<b>Board Committee membership</b>	<b>Chair</b>	<b>Member</b>
Board of Directors	-	From Dec 2015
Corporate Governance and Nominating	From Jan 2016	-
Audit	-	From Jan 2016
Safety, Sustainability, People, and Culture	-	From March 2017

**EXPERIENCE**

Mr. Moeller currently serves as the Executive Vice President, Business Operations Group and Regulatory Affairs with the Edison Electric Institute. Prior to that Mr. Moeller served as Commissioner of the Federal Energy Regulatory Commission (FERC) from 2006 to 2015. Prior to serving on the Federal Energy Regulatory Commission he headed the Washington office of Alliant Energy from 2002 to 2006, worked as the Director of Federal Relations of Calpine Corporation from 2001 to 2002, served on the Washington, D.C. staff of Senator Slade Gorton from 1997 to 2001, and he was the staff coordinator of the Washington State Senate Energy, Utilities and Telecommunications Committee from 1987 to 1997.

**INDEPENDENT**

Yes

**OTHER DIRECTORSHIPS AND AFFILIATIONS**

none

**SKILLS CONTRIBUTED TO THE LNGL BOARD INCLUDE:**

- Corporate governance
- Legal and regulatory
- Health and safety
- Risk management
- Business strategy
- Environmental and sustainability
- Contracts and negotiation
- Cybersecurity

# Directors' Report

Your directors submit their report for the fiscal year ended June 30, 2019.



## MR. D MICHAEL STEUERT

### Non-Executive Director

#### RESIDENCE

Roanoke, Texas, U.S.

#### EDUCATION AND CERTIFICATION

BBA and MBA, Carnegie Mellon University; post-graduate training at both Harvard University and Pennsylvania's Wharton School of Business

Board Committee membership	Chair	Member
Board of Directors	-	From Feb 2015
Audit	From Oct 2015	Feb '15 – Oct '15
Safety, Sustainability, People, and Culture	-	From Jan 2016
Compensation	-	From Apr 2018

#### EXPERIENCE

Mr. Steuert rejoined Fluor Corporation as Executive Vice President and Chief Financial Officer as of June 1, 2019. Mr. Steuert has nearly 40 years of international finance management experience. Mr. Steuert also serves on the board of directors of Weyerhaeuser Corporation since 2004; and Great Lakes Dredge and Dock Company since January 2017. Mr. Steuert served as Chief Financial Officer and Senior Vice President of Fluor Corporation from 2001 until his retirement in 2012. Previously Mr. Steuert has been CFO of Litton Industries from 1999 to 2001; Chief Financial Officer and Senior Vice President of GenCorp Inc. from 1990 to 1999; and prior to that, held developmental controllership and treasury positions in U.S. and Europe with TRW Inc.

#### INDEPENDENT

Yes

#### OTHER DIRECTORSHIPS AND AFFILIATIONS

Weyerhaeuser Corporation (since 2004)

Great Lakes Dredge and Dock Company (since 2017)

Kurion Inc. (2012 to 2016)

#### SKILLS CONTRIBUTED TO THE LNGL BOARD INCLUDE:

- Project management
- Mergers and acquisitions
- Finance
- Risk management
- Audit and accounting
- Project engineering, construction, and execution
- International experience
- Corporate governance



## **COMPANY SECRETARY**

Ms. Kinga Doris and Mr. Andrew Gould currently share duties as Company Secretary.

Ms. Kinga Doris' role with LNG is General Counsel and Joint Company Secretary. She performs Secretary duties for the Board and Board's Compensation Committee, and Corporate Governance and Nominating Committee.

Mr. Gould's role with LNG is Group Development Manager and Joint Company Secretary. Mr. Gould performs Secretary duties for the Board's Audit Committee and Safety, Sustainability, People, and Culture Committee.

# Directors' Report

Your directors submit their report for the fiscal year ended June 30, 2019.

## DIRECTORS MEETINGS

During the year, twelve Board of Directors' meetings were held. The number of meetings attended by each committee member director and the number of meetings held during the financial year follows. The chart does not capture attendance by directors at committee meetings where the director is not a member of that committee.

	Board of Directors	Compensation Committee	Audit Committee	Corporate Governance and Nominating Committee	Safety, Sustainability, People, and Culture Committee
<b>Total meetings</b>	12	6	4	2	3
<b>Director attended</b>					
Paul J. Cavicchi	12	6	-	2	-
Gregory M. Vesey	12	-	-	-	-
Richard J. Beresford	12	6	-	2	-
Leeanne K. Bond	12	6	4	-	3
Philip D. Moeller	12	-	4	2	3
D. Michael Steuert	12	6	4	-	3

All Directors were eligible to attend all meetings held during the year.

## SHARES, OPTIONS, AND PERFORMANCE RIGHTS

### SHARES

At June 30, 2019, there were 571,812,166 (2018: 570,146,456) common shares on issue.

### INCENTIVE RIGHTS

At June 30, 2019, there were 10,583,020 (2018: 11,532,273) un-issued ordinary shares under Rights granted pursuant to LNG's Incentive Rights Plans. The outstanding Rights include Performance Rights, Retention Rights, and NED Rights. The following chart provides a rollforward of total Rights granted, forfeited / lapsed, vested, and remaining outstanding for the three years in the reporting period ending June 30, 2019.

Grant Date	Type	Status	Grant	Forfeit / Lapse	Vest	Outstanding
Nov 2018	NED	Open	637,820	-	-	637,820
Jul 2017	Performance	Open	4,083,000	709,800	-	3,373,200
Jul 2017	Retention	Open	2,722,000	402,500	1,679,500	640,000
Feb 2018	Performance	Open	180,000	-	-	180,000
Feb 2018	Retention	Open	120,000	-	60,000	60,000
Jul 2018	Performance	Open	4,074,000	45,000	-	4,029,000
Jul 2018	Retention	Open	2,716,000	15,000	1,038,000	1,663,000
<b>Net Rights outstanding at June 30, 2019</b>						<b>10,583,020</b>
Jul 2019 <sup>1</sup>	Performance	Open	4,265,800	-	-	4,265,800
Jul 2019	Retention	Open	2,177,200	-	-	2,177,200
<b>Net Rights outstanding post July 1, 2019 Grant</b>						<b>17,026,020</b>

<sup>1</sup> Includes 1,000,000 Rights to Managing Director and Chief Executive Officer that are subject to shareholder approval at 2019 AGM.

### OPTIONS

At June 30, 2019, there were no un-issued ordinary shares under options.

### OPERATING AND FINANCIAL REVIEW

Refer to the Managing Director and Chief Executive Officers' Report for further information.

### DIVIDEND

LNG's Board of Directors do not recommend the payment of a dividend and no amount has been paid or declared by way of a dividend to the date of this report.

### SUSTAINABLE DEVELOPMENT

Greenhouse gas (GHG) emissions, carbon emissions, carbon efficiency, and energy efficiency are all drawing increased attention associated with growing concerns about global climate change and associated environmental damage. LNG works to avoid, mitigate, and minimize environmental impacts where we do business, seeking to create mutually supporting economic and environmentally sustainable solutions. We recognize that climate change and limits on carbon emissions pose potential long-term risks to achieving LNG's Vision.

LNGL has a “Sustainability” section on the Company’s website: <https://www.lnglimited.com.au/site/about-us/sustainability>.

Natural gas is the hydrocarbon fuel with the lowest carbon emission intensity, emitting lower quantities of carbon per unit quantity of heat than any other hydrocarbon including coal, oil, oil-based products (i.e. gasoline, bunker fuel), and propane. Displacing coal with natural gas reduces power plant GHG emissions by approximately fifty percent, as well as reducing or eliminating the emissions of oxides of nitrogen (NOx), sulphur, particulates, and mercury. Natural gas is broadly viewed as a “bridge fuel” while the world moves in the direction of increasing renewables, providing a means to substantially reduce carbon emissions on an immediate basis. Natural gas also serves a complementary role with renewable energy, providing reliable and fast acting back-up power during periods when renewable power output becomes limited due to weather conditions or day-night cycles.

“LNG Benefits” are highlighted on the LNGL website: <https://www.lnglimited.com.au/site/about-us/benefits>.

The production of LNG from natural gas is highly efficient, with nominally 90-92% of the energy value of the feed gas delivered into the LNG. LNGL’s patented OSMR® technology offers a range of economic, ecological, and social benefits, with the objective being reduced capital and operating costs, a smaller environmental footprint, and simple start-up and operation. OSMR® technology is energy efficient, combining the use of ammonia as a pre-cooling refrigerant, high efficiency gas turbines, use of combined cycle to further improve gas turbine cycle efficiency, and low-pressure boil-off gas re-liquefaction into a process delivering the lowest fuel use and CO<sub>2</sub> emissions available. Ammonia is classified as a natural refrigerant (naturally occurring in the biochemical process), with a global warming potential (GWP) of zero and an ozone depletion potential (ODP) of zero, in addition to being inherently more energy efficient than other commonly used LNG pre-cooling refrigerants. Both Greenpeace and the United Nations Environment Programme (UNEP) support the use of natural refrigerants including ammonia. Overall, OSMR® technology results in a minimum two percent improvement in the liquefaction plant energy efficiency. For an 8 mtpa facility such as Magnolia LNG, this translates into a reduction in CO<sub>2</sub> emissions of 500,000 metric tonnes annually compared to the best conventional technologies.

To address sustainable development broadly including the topic of carbon emissions, LNGL reviewed programs used globally, including Global Reporting Initiative (GRI), formerly the Carbon Disclosure Project (CDP), Climate Disclosure Standards Board (CDSB), Sustainability Accounting Standards Board (SASB), International Integrated Reporting Council (IIRC) and Task Force on Climate-related Financial Disclosures (TCFD). LNGL is currently in the development stage, with no operating assets and consequently most of these global programs do not align closely with our activities as LNGL has no emissions to report presently. Based on our review, we have selected the United Nations Sustainable Development Goals (SDG) as the framework for our current sustainability activities. As LNGL moves from the development phase into project delivery and subsequent operations, we will revisit our reporting profile and standards applied including statutory obligations in our operating locations.

The United Nations (UN) identifies Sustainable Development as, “Development that meets the needs of the present without compromising the ability of future generations to meet their own needs.” To this end, in September 2015, the UN adopted a set of 17 specific SDG’s with a target of achieving them by the year 2030.

In a similar manner, we seek to understand where our organization has material exposure to economic, environmental, and social sustainability risks, and how we can manage or intend to manage these risks. The ability to manage our business in a sustainable manner can result in a substantial impact on our long-term viability, as well as the long-term impact LNGL has on society and the environment.

Of the 17 SDGs, LNGL has identified six where we believe our performance can directly and positively impact on them within the communities where we are working to develop our projects:

Goal 7: Affordable and Clean Energy;

Goal 8: Decent Work and Economic Growth;

Goal 9: Industry, Innovation and Infrastructure;

Goal 11: Sustainable Cities and Communities;

Goal 12: Responsible Consumption and Production; and

Goal 13: Climate Action.

Following is an overview of how we are working within our projects to support these six key topics.

## **AFFORDABLE AND CLEAN ENERGY**

Access to affordable energy underpins economic growth and is essential to the aspiration of ending global poverty. According to the UN, energy is central to nearly every major challenge and opportunity the world faces today. Jobs, security, climate change, food production, and improved family incomes all require access to affordable energy as an essential element to achieve success. Energy is fundamental to transforming lives and economies. Yet today, one in five people on our planet lack access to modern electricity, and nominally three billion people rely on wood, coal, charcoal, or animal waste for cooking and heating. While we seek to improve this imbalance, we must also recognize that inefficient production of energy has been identified as a major potential contributor to climate change. So as a society we are faced with a need to significantly improve access to energy as a means to fight poverty, but we must do this in a way which minimizes carbon intensity at the same time.

We consider our OSMR® natural gas liquefaction technology to be a part of the solution. The patented OSMR® technology enables LNG to be produced using less energy than conventional technologies, generating lower greenhouse gas emissions per unit volume of product. The OSMR® technology also results in lower priced facilities and optimized operations costs, enabling cleaner burning natural gas to compete more economically with coal and oil. Since natural gas generates substantially less CO<sub>2</sub>, particulate emissions, and other pollutants than coal and oil do for the same quantity of energy delivered, better economics increase the opportunity to use natural gas in place of these traditional energy sources, improving our environment. Additionally, while natural gas

# Directors' Report

Your directors submit their report for the fiscal year ended June 30, 2019.

is a fossil fuel, the highly flexible nature of natural gas fueled power plants make gas a superior choice to complement renewable energy to maintain stability in modern power grids during periods of low sunlight or wind availability.

## DECENT WORK AND ECONOMIC GROWTH

According to the UN, sustainable economic growth will require societies to create the conditions that allow people to have quality jobs that stimulate the economy while not harming the environment. Job opportunities and decent working conditions are required for the entire spectrum of the working age population. LNGL has commissioned economic studies associated with our Magnolia LNG project, which can be extrapolated to its sister project Bear Head LNG as well.

Magnolia LNG is committed to fostering the growth of a skilled local workforce to build a sustainable, mutually beneficial relationship with the region and state. Magnolia will generate approximately 190 high paying direct permanent jobs in the City of Lake Charles and the regional southwest Louisiana area. These permanent direct jobs are expected to generate an additional 1,200 indirect jobs in the region. In the nearer term, the construction of the Magnolia facilities will require 1,500 craft labor, supervisory and support personnel at the site, as well as hundreds of jobs in the supplier shops and fabrication yards where Magnolia LNG equipment, materials, and modules will be produced.

The modular construction strategy adopted as part of the OSMR® technology serves to minimize the “boom-bust” cycle that too often accompanies major facility development, as the influx of temporary craft labor to support construction is reduced with quantities of work directed to established module fabrication yards.

The economic impact of Magnolia LNG on southwest Louisiana is substantial. About US\$700 million will be invested in Calcasieu Parish (**Parish**), which in turn is projected to generate nearly US\$1.3 billion in new sales in the Parish, US\$380 million in new household earnings and millions in associated sales tax collections for the Parish government. Globally, the total direct spend just to deliver Magnolia LNG into operations will approximate US\$6 billion including engineering, procurement, fabrication, construction, Owner's costs and the cost of financing construction.

To support preparation for this growth, LNGL has partnered with McNeese State University and SOWELA Technical Community College in Lake Charles, and with Cape Breton University in Nova Scotia to align engineering and technical education programs with the future needs of our regional projects.

## INDUSTRY, INNOVATION AND INFRASTRUCTURE

According to the UN, investments in infrastructure – transport, irrigation, energy and information, and communication technology – are crucial to achieving sustainable development and empowering communities. It has long been recognized that growth in productivity and incomes, and improvements in health and education outcomes require investment in infrastructure.

LNGL's projects are fundamentally energy infrastructure projects. They enable clean burning natural gas to be transported from regions of plenty to regions of scarcity. Global natural gas demand and consumption is predicted to grow substantially during the next 20 – 30 years as more and more regions of the world begin to access this fuel for power generation, industry, fertilizer production, home heating, and transportation. The energy infrastructure delivered by LNGL will help to ensure the availability of natural gas remains adequate to meet demand, and that cost of the natural gas remains competitive with traditional fuels such as coal and oil.

The OSMR® technology is at the heart of this development, enabling LNGL's plants to be built faster and at lower cost, further supporting the expansion of natural gas use globally. In 2017, IChemE, the UK-based Institution of Chemical Engineers, recognized us and our patented LNG liquefaction process with two “Highly Commended” awards in the Energy and Oil & Gas categories, recognizing the importance our OSMR® technology can play in the global energy industry of tomorrow.

## SUSTAINABLE CITIES AND COMMUNITIES

We are proud to have had the opportunity to contribute to the communities in which we operate.

In Lake Charles, where Magnolia LNG will be built, we have established a Community Action Committee consisting of volunteer residents of the Southwest Louisiana region to help guide Magnolia LNG's areas of giving. Focus areas include civic and human needs in the community while promoting healthy lifestyles, cultural arts that promote access to underserved students and communities, disaster relief efforts, and environmental, preservation, and wetland initiatives. The efforts particularly seek to support groups that reflect the diversity and inclusiveness of the local community.

Magnolia LNG staff support and attend activities in the region including The Propeller Club, promoting the well-being of the maritime community, and the Calcasieu River Waterway Harbor Safety Committee. Magnolia team members currently serve as President of the Greater Lake Charles Rotary Club and Chairman of the Louisiana Energy Export Association.

In Houston, LNGL team members have provided support as volunteers to the Houston Food Bank, a non-profit organization that collects and distributes food to hunger relief charities, to Child Advocates Santa's Wish List Program, and to the Houston Public Library Foundation.

In Nova Scotia, home to our Bear Head LNG and Bear Paw Pipeline projects, LNGL staff are active in the community including the region of our project site on Point Tupper, Richmond County, Nova Scotia as well as in Halifax where our project office is located. Bear Head LNG is a member of the Cape Breton Partnership, the Straights Area Chamber of Commerce, the Maritime Energy Association, and sponsors local arts, activities, and charities including the Port Hawkesbury ROC Centre, which assists people with disabilities work towards their hopes and dreams, St. Martha's Hospital Foundation, and the Granville Green street concert series. Bear Head LNG is also pleased to have delivered on its commitments to ensuring local benefits and meaningful indigenous participation through signing of a Mutual Benefits Agreement with the Assembly of Nova Scotia Mi'kmaq Chiefs. In addition, Bear Head LNG signed a Project Labour Agreement with the Nova Scotia Construction Labour Relations Association Ltd and Cape Breton Unions. This agreement commits Bear Head and the Unions to work together to support positive labour relations and

conditions, including a diverse, safe, efficient and respectful work environment including giving priority to qualified residents of Cape Breton Island and mainland Nova Scotia.

## RESPONSIBLE CONSUMPTION AND PRODUCTION

Achieving sustainable consumption and production patterns requires a strong national framework that is integrated into national and regional plans, coupled with sustainable business practices and effective management of hazardous chemicals and wastes, according to the UN mandate. On the US Gulf Coast and in Eastern Canada, the mature regulatory permitting, monitoring, and reporting framework provides the foundation for achieving this goal. The design and siting of both the Magnolia LNG and Bear Head LNG projects are configured and structured to fully comply with all regulatory requirements, to report emissions accurately, and to enable minimization of waste products from the facilities, as well as to isolate both staff and regional communities from the impacts of any emissions that do exist.

LNGL's OSMR® technology inherently supports the objectives of this UN Development Goal through its high degree of energy efficiency and industry leading emissions profile. This enables our projects to produce LNG while minimizing the quantity of natural gas consumed in the process and delivering the maximum quantity of the energy in the natural gas feedstock to the market. The compact modular design concept adopted as part of the OSMR® technology approach minimizes the physical area required for the facility as well as the size of the workforce needed at the site. This reduces the extent of temporary facilities necessary to support construction as well as minimizing the boom-bust impact of temporary construction labor on the regional community. For Magnolia LNG, dredge spoils generated by the excavation of the marine berth are being used to reinstate wetland areas lost in a recent hurricane. An innovative start-up and cool-down gas recovery system will significantly reduce start-up flaring as well as enhancing the overall economic efficiency of the LNGL facilities.

## CLIMATE ACTION

The UN highlights that climate change is now affecting every country on every continent, disrupting national economies and affecting lives, costing people, communities, and countries dearly. The impact of greenhouse gas emissions from human activities is still debated but widely identified as a driver of climate change. Climate change is a global challenge that is not impacted by national borders. Emissions anywhere affect people everywhere. Movement towards a lower-carbon economy requires international cooperation and coordination to be effective.

LNGL's development projects support the transition to a less carbon intensive economy. Although still a fossil fuel, natural gas is the least intensive, generating nominally half the carbon dioxide emissions per unit quantity of energy delivered than coal, and a third less than oil. Natural gas also emits less sulphur, NOx, particulates, and other pollutants than those traditional energy sources. Additionally, as identified in the U.S. National Bureau of Economic Research working paper 22454 (Bridging the Gap: Do Fast Reacting Fossil Technologies Facilitate Renewable Energy Diffusion; <http://www.nber.org/papers/w22454>) and published in the Energy Policy journal in 2019, natural gas fired electrical generation facilities are vital to enable deep penetration of renewable energy into a power grid without jeopardizing grid stability and reliability. It is clear that natural gas (and by necessity LNG) represents the bridging fuel of choice required globally to enable progress to a fossil-fuel free global economy.

LNGL's patented OSMR® technology enables LNG to be produced with lower carbon intensity than traditional processes. All LNG facilities are efficient, delivering over 90% of the feed gas energy to the market. OSMR® generates a further improvement in this process. Ammonia, a natural refrigerant with a zero greenhouse gas potential and zero ozone depletion potential, provides precooling refrigeration 20% more efficient than the traditional propane refrigerant. Combined cycle gas turbines and low-pressure boil-off gas re-liquefaction further reduce energy consumed in the natural gas liquefaction process. OSMR® technology's net result on greenhouse gas emissions is substantial, representing a reduction in CO<sub>2</sub> emissions of 500,000 metric tons/year from the Magnolia LNG plant capacity when compared to widely used older technologies. The US Federal Energy Regulatory Commission (FERC) has recognized OSMR® technology for generating up to 30% lower specific CO<sub>2</sub> emissions compared to traditional natural gas liquefaction technologies.

Although LNG export facilities do consume energy and consequently generate CO<sub>2</sub> as part of the liquefaction process, when LNG is used to replace coal burning as is being done in China, Korea, and other places in support of the Paris Agreement at COP21, the reduction in global CO<sub>2</sub> emissions is substantial. The LNG produced in a facility such as Magnolia LNG will displace 25 million tonnes of coal per year, which will reduce global CO<sub>2</sub> emissions by 32 million tonnes annually compared to the emissions from the coal fired power plant. The equivalent values for a 12 mtpa facility such as Bear Head LNG are displacement of nearly 40 million tonnes of coal, reducing annual CO<sub>2</sub> emissions by 48 million tonnes.

LNGL's Magnolia LNG and Bear Head LNG projects together represent a reduction in global CO<sub>2</sub> emissions of 80 million tonnes every year. This is the equivalent of removing 17 million cars from the road.

LNGL's OSMR® technology also enables a smaller footprint for our LNG facilities. Magnolia LNG will develop liquefaction capacity using only 115 acres (47 hectares) of land. The land itself is a dredge spoils disposal site currently comprised of scrub brush and a few small scattered trees in an industrial park, minimizing impact on regional wildlife. In addition, spoils from the excavation of the LNG ship berthing pocket on the existing industrial canal will result in the restoration of up to 100 acres of wetlands washed out by Hurricane Rita in 2005.

## BENCHMARKING SUSTAINABILITY PERFORMANCE

During the past fiscal year, LNGL was advised by ISS-oekom, a proxy advisory firm and global leader in Corporate Governance and Responsible Investment assessments, of their intent to include LNGL in their corporate ratings program. The ISS-oekom program covers more than 4,000 companies with a focus on assessing sustainability performance through two primary categories, Social & Governance and Environmental. Selected companies are provided with the opportunity to review and provide feedback to ISS-oekom prior to their finalizing ratings, which are then offered to the market through their customer databases and benchmark reports. LNGL reviewed the initial draft ISS-oekom data and offered input to those categories and topics where we considered

# Directors' Report

Your directors submit their report for the fiscal year ended June 30, 2019.

the draft information did not fully address our level of performance. The final ISS-oekom corporate rated LNG as tied for second place out of 47 companies in our industry category, including the top rating for Social & Governance and tied for second in the Environmental category. Going forward, we are able to use the detailed information provided in the process to further improve our company operations.

In summary, we are proud to be a strong supporter of global sustainability goals as an integrated element of our project development activities consistent with our stated Vision, Mission, Values, Strategy statements.

## ENVIRONMENTAL REGULATION AND PERFORMANCE

### MAGNOLIA LNG PROJECT

Pursuant to Section 3(a) of the Natural Gas Act and Part 153 of FERC's regulations, the Magnolia LNG project submitted a Formal Application for the authorization to site, construct, and operate liquefaction and export facilities at its proposed site near Lake Charles, Louisiana, United States on April 30, 2014. During the ensuing months, Magnolia LNG prepared responses to FERC's data requests covering various clarifications of the engineering, environmental, and safety aspects of the project. On April 30, 2015, FERC issued a Schedule of Environmental Review (**SER**) for the Magnolia LNG and Lake Charles Expansion (i.e. KMLP) projects. The FERC subsequently issued a Draft Environmental Impact Statement (**DEIS**) on July 17, 2015, the Final Environmental Impact Statement (**FEIS**) on November 13, 2015, and MLNG's FERC Order on April 15, 2016. On November 24, 2016, the FERC issued its Order on Rehearing fully reaffirming its April 15, 2016 FERC Order. On May 5, 2017, LNG as announced that Magnolia LNG had received its notice to proceed (NTP) from FERC.

In parallel with the FERC timeline, the Magnolia LNG project applied for and received approvals and permits associated with other federal, Louisiana state and local environmental, safety, and related requirements, including the Louisiana Department of Environmental Quality air permit received in April 2016 and the Louisiana Department of Natural Resources coastal use permit received in September 2016. The U.S. Army Corps of Engineers Section 404 and Section 10 permits (permit to dredge a water of the U.S. and place dredged material, and construction of marine facilities) are also in hand.

As at the date of this report, Magnolia LNG has all required environmental, safety, and related permits and approvals required to commence construction of an 8.0 mtpa liquefaction and export facilities at its site in Lake Charles, Louisiana, U.S.

Magnolia LNG has applied for an increase in the authorized capacity of Magnolia LNG from 8.0 mtpa to 8.8 mtpa. Magnolia received a Notice of Intent (NOI) from the FERC that the agency will prepare a supplemental Environmental Impact Statement (EIS) for the incremental 0.8 mtpa production capacity increase application. FERC's NOI only pertains to the capacity uplift for Magnolia from 8.0 mtpa to 8.8 mtpa and does not affect Magnolia's existing FERC Order and Notice to Proceed (NTP) for its original 8.0 mtpa capacity. The FERC issued a Notice of Schedule for Environmental Review which provides for Notice of Availability of the Supplemental Final Environmental Impact Statement on January 24, 2020 and an April 23, 2020 Federal Authorization Decision Deadline. On December 31, 2018, Magnolia LNG petitioned the United States Department of Energy (DOE) to supplement the existing approval to export 8.8 mtpa to free trade agreement (FTA) and non-free trade agreement nations. On March 25, 2019, the DOE granted authorization to expand Magnolia LNG's export capacity to FTA countries. We expect to receive authorization to expand export to Non-FTA countries following FERC's approval of the amended application.

There have been no known breaches of environmental regulations to which Magnolia LNG is subject.

### BEAR HEAD LNG PROJECT

Bear Head LNG Corporation has received all ten (10) initial federal, provincial, and local regulatory approvals needed to construct an LNG export facility at Point Tupper, Richmond County, Nova Scotia Canada. These include approval by the NSE of its updated provincial EA for the development of a nominal 8 mtpa export facility at Point Tupper, Richmond County, Nova Scotia in accordance with Section 40 of the Environment Act and subsection 13(1)(b) of the Environmental Assessment Regulations. During the year, Bear Head LNG received NSE approval for its Greenhouse Gas and Air Emission Management Plan.

Transport Canada's TERMPOL Review Committee has completed its review of Bear Head LNG Corporation Inc.'s Bear Head LNG TERMPOL report. The TERMPOL review process is a technical review of marine terminal systems and transshipment sites. It is a voluntary review of the proposed shipping route and marine terminal, but mandated under the separate environmental assessment process, and identifies navigational and marine transportation-related recommendations to support a safe shipping environment.

BHLNG received NSE approval for its Greenhouse Gas and Air Emission Management Plan.

There have been no known breaches of environmental regulations to which Bear Head LNG is subject.

### BEAR PAW PIPELINE PROJECT

Bear Paw has received its environmental assessment (EA) approval from the NSE and approval from Transport Canada for the pipeline installation across Milford Haven, and subsequently has also now received approval for the Strait of Canso crossing as the final navigable waters approval needed. Bear Paw also has obtained Letters of Authorizations from Department of Fisheries and Oceans for Fresh Water and Marine watercourse crossings. Other key regulatory requirements to obtain prior to construction include the Environment Act – Watercourse Alteration Authorizations dealing with installation of a pipeline through watercourses, and the UARB license to operate. Bear Paw is progressing work to obtain these final permits and approvals.

There have been no known breaches of environmental regulations to which Bear Paw is subject.

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# Directors' Report

Your directors submit their report for the fiscal year ended June 30, 2019.

## OVERVIEW

The Remuneration Report has been prepared in accordance with applicable legislation and corporate governance guidelines in Australia and audited by Ernst & Young. Australian legislation requires disclosures in respect of "key management personnel" (**KMP**) being those persons having authority and responsibility for planning, directing and controlling LNGL's activities. The key management personnel are, in addition to the Directors, a subset of the Corporate Leadership Team who are not directors and who each report to the Managing Director and Chief Executive Officer. This report is in four parts being the:

- Remuneration Framework
- Executive KMP Remuneration Implementation and Execution
- NED Remuneration Framework, Implementation and Execution
- Statutory and Financial Reporting.

Under Australian legislation, the Remuneration Report is subject to an annual advisory vote at each Annual General Meeting.

## INTRODUCTION FROM THE COMPENSATION COMMITTEE

On behalf of the Board, we present LNG Limited's Remuneration Report for the fiscal year ended June 30, 2019. This report demonstrates our ongoing commitment to shareholders to present a simple and transparent summary of executive remuneration outcomes and how they link to LNGL's performance.

The role of the Compensation Committee is to ensure that remuneration policies implemented are designed to enhance corporate and individual performance to the benefit of LNGL's shareholders. Specifically, this entails development, maintenance, and implementation of the Remuneration Policy and Clawback Policy for the purposes of making recommendations to the Board to align KMP and shareholder interests regarding remuneration matters. The Compensation Committee is also responsible for advising the Board on procedures that must be undertaken in relation to the governance of remuneration (such as the calculation of grants of incentives, review of performance conditions, and receipt of independent advice). Under its charter, the Compensation Committee is composed of at least two members with the majority being independent directors.

We engage with our independent compensation consultant (Korn Ferry) and conduct extensive assessments and evaluations of all aspects of our remuneration program. The Compensation Committee meets with our consultant multiple times each year to review various aspects of our remuneration programs and to evaluate alignment of those programs with our stated goals.

The role and responsibilities of the Compensation Committee are summarized in the Corporate Governance Policy, which is available on LNGL's website. The Compensation Committee's charter is also available on the website at [www.lnglimited.com.au](http://www.lnglimited.com.au).

Our remuneration philosophy focuses on delivering strong alignment between LNGL's business strategy and execution, long-term market performance, and shareholder experience, and our executives' variable remuneration outcomes. We also seek to ensure continued attraction and retention of talent in a competitive employment environment that is primarily U.S. based.

To this end, each year we review our remuneration program and the employment markets in which we operate in the context of current market intelligence, competitor analysis, the status of our business, our business strategy, and our remuneration philosophy. A key component of this annual review is assessing shareholder observations of our remuneration approach and proxy advisor guidance. We value these inputs greatly and weight our remuneration program design decisions accordingly.

We take account of all these various inputs and observations regarding our remuneration philosophy in determining annual changes to the remuneration policy, if any. Such consideration provides the context of recommendations to the Board regarding executive remuneration decisions and are used as guiding principles when setting prospective remuneration frameworks by the Compensation Committee. The remuneration framework will evolve in support of later stages in LNGL's business life cycle once project construction and operation commence.

## REMUNERATION FRAMEWORK

LNGL's Remuneration framework aims to fairly and responsibly reward employees consistent with market conditions and LNGL's operational performance. An ongoing challenge for the Compensation Committee is the design of a remuneration framework that is appropriate to hire, motivate, and retain employees consistent with employment practices in the countries in which they are employed whilst maintaining alignment with shareholders throughout all life-cycle stages of a company's activities.

During the year, the Company closed the Australian operations including the Perth office and made most Australian staff redundant. All staff are now managed from Houston. Our registered office is now in Sydney, New South Wales, Australia, and we have remote staff residing in Melbourne and Perth.

At June 30, 2019, LNGL employed a total of 22 full time employees (FTEs) (excluding Directors), with two personnel residing in Australia (9 percent of FTEs) and twenty residing in the U.S. (91 percent of FTEs), including all five Executive KMP (100 percent of Executive KMP).

## REMUNERATION AND CLAWBACK POLICIES

LNGL's Remuneration Policy reflects the remuneration framework approved by the Board upon recommendation by the Compensation Committee.

KMP remuneration is reviewed annually in the context of individual and business performance, and relevant comparative information.

LNGL's Clawback Policy applies to incentive remuneration received by KMP in the event of gross misconduct or in connection with an accounting restatement due to material non-compliance with any financial reporting requirements or material erroneous data. LNGL's Clawback Policy is intended to satisfy the requirements of Principle 8 of ASX Corporate Governance Council's Principles and



Recommendations on Australia, as well as Section 10D of the Securities Exchange Act of 1934, as amended, and Section 304 of the Sarbanes-Oxley Act of 2002 in the U.S.

A copy of these policies may be found on LNG's website at [www.lnglimited.com.au](http://www.lnglimited.com.au).

## REMUNERATION DESIGN

The following summarizes the key components of LNG's remuneration arrangements.

1. Fixed remuneration component - consists of base salary and related benefits, designed to align with external market study data. As directed by the Compensation Committee, our independent compensation consultant engaged by the Board validated external remuneration levels in a study last performed in 2016.
  - Remuneration peer group consisted of nine independent upstream E&P companies primarily operating in the U.S., Australia, Canada and Africa, and one passive investment company with midstream ethanol investments.
  - A separate salary survey applies to Australian employees, none of which are KMP.
  - Available benchmark surveys are employed.
2. STI remuneration component - calculated as percentages of base pay with individual payout amounts linked to achievement of specific annual corporate and individual milestones and personal performance.
3. LTI remuneration component - **Incentive Rights** consisting of **Performance Rights** and **Retention Rights**
  - Performance Rights:
    - Vesting links to relative MATSR measured over 3-year performance periods
    - The MATSR component assesses the total shareholder return performance of LNG shares relative to that of the XAOAI over the applicable measurement period, with vesting determined on a sliding scale as defined in the Incentive Rights invitation letters specific to each issue tranche.
  - Retention Rights:
    - A LTI component that vests over a service period designated at issuance date.

Under the remuneration framework, the Board retains absolute discretion on all remuneration decisions including:

- Determining fixed remuneration levels and annual changes thereto for all employees;
- Approving all fiscal year corporate goals to which the STI parameters apply;
- Determining the budget and individual allocation of annual STI awards by individual employee;
- Approving the Managing Director and Chief Executive Officer's STI scorecard and reviewing the Executive KMP scorecards for thoroughness and consistency;
- Determining the budget and individual allocation of annual LTI awards by individual employee; and
- The unilateral ability to increase or decrease the level of STI or LTI award or vesting thereof, irrespective of Vesting Conditions being achieved or not under the applicable terms stated in the plan or invitation letter.

## REMUNERATION CONSIDERATIONS

Remuneration design is intended to enhance corporate and individual performance to the benefit of LNG's shareholders. With regards to LNG's remuneration framework, local market conditions in the countries, industry, and region in which LNG operates; the current life-cycle status of LNG; the current state of the global LNG industry; and observations from independent consultancy, stakeholders, and shareholders all represent important criteria considered by the Compensation Committee in the remuneration framework design.

The Compensation Committee typically applies the STI program to compensate the KMP relative to achievement of current year strategic milestone and personal goals, while tying realization of LTI award grants to performance metrics, which compare LNG's share price performance relative to the XAOAI. Although it has limitations, the relative performance metric design applied in the LTI program enables measurement of LNG share price performance against a recognizable broad market performance index for determining realization of variable KMP long-term incentive remuneration. Comparing LNG's share performance to XAOAI reflects the lack of industry peer companies on the ASX that could provide improved comparability. A portion of annual LTI grants (currently 40 percent) are time-vesting Retention Rights.

## BOARD'S RESPONSES TO SHAREHOLDER AND GOVERNANCE ADVISER FEEDBACK

The 2019 Remuneration Report reflects actions taken by the Board that focused on its implementation of the existing remuneration policy in the allocation of fixed and variable compensation to the Executive KMP. At the Compensation Committee's recommendation, the Board made no structural changes to the existing remuneration framework during the reporting period.

The Board welcomes dialogue with investors around LNG's remuneration framework. Responses to feedback from the 2018 Annual Report, Annual General Meeting, and shareholder discussions are included in the following table.

# Directors' Report

Your directors submit their report for the fiscal year ended June 30, 2019.

## Compensation Feedback and Responses

Feedback	Response
A lack of objective performance measures relative to the short-term incentive (STI) program	Annually, management undertakes a rigorous process to establish annual goals for the STI program. The process is fully described in the <b>Executive KMP Remuneration Implementation and Execution – Links between performance and reward</b> section of this Remuneration Report. The Board deploys its discretion in determining annual individual payouts under this program and considers such payouts to have been consistent with the intent of the program over time.
Use of Retention Rights as a material component of LTI and such Retention Rights contain a one to two year vesting period relative to a market standard three years	Use of service-based retention awards to promote employee retention is important to LNGL as it executes its business strategy through the current industry market conditions. Service-based awards, such as retention rights, are common in the U.S., where nearly all our workforce is located. A shortened vesting period was employed in 2017, 2018, and 2019. It has been employed to accelerate share ownership by a broad employee base as the Board considers increasing alignment with shareholders' interests important. The Managing Director and Chief Executive Officer's vesting period remained unchanged from a three-year vesting period. Further, the Managing Director and Chief Executive Officer was not granted any Retention Rights by the Board on July 1, 2019.
Excessive remuneration to Non-Executive Directors (NED), which includes the issue of rights	The NEDs voted a 25% reduction in the cash component of the relevant Board fee structure for the 12-month period from September 1, 2019, as reflected in <b>NED Remuneration Framework, Implementation, and Execution – NED KMP Remuneration Design</b> . In addition, the Board resolved to forego any grants of NED Rights to all the NEDs in fiscal 2020. Previously, the NEDs had reduced their cash remuneration in prior periods. Effective September 1, 2019, base pay for Greg Vesey, Managing Director and Chief Executive Officer, was reduced from \$635,000 per annum to \$570,000 per annum for a period not to exceed 12-months. The Board paid a reduced STI to the Managing Director and Chief Executive Officer in fiscal 2019 (relative to target) and no STI in 2018. In July 2019, the Board granted (contingent on shareholder vote at the November 2019 AGM) a reduced number of Rights (all performance and no retention rights) relative to previous period grant levels. These actions reflect, in part, the performance outcomes impacting share price levels. The Board deploys its discretion in compensation decisions and believes its decisions have struck an appropriate balance between incentives and payout consistent with the intent of the Remuneration Framework over time.
CEO misalignment of pay, performance, and shareholder outcomes	The Compensation Committee studied this issue and reviewed market data provided by Korn Ferry. The Company's current Remuneration Framework is consistent with U.S. market practices where LNGL executives are domiciled. The Board believes that a tranche of the long-term incentive (LTI) being linked with share price performance aligns KMP and shareholder interests. The Compensation Committee has previously considered alternatives to the TSR measure and determined these as not an improvement on current design. Use of individual energy companies as comparators was not recommended given the absence of good comparators and risk of consolidation in the market among smaller companies. Use of global energy indices was also not recommended due to dominance of large integrated companies in such indices, which may have differing business and economic drivers relative to a pre-revenue company such as LNGL. The Board considers that the best compromise is to use relative market adjusted total shareholder return (MATSR), with the index being the ASX All Ordinaries Total Return Index (XAOAI).
Executive remuneration program structure is poor	The Compensation Committee studied this issue and reviewed market data provided by Korn Ferry. The Company's current policies are consistent with U.S. market practices where LNGL executives are domiciled. The Board decided that no further changes were to be made to contractual termination benefits as they reflect U.S. benefit frameworks. Further, the State of Texas, where the U.S. employees work, is an "employee at will" state and the U.S. employment laws provide no statutory or healthcare benefits upon termination, an employment framework significantly different from Australia's.
The relative TSR measure has index concentration concerns and the vesting mechanics introduce risk	The Board studied this issue and reviewed market data provided by an independent consultant prior to submitting the change-of-control provision plan for shareholder vote at the 2017 AGM. The plan includes a double-trigger requirement for payout, as more fully described in the <b>Executive KMP Remuneration Implementation and Execution – Links between performance and reward</b> section of this Remuneration Report. The plan was affirmed at that AGM. The Company's current policies are consistent with U.S. market practices where LNGL executives are domiciled. The Board decided that no further changes were to be made to its change-of-control provisions.
Termination benefits are excessive relative to market practices (in excess of 12 months fixed remuneration)	
Automatic accelerated vesting at change-of-control rather than by Board discretion	

## LNGL AND INDUSTRY CONTEXT

A thorough discussion of LNGL and industry context are contained in the Chairman's Letter and Managing Director and Chief Executive Officer Report, respectively.

The following presents a detailed overview of current remuneration structure and outcomes at LNGL.

## KMP DURING THE REPORTING PERIODS

Name	Title	Fiscal 2019	Fiscal 2018
<b>Non-Executive Director Key Management Personnel</b>			
Paul J. Cavicchi	Chairman	x	x
Richard J. Beresford	NED	x	x
Leeanne K. Bond	NED	x	x
Philip D. Moeller	NED	x	x
D. Michael Steuert	NED	x	x
<b>Executive Key Management Personnel</b>			
Gregory M. Vesey	Managing Director & Chief Executive Officer	x	x
John Baguley	Chief Operating Officer	x	x
Kinga Doris	General Counsel & Joint Company Secretary	x	x
Michael R. Mott	Chief Financial Officer	x	x
Joe B'Oris <sup>1</sup>	Chief Development Officer	x	From Nov 27 2017
Anthony Gelotti <sup>2</sup>	Chief Development Officer	N/A	To Jul 17 2017

<sup>1</sup> Mr. B'Oris joined LNG L in November 2017 and became an Executive KMP at that time.

<sup>2</sup> Mr. Gelotti left LNG L in July 2017 and ceased his role as an Executive KMP effective July 1, 2017.

x Individual was a KMP during the entire applicable 12-month fiscal period.

## APPROACH TO KMP REMUNERATION FRAMEWORK DESIGN

To assure the relevance and appropriateness of the remuneration framework, the Compensation Committee considers changes to LNG L's remuneration policy and disclosures each year. The aim is to implement framework changes in line with current market practice, reflecting a natural evolution of the remuneration program design to effectively support the progress of near and long-term business strategy.

The 2019 remuneration framework was implemented as stated in the prior year annual report and no changes were made to the framework for the prospective annual fiscal period. The following summarizes elements of the fiscal 2020 KMP remuneration program and the fiscal 2019 program deployed.

Pay Element	Fiscal 2019 Program	Fiscal 2020 Program
STI	CEO: 80 percent corporate metrics, 20 percent individual metrics Other KMP: 60 percent corporate metrics, 40 percent individual metrics	CEO: 80 percent corporate metrics, 20 percent individual metrics Other KMP: 60 percent corporate metrics, 40 percent individual metrics
STI target percentages	CEO – 60 percent COO – 35 percent General Counsel – 30 percent CFO – 30 percent CDO – 30 percent	CEO – 60 percent COO – 35 percent General Counsel – 35 percent CFO – 35 percent CDO – 35 percent
LTI	60% Performance Rights with vesting tied to LNG L's total shareholder return relative to XAOAI's total shareholder return 40% Retention Rights with "ratable vest" over two-years for all employees other than the MD/CEO whose vesting period is a three-year "cliff vest" No Gate Condition for Performance Rights but vesting levels capped if negative LNG L TSR	60% Performance Rights with vesting tied to LNG L's total shareholder return relative to XAOAI's total shareholder return 40% Retention Rights with "ratable vest" over two-years for all employees other than the MD/CEO whose vesting period is a three-year "cliff vest" No Gate Condition for Performance Rights but vesting levels capped if negative LNG L TSR

The fiscal 2020 program reflects anticipated compensation arrangements as contemplated prospectively from July 1, 2019. The Board proposed a grant of 1,000,000 Performance Rights to the MD/CEO, which award will be voted on at the November 2019 AGM. The MD/CEO received no Retention Rights grant in July 2019.

# Directors' Report

Your directors submit their report for the fiscal year ended June 30, 2019.

LNGL maintains KMP share ownership guidelines (**SOGs**). Applicable SOGs are reflected in the table below.

Role	Minimum Ownership Guideline	Holding Requirement
CEO	5x Base Pay	Each executive officer must retain 75% of all net shares (post tax) that vest under the LTI plan until the minimum share ownership requirements are achieved. Guidelines are expected to be met by June 30, 2023.
COO, General Counsel, CFO and CDO	2.5x Base Pay	
Other executive officers designated by the Compensation Committee	2.5x Base Pay	If the executive officer is promoted to a position that has a higher ownership requirement, the higher standard shall apply as of the date of promotion. Timing of attaining the guidelines are dependent on the individual situation.
NEDs	3x annual Board cash retainer	Guidelines are expected to be met by June 30, 2021.

## EXECUTIVE KMP REMUNERATION STRUCTURE AND INSTRUMENTS

The following table summarizes of LNGL's integrated remuneration framework (applying to Executive KMP).

Remuneration component	How determined?	When paid?		
Fixed remuneration	Fixed remuneration is based on the scope of the individual's role and his/her level of knowledge, skill, and relevant experience. Fixed remuneration levels are reviewed annually. The Compensation Committee uses external consultants to gain insight into regional market remuneration data in support of its annual review of KMP fixed remuneration.	Monthly throughout each fiscal year.	The Compensation Committee uses external consultants to gain insight into market remuneration data in support of its annual review of company-wide and KMP specific remuneration design, levels of compensation, and instruments used.	
Variable Remuneration	STI award	STI payments are paid at the Board's discretion and are determined based upon delivery of a combination of corporate and individual goals. Target and stretch percentages and relative weightings used in determining individual STI percentages derived from achievement of corporate and individual goals are role level specific. Corporate goals (applicable to all employees STI annual plans) and all Executive KMP goals (corporate and individual) are Board approved, typically at the beginning of each annual measurement period.		Paid annually on a calendar year basis, typically in January for the prior calendar year's performance.
	LTI award Performance Rights MATSR-based	LTI Award issues are equity-based and measured over a period of sufficient length to promote sustained performance to align with shareholder interests. Performance Rights (as currently deployed) are all MATSR-based.		Performance Rights are issued annually on a fiscal year basis, with a minimum 3-year measurement period and are cliff vesting.
	LTI award Retention Rights	MATSR-based Performance Rights assess the total shareholder return performance of LNGL shares relative to that of the XAOAI over the applicable measurement period, vesting on a sliding scale dependent on the relative returns.		Retention Rights vest over continuous employment during the specified service period with issues made on a fiscal basis.
	LTI award other Incentive Rights instruments	Retention Rights are service-based incentive rights, vesting over a stated period of continuous employment. These are used primarily for employee retention purposes. LNGL's Incentive Rights Plan provides flexibility for issue of other types of equity-based instruments, but none are outstanding at this time.		
Perquisites	Specific by individual KMP and are approved by the Board.	Per the specific arrangement		

The Board of Directors retain absolute discretion to increase or decrease the level of award or vesting (irrespective of Vesting Conditions being achieved or not) under both the STI and LTI plan documents

## EXECUTIVE KMP REMUNERATION IMPLEMENTATION AND EXECUTION

The role of the Compensation Committee is to implement remuneration policies that are designed to enhance corporate and individual performance to the benefit of LNGL's shareholders and executed consistent with the remuneration framework. Alignment of remuneration results and shareholders' outcomes are key to successful remuneration framework execution.

The following provides details, assessments, and analyses of the implementation and execution of LNGL's remuneration framework for Executive KMP.

## SUMMARY OF CONTRACTUAL PROVISIONS

The following table outlines contractual provisions for current Executive KMP.

Current KMP Contractual Provisions						
Name	Role	Base Salary in USD <sup>1</sup>	Base Salary in AUD <sup>2</sup>	Contract Duration <sup>3</sup>	Contractual Severance Period	Termination Notice Period <sup>3</sup>
Gregory M Vesey	MD & CEO	\$570,000	\$760,000	Evergreen	12 months	12 months
John Baguley	COO	\$430,000	\$573,333	Evergreen	90 days	90 days
Kinga Doris	GC	\$347,500	\$463,333	Evergreen	90 days	90 days
Michael R Mott	CFO	\$420,000	\$560,000	Evergreen	12 months	90 days
Joe B'Oris	CDO	\$347,500	\$463,333	Evergreen	90 days	90 days

<sup>1</sup> Mr. Vesey's base salary was reduced from \$635,000 per annum to \$570,000 per annum effective September 1, 2019. Upon financial close of MLNG, Mr. Baguley's base salary increases to US\$500,000.

<sup>2</sup> All U.S.-denominated balances are translated at approximately 1.334/1.

<sup>3</sup> Pursuant to contract terms, the contract renews automatically annually unless LNGL provides notice of termination. Such term has been defined herein as 'Evergreen'.

Each U.S.-based Executive KMP has certain contractual entitlements addressing Change-of-Control events, which are consistent with the shareholder approved Change-of-Control guidelines. The following chart provides details of KMP Change-of-Control entitlements upon termination of employment.

Name	Role	Base Pay	STI	LTI	Other Benefits
Gregory M Vesey	MD & CEO	24 months	Target	Full Vest of then outstanding Rights	12 months COBRA coverage
All Other Executive KMP	Various	12 months	Target	Full Vest of then outstanding Rights	12 months COBRA coverage

The shareholder approved Change-of-Control guidelines applicable to the Executive KMP are also applicable to all U.S.-based employees, as adjusted, to reflect each individual's role level with LNGL. Associated entitlement for all U.S.-based employees is contingent on post Change-of-Control employment status (double-trigger). A double-trigger requires both a Change-of-Control event and the loss of employment in order to realize eligibility for Change-of-Control guideline benefits. For all non-KMP U.S. employees, Change-of-Control provisions could include a combination of a percentage of base pay and target STI, accelerated LTI vesting, and other employee benefits typical of Change-of-Control arrangements.

The Australian-based Group Development Manager and Joint Company Secretary shall receive a one-time Service Bonus payment equal to nine-months of the Employee's then current base pay upon any Change-of-Control event regardless of post Change-of-Control employment status (single-trigger), plus statutory entitlements. A single-trigger requires only a Change-of-Control event in order to realize eligibility for the one-time Service Bonus payment. All other Australian based employees would receive statutory entitlements should a loss of employment occur.

## LINKS BETWEEN PERFORMANCE AND REWARD

Annually, the Board approves goals, milestones, and targets for the Managing Director and Chief Executive Officer, and reviews the goals, milestones, and targets of All Other Executive KMP, which align with the Managing Director and Chief Executive Officer's goals, milestones, and targets, adjusted to reflect each individual KMP's direct control or influence over each of the specific goals, milestones, and targets. This process aims to link each Executive KMP scorecard to shareholder interests.

For shareholder information, the following is the agreed scorecard and weightings for the Managing Director and Chief Executive Officer for calendar year 2019, which scorecard shall be used to assess performance relative to fiscal 2020 STI payments.

Performance Measure	Calendar 2019 Scorecard (Performance Goals for Fiscal 2020)
Corporate (80%)	<ul style="list-style-type: none"> <li>- Sign 8 mtpa in binding agreements with investment grade counterparties by September 30, 2019 (75%)               <ul style="list-style-type: none"> <li>- Stretch – Reach FID by December 31, 2019</li> </ul> </li> <li>- Develop a renewed plan for growth for LNGL and execute one new commercial agreement that includes a liquidity event, or execute a meaningful independent liquidity event no later than July 1, 2019 (25%)               <ul style="list-style-type: none"> <li>- Stretch: Execute one additional commercial agreement by December 31, 2019</li> </ul> </li> </ul>

# Directors' Report

Your directors submit their report for the fiscal year ended June 30, 2019.

Performance Measure	Calendar 2019 Scorecard (Performance Goals for Fiscal 2020)
Business (5%)	<ul style="list-style-type: none"> <li>- Evaluate an early implementation plan for Bear Head LNG</li> <li>- Complete re-pricing effort on Magnolia LNG with KSJV</li> <li>- Secure Magnolia LNG's Industrial Tax Incentive with Louisiana</li> <li>- Continue focus on company exposure and industry reputation                             <ul style="list-style-type: none"> <li>- LNG Market</li> <li>- LNG Buyers</li> <li>- Government</li> </ul> </li> </ul>
Compliance (5%)	<ul style="list-style-type: none"> <li>- Take necessary steps to have LNGL stock moved to a U.S. Exchange</li> <li>- Manage shareholder relationships</li> <li>- Implement action items as directed by the Governance and Nominating Committee</li> </ul>
Health and safety (5%)	<ul style="list-style-type: none"> <li>- Continue to develop a culture of strong safety awareness and practice</li> <li>- Operate the company safely with no recordable injuries or lost-time incidents</li> <li>- Implement action items as directed by the Safety, Sustainability People &amp; Culture Committee</li> </ul>
People and culture (5%)	<ul style="list-style-type: none"> <li>- Close the Perth Office and transfer activities to Houston</li> <li>- Continued development and retention of employees</li> <li>- Implement action items as directed by the Compensation Committee</li> </ul>

The Managing Director and Chief Executive Officer's calendar year 2018 scorecard and weightings follows; which scorecard was used to assess performance relative to fiscal 2019 STI payments. The Board assessed KMP performance in this period as largely failing to meet key goals, milestones, and targets, with the significant exception being the IDG Energy capital raise. Actual fiscal 2019 STI paid individual KMP members is reflected in the **Executive KMP remuneration** section table of this report.

Performance Measure	Calendar 2018 Scorecard (Performance Goals for Fiscal 2019)
Corporate (80%)	<ul style="list-style-type: none"> <li>- Sign 8 mtpa in binding MOUs with investment grade counterparties at Magnolia (80%)                             <ul style="list-style-type: none"> <li>- Stretch – Sign 8 mtpa to sales and purchase agreement (SPA) or liquefaction tolling agreement (LTA)</li> </ul> </li> <li>- Complete firm liquidity options available for immediate execution based on the level of success of Marketing activities (10%)                             <ul style="list-style-type: none"> <li>- Stretch – Raising liquidity (minimum of \$5 million) without dilution in overall company value</li> </ul> </li> <li>- Sign term sheets with credible partners for development of a Bear Head pipeline solution (10%)                             <ul style="list-style-type: none"> <li>- Stretch – Sign a full Project Development Agreement for Bear Head pipeline solution</li> </ul> </li> </ul>
Business (5%)	<ul style="list-style-type: none"> <li>- Cash and expense management</li> <li>- Cash forecast and scenarios</li> <li>- Company exposure and industry reputation</li> <li>- Develop offtake capacity and gas supply volume management plan</li> <li>- Develop a plan for "Pathways to Success" and begin implementation of priority processes</li> </ul>
Compliance (5%)	<ul style="list-style-type: none"> <li>- Ensure completion of action items for Board improvement plan</li> <li>- Manage relationships with all shareholders toward a successful vote</li> <li>- Ensure proper Board training is conducted</li> <li>- Implement Takeover Defense Plan and conduct drill</li> <li>- Support the efforts of the Board Corporate Governance and Nominating and the Audit Committees, respectively</li> </ul>
Health and safety (5%)	<ul style="list-style-type: none"> <li>- Continue to develop a culture of strong safety awareness and practice</li> <li>- Operate the company safely with no recordable injuries or lost-time incidents</li> <li>- Develop a first draft of a construction safety program</li> <li>- Develop sustainability plan for LNGL</li> <li>- Implement a Crisis Management Plan</li> <li>- Support the efforts of the Board Safety, Sustainability, People &amp; Culture Committee</li> </ul>
People and culture (5%)	<ul style="list-style-type: none"> <li>- Addition of valued team members for marketing and finance</li> <li>- Revise STI plan and implement changes to evaluation process</li> <li>- Support the efforts of the Board Compensation Committee</li> <li>- Continued development and retention of employees</li> </ul>

The Managing Director and Chief Executive Officer's calendar year 2017 scorecard and weightings follows; which scorecard was used to assess performance relative to fiscal 2018 STI payments. The Board assessed KMP performance in this period as largely failing to meet key goals, milestones, and targets, with the significant exception being the completion of the Amended and Restated Equity Commitment Agreement with Stonepeak. The resulting STI payments to the KMP are also reflected in the **Executive KMP remuneration** section table of this report.

Performance Measure	Calendar 2017 Scorecard (Performance Goals for Fiscal 2018)
Business (80%)	<ul style="list-style-type: none"> <li>- Signing of 4 MTPA in binding offtake agreements with an investment grade counterparty for MLNG (50%) <ul style="list-style-type: none"> <li>- Stretch – Signing 8 MTPA</li> </ul> </li> <li>- Consistent with the level of offtake marketing success, develop a firm commitment for the next capital infusion to support LNG through 2021 (30%) <ul style="list-style-type: none"> <li>- Stretch – Bring in new funding of at least \$100 million</li> </ul> </li> </ul>
Compliance (5%)	<ul style="list-style-type: none"> <li>- Develop a comprehensive Takeover Defense Plan</li> <li>- Ensure the company operates in compliance with all laws and regulations</li> <li>- Support the efforts of the Board Corporate Governance and Nominating and the Audit Committees, respectively</li> </ul>
Health and safety (10%)	<ul style="list-style-type: none"> <li>- Operate the company safely with no recordable injuries or lost-time incidents</li> <li>- Support the efforts of the Board Safety, Sustainability People &amp; Culture Committee</li> </ul>
People and culture (5%)	<ul style="list-style-type: none"> <li>- Implement changes to Commercial Team and improve overall function</li> <li>- Assess implementing actions for the closure of the Perth office by year-end</li> <li>- Develop and implement a successful retention plan for staff</li> <li>- Support the efforts of the Board Compensation Committee</li> </ul>

## DETAILS OF THE EXECUTIVE KMP STI PLAN

Aspect	Description
Measurement period	Calendar year (1 January to 31 December)
Award opportunities	Award opportunities are based on percentages of individual Base Pay, annually approved by the Board in response to Compensation Committee recommendations
Key performance indicators (KPIs), weighting and performance goals	<p>Typically, at or near the beginning of each Measurement Period, the Board approves the content of all Executive KMP scorecards, determining such content is consistent with LNG's then current strategy and business objectives, and which assigned individuals carry direct control or influence over; thus, linking individual scorecards to shareholder interests</p> <p>KPIs relate to attainment of specific scorecard goals, providing a mix of corporate performance targets, and individual goals including business plan, health and safety, organizational, and people and culture targets</p> <p>Percentage weightings are assigned to each goal for each individual participant, emphasizing the relative importance of each KPI area commensurate with the individuals' role and accountabilities</p> <p>KPIs typically include a mix of project-related development tasks, including commercial negotiations, opportunity identification, approvals and permitting goals, contracting, and project funding milestones</p>
Award assessment and payment	<p>The Board determines the level of the annual STI payment made to the Managing Director and Chief Executive Officer, and approves the level of STI payments made to All Other Executive KMPs and employees</p> <p>Annual STI payments are typically determined at the end of the Measurement Period</p> <p>Payments are provided in the form of cash, unless otherwise determined by the Board</p>
Board discretion	The Board retains discretion to increase or decrease the level of award under the STI plan documents
Cessation of employment during a Measurement Period	In general, employees must remain employed by LNG to the date STI payments are made to receive such payment. Employees dismissed for cause receive no STI payment in the period of termination. Cessation of employment due to resignation forfeits an individual's right to an STI payment in the period of resignation
Change-of-Control	Employees have certain contractual entitlements addressing Change-of-Control events, which are consistent with the shareholder approved Change-of-Control guidelines, or applicable law

## DETAILS OF THE EXECUTIVE KMP LTI PLAN

Aspect	Description
Form of rights	<p>The Incentive Rights Plan Rules specify that Incentive Rights will be:</p> <ul style="list-style-type: none"> <li>- Performance Rights, which vest subject to the satisfaction of conditions related to performance</li> <li>- Retention Rights, which vest subject to continuous employment</li> <li>- Other instrument types</li> </ul> <p>Upon vesting, an Incentive Right confers an entitlement to the value of an LNG ordinary share</p> <p>Without the approval of the Board, Incentive Rights may not be sold, transferred, mortgaged, charged or otherwise dealt with or encumbered</p>
LTI value	The Board retains discretion to determine the value of LTI to be offered each year pursuant to overall available Rights for issuance as approved by shareholders

# Directors' Report

Your directors submit their report for the fiscal year ended June 30, 2019.

Aspect	Description
Measurement period	Determined by the Board and provided / specified in the applicable Invitation Letter
Performance Rights vesting conditions	The Board has discretion to set vesting conditions for each offer The Board retains discretion to modify LTI vesting outcomes when it is determined that awards vesting is inconsistent with shareholder outcomes and LNGL performance over the Measurement Period Performance Rights that do not vest lapse
Retention Rights vesting conditions	The Board has discretion to set vesting conditions for each offer Retention rights will vest in full if the employee remains actively employed on the last date of the measurement period
Board discretion	Subject to Rule 14.2 of the Incentive Rights Plan, the Board may in its absolute discretion increase or decrease the level of vesting irrespective of performance in relation to a Vesting Condition. This discretion applies equally to both Performance Rights and Retention Rights grants.
Re-testing	The practice of re-testing is not permitted; LTI issues that do not satisfy the vesting conditions at the end of the measurement period lapse
Exercise of vested Incentive Rights	Vested shares received under the Incentive Rights Plan may be exercised, subject to full compliance with LNGL's Securities Trading Policy
KMP retention periods	The Board has discretion by notice in a Rights Invitation to require a Participant to hold any Shares issued under the Plan for a specified period beyond the vesting date
Cessation of employment	If the employment of a participant ceases due to termination for Cause or Resignation all Unvested Incentive Rights lapse If the employment of a Participant ceases due to termination Without Cause the Unvested Incentive Rights are subject to the following: (a) All Unvested Retention Rights, if any, issued to the Participant shall vest pro-rata; (b) All Unvested milestone-based Performance Rights will be determined based on whether the milestones were met prior to termination; and (c) All Unvested Performance Rights based on TSR or MATSR shall lapse
Change-of-control	Employees have certain contractual entitlements addressing Change-of-Control events, which are consistent with the shareholder approved Change-of-Control guidelines, or applicable law

## VARIABLE REMUNERATION TARGETS

Under the current design, no remuneration awards (cash-based or share-based) are linked to an LNGL milestone of achieving a financial investment decision on any of its projects. The Board believes that such award designs have the potential for an unintended leveraging effect on payout in the period the strategic milestone is met.

Target and stretch percentages for Executive KMP under applicable STI and LTI plans and individual contractual arrangements follow (with percentages reflecting percentage of base salary). Historically, actual STI payout and LTI grants have been substantially less than the target and stretch levels.

	Fiscal Year of Award <sup>1</sup>	STI Plan		LTI Plan	
		Target	Stretch	Target	Stretch
Managing Director and Chief Executive Officer	2020	60%	120%	150%	300%
	2019	60%	120%	150%	300%
	2018	60%	120%	150%	300%
	2017	60%	120%	150%	300%
All Other Executive KMP, in aggregate average	2020	35%	70%	100%	N/A
	2019	30 - 35%	60 - 70%	100%	N/A
	2018	30 - 35%	50%	100%	N/A
	2017	25%	50%	75 - 100%	N/A

<sup>1</sup> The 2020 fiscal year information is forecasted based on current Board approvals and consideration. In certain periods, KMP were ineligible for incentive awards under plan rules due to individual employment start dates.

In all reporting periods, LTI issues under the shareholder approved Incentive Rights Plan made to all employees (including Executive KMP) consisted of differing instrument types. The following chart reflects the theoretical incentive issues at target level made in each year allocated to each instrument type.

Incentive Rights Plan Instrument Types Issued at Target Levels			
Fiscal Year <sup>1</sup>	Milestone-Based Rights	MATSR-Based Rights	Retention Rights
2020	0%	60%	40%
2019	0%	60%	40%
2018	0%	60%	40%

<sup>1</sup> The 2020 fiscal year information reflects the July 2019 issue year Incentive Rights invitation letter.



LTI Vesting Conditions applicable to all Performance Rights issued in the periods (including those issued to Executive KMP) follows.

#### **MATSR-based LTI Grants**

MATSR-based Performance Rights will partially or fully vest if LNGL's total shareholder return (**TSR**) is equal to or greater than 100% of the MATSR of the XAOAI during the Measurement Period, computed by dividing LNGL's TSR by XAOAI's TSR. MATSR-based issuances in fiscal years 2018 – 2020 (issued in Jul 2017, 2018, and 2019, respectively) utilized the same vesting criteria as follows.

<b>LNGL TSR relative to XAOAI TSR <sup>1</sup></b>	<b>Metric</b>
Measurement Period	3 Years from grant Date
Less than 100%	0%
Threshold vesting – 100% (LNGL's and XAOAI's TSR percentages are equal)	25%
>100% < 200% (LNGL's TSR percentage is > than XAOAI but less than double)	Linear Interpolation
Target vesting – 200% or greater (LNGL's TSR percentage is more than double)	100%

<sup>1</sup> If TSR is less than 0%, the Performance Right payout will be the lower of the linear interpolation calculation amount or 50% of the maximum award amount.

The fiscal 2020, 2019, and 2018 MATSR-based Performance Rights will partially or fully vest as outlined in the above chart. These issuances were priced at \$0.29/share, \$0.52/share and \$0.59/share, respectively. Under these LTI tranches, if TSR during the Measurement Period is negative (below 0%), the Performance Right payout will be the lower of the linear interpolation calculation amount or capped at 50% of the maximum award amount.

#### **Retention Rights LTI Grants**

The Compensation Committee implemented the use of Retention Rights as a component of the LTI program in the last three tranche issuances (fiscal 2018 through 2020).

<b>Fiscal Year <sup>1</sup></b>	<b>Measurement Period</b>	<b>Retention Rights Vesting terms</b>
2018 to 2020	Not applicable	Two-year vesting period realized ratably applicable to most employees. The MD/CEO Retention Rights issuance has a vesting period of three-years with a "cliff vest" meaning the Retention Rights vest only if the individual remains in service with LNGL at the end of the measurement period. The MD/CEO did not receive any Retention Rights in the July 1, 2019 grant period.

<sup>1</sup> The 2020 fiscal year information reflects the 2019 issue year Incentive Rights invitation letter.

#### **Status of the Executive KMP Grants Pursuant to the Incentive Rights Program**

The MD/CEO has received LTI grants annually beginning in fiscal 2016. These rights (both Performance Rights and Retention Rights) have vesting periods of three-years from grant date reflecting annual measurement periods on June 30 beginning in 2019. In fiscal 2019, the MD/CEO vested in 640,000 Retention Rights resulting from the July 2016 grant. To date, no other rights have vested to his account.

The COO, CFO, and General Counsel have each received LTI rights grants in the three-year fiscal period ended June 30, 2019, with a portion of these rights grants also having measurement periods in this three-year period. These individuals have had Retention Rights vest to their accounts in each of the past two fiscal years.

The CDO received an initial LTI grant (both Performance Rights and Retention Rights) in January 2018. The CDO has received additional annual grants of Performance and Retention Rights at July 2018 and July 2019. A portion of the associated Retention Rights vested in 2019.

#### **Vesting Results by individual LTI Grant**

The following table summarizes the realized and lapsed rights for LTI grants (aggregate Performance Rights, Milestone Rights, and Retention Rights) held by current Executive KMP having measurement periods that ended in the fiscal periods 2017 to 2019 (referred to as **Reporting Period** in the following chart), respectively.

<b>Executive KMP Member</b>	<b>Grant Year</b>	<b>Measurement Year</b>	<b>Rights Measured in Reporting Period</b>	<b>Vested</b>
<b>MD &amp; CEO</b>	2014	2017	0	0
	2015	2018	0	0
	2016	2019	1,600,000	640,000
	<b>Three-year total</b>		<b>1,600,000</b>	<b>640,000</b>
<b>COO</b>	2014	2017	246,141	0
	2015	2018	159,984	0
	2016	2019	600,000	240,000
	2017	2018	150,000	150,000
	2017	2019	150,000	150,000
	2018	2019	165,000	165,000
	<b>Three-year total</b>		<b>1,471,125</b>	<b>705,000</b>

# Directors' Report

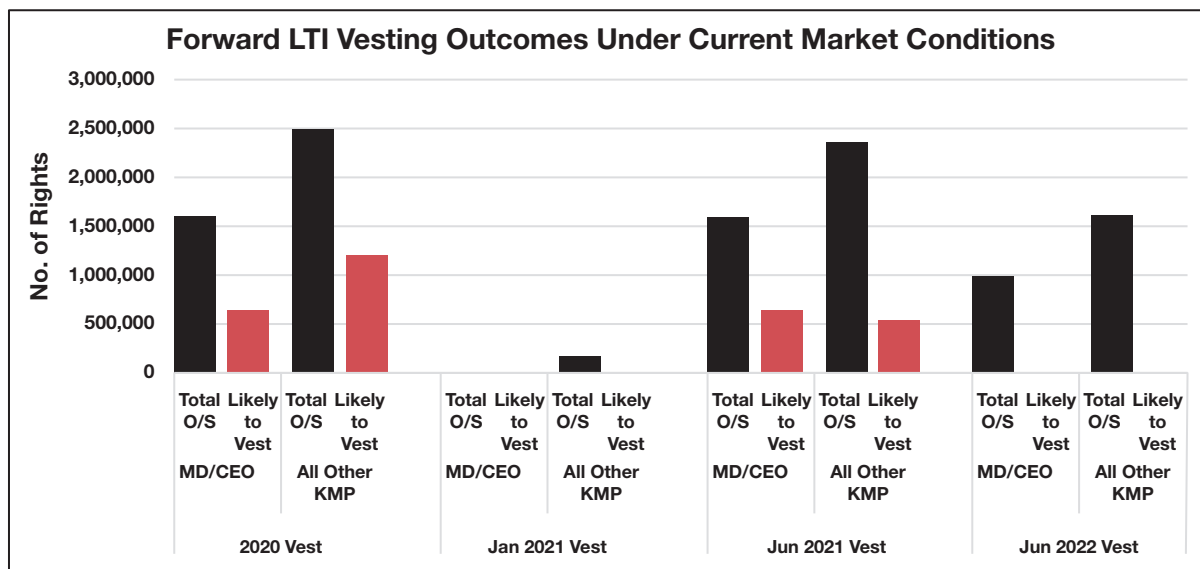
Your directors submit their report for the fiscal year ended June 30, 2019.

Executive KMP Member	Grant Year	Measurement Year	Rights Measured in Reporting Period	Vested
<b>CFO</b>	2014	2017	0	0
	2015	2018	289,742	0
	2016	2019	600,000	240,000
	2017	2018	140,000	140,000
	2017	2019	140,000	140,000
	2018	2019	165,000	165,000
	<b>Three-year total</b>		<b>1,334,742</b>	<b>685,000</b>
<b>CDO</b>	2014	2017	0	0
	2015	2018	0	0
	2016	2019	0	0
	2018	2019	200,000	200,000
	<b>Three-year total</b>		<b>200,000</b>	<b>200,000</b>
<b>GC</b>	2014	2017	0	0
	2015	2018	0	0
	2016	2019	600,000	240,000
	2017	2018	140,000	140,000
	2017	2019	140,000	140,000
	2018	2019	140,000	140,000
	<b>Three-year total</b>		<b>1,020,000</b>	<b>660,000</b>
<b>Grand Total for All Executive KMP</b>			<b>5,625,867</b>	<b>2,890,000</b>

Outstanding LTI grants (aggregate Performance Rights and Retention Rights including those Rights granted in July 2019) have measurement periods ending in 2020, 2021, and 2022, respectively. The total LTI rights outstanding under these grants held by the Executive KMP (split between the MD/CEO and All Other KMP combined in aggregate) are represented by the black bars in the following graph split by applicable measurement date. The red bars provide a forecast of future vesting outcomes by applying the following assumptions:

1. Based on the market price of LNGL Ordinary Shares as at June 30, 2019, which indicates that 100 percent of the outstanding Performance Rights will lapse unvested reflecting the underperformance of LNGL's TSR to the XAOAI's TSR.
2. The assumption that each current Executive KMP holding Retention Rights will remain employed with LNGL through the applicable measurement dates and therefore vest in these Retention Rights.
3. The MD/CEO's Retention Rights granted in 2017 vest in 2020.
4. The Retention Rights granted to the All Other Executive KMP in 2019 vest 50 percent in 2020 and 50 percent in 2021.

Should the LNGL Ordinary Share price improve in the future to levels that result in LNGL TSR outperforming the XAOAI TSR, then a portion or all of the Performance Rights may vest, subject to Board of Director discretion to approve, or not, such Performance Rights vesting.



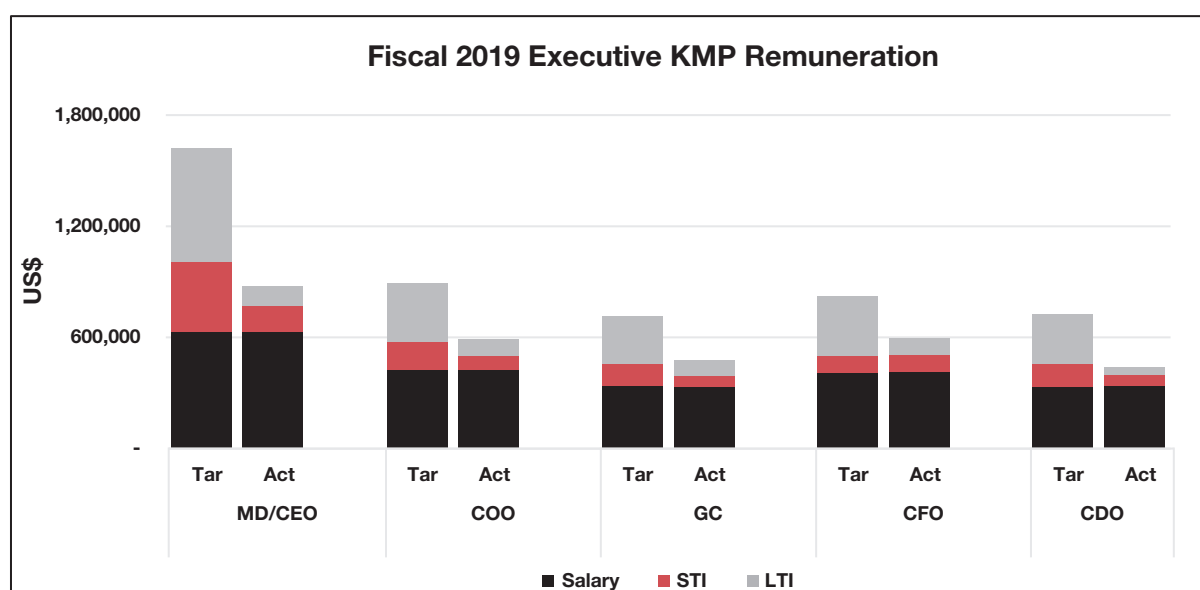
### EXECUTIVE KMP REALIZED REMUNERATION VALUE RELATIVE TO TARGET

The following narrative and graphs provide insight into total remuneration value realized by Executive KMP in the Reporting Period relative to remuneration value that each Executive KMP was eligible to receive in each period (referred to as **Target Remuneration**).

Target Remuneration for our Executive KMP exceeded actual or realized value received reflecting underperformance versus expectations over the period. This means that underperformance by the Executive KMP in achieving annual goals for STI and the MATSR target goals for LTI were not rewarded to Target Remuneration levels, reflecting alignment with shareholder outcomes which have also underperformed in the period.

The following graphs compare target and actual direct remuneration provided to the Executive KMP for the fiscal years ending June 30, 2019 and 2018, respectively. The graphs include Executive KMP employed as of June 30, 2019. All amounts are shown in U.S. dollars as all the Executive KMP are U.S.-based employees.

The target remuneration equals the sum of each individual's base pay, target STI, and the grant date value of LTI granted the Executive KMP in the specific fiscal year period. The actual or realized remuneration equals the sum of each individual's base pay, actual STI paid during the fiscal period, and actual LTI vested during the fiscal period, valued at the share price on the respective vesting date(s).

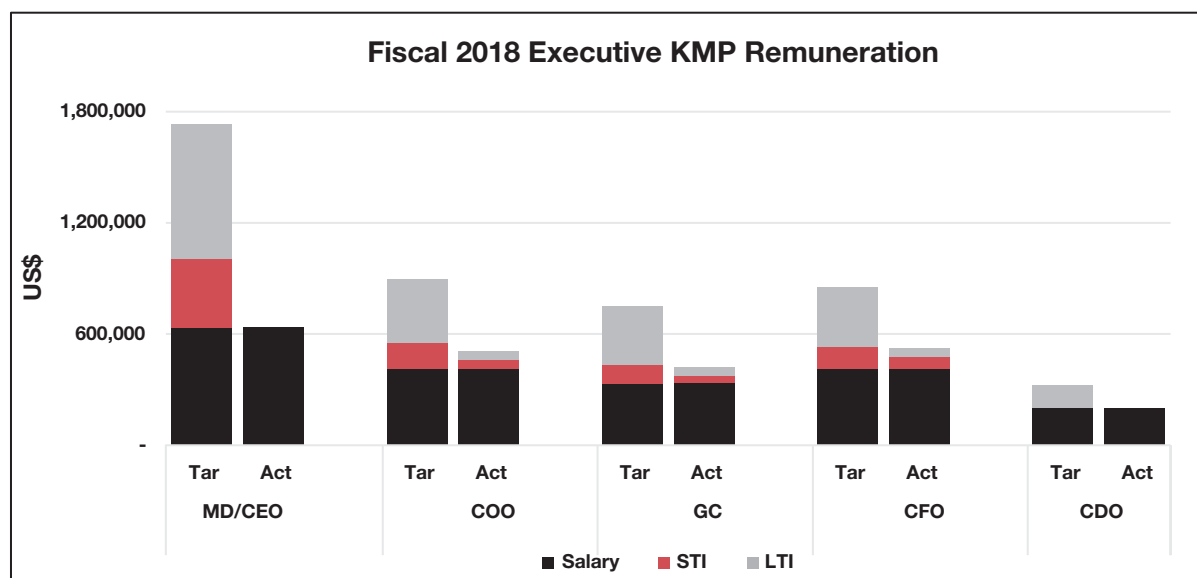


<sup>1</sup> The LTI values are based on Rights granted and vesting, respectively, within the reported fiscal year; the Target LTI amounts are based on grants made in July 2018 at grant date pricing, while the Actual LTI amounts are based on Rights that vested on June 30, 2019 at vesting price value.

<sup>2</sup> The STI performance period is a calendar year while LTI performance periods are tied to LNG's fiscal year; actual STI payouts reflected in this chart were paid in early 2019.

# Directors' Report

Your directors submit their report for the fiscal year ended June 30, 2019.



<sup>1</sup> The LTI values are based on Rights granted and vesting, respectively, within the reported fiscal year; the Target LTI amounts are based on grants made in July 2017 at grant date pricing, while the Actual LTI amounts are based on Rights that vested on June 30, 2018 at vesting price value.

<sup>2</sup> The CDO was employed beginning December 2017 and was not eligible for STI in fiscal year 2018.

<sup>3</sup> Individuals who do not have actual LTI value amounts (MD/CEO and CDO) had no LTI grants eligible for vesting in the fiscal year 2018.

<sup>4</sup> The STI performance period is a calendar year while LTI performance periods are tied to LNGL's fiscal year; actual STI payouts reflected in this chart were paid in early 2018.

## NED REMUNERATION FRAMEWORK, IMPLEMENTATION, AND EXECUTION

### NED KMP REMUNERATION DESIGN

NED remuneration is generally provided by way of fees within an aggregate shareholder approved NED fee cap. Any proposed increase to the NED fee cap must be approved by LNGL's shareholders. NEDs are eligible to receive additional fees for membership of or chairing Board committees in recognition of the additional responsibility and workload in providing specialist advice to the Board.

As part of total remuneration, NEDs are eligible to receive awards under the rules of the LNGL NED Rights Plan, which is approved by shareholders from time-to-time. Rights issued under the NED Rights Plan are service time-based rights that do not carry any performance conditions to preserve the independence of the NEDs. Australian-based NEDs are cash compensated in Australian dollars and U.S.-based NEDs are cash compensated in U.S. dollars. All rights issuances are denominated based on Australian dollars.

The Board recognizes a need for the Company to manage its existing liquidity in line with its cash management plan. To conserve cash, the Board approved the Compensation Committee recommendation to implement a temporary 25% reduction in the cash component of the relevant Board fee structure from September 1, 2019. In addition, the Board resolved to forego any grants of NED Rights to all the NEDs this year.

Component	NED Fee Structure			
	Fiscal Year 2020	Fiscal Year 2019	Fiscal Year 2018	Fiscal Year 2017
Base fee – Board chair	\$153,584	\$194,000	\$194,000	\$216,000
Base fee – NED	68,400	86,400	86,400	96,000
Committee fee – chair	14,250	18,000	18,000	20,000
Committee fee – member	6,825	9,000	9,000	10,000
Board Chair NED Rights value as % of fees	0.0%	57.5%	57.5%	57.5%
NEDs Rights value as % of fees	0.0%	80%	80%	80%

Base fee and Committee fees are denominated in the currency based on the domicile of the individual NED. The value of the NED Rights issued are all denominated in Australian dollars assuming that the applicable reference cash amount on which the applicable NED Right percentage is multiplied was in Australian dollars. The fiscal 2020-year information is forecasted based on current Board approvals and consideration reflecting the 25% reduction in the cash component of Board fees from September 1, 2019, and no NED Rights grants this year.

### NED RIGHTS PLAN DETAILS

Aspect	Description
Purpose	The NED Rights Plan is intended to give effect to that component of the Non-Executive Director Remuneration Policy that includes salary sacrifice of Board fees into equity in LNGL This is a separate plan from the employee LTI incentive scheme
Form	The NED Rights Plan currently offers service (share) rights Rights issued under the plan are service time-based rights

Aspect	Description
Rights transfer	NED Rights may not be sold, transferred, mortgaged, charged or otherwise dealt with or encumbered without prior Board approval
Issue value	The Board retains discretion to determine the value of LTI to be offered each year pursuant to overall available Rights for issuance as approved by shareholders
Vesting condition	Vesting Period determined by the Board and provided / specified in the applicable Invitation Letter Upon vesting, a right confers an entitlement to the value of an LNGL ordinary share, which the Board may determine to pay in shares and/or cash
Exercise of vested NED Rights	Vested NED Rights may be exercised after receipt of an Exercise Notice and compliance with LNGL's Securities Trading Policy
Early termination of NED term	The NED Rights Plan contains provisions concerning the treatment of vested and unvested NED Rights if a Plan Participant ceases to be a NED during the Measurement Period If a Participant terminates Board service because of Retirement or the occurrence of another Prescribed Event (as defined under the plan, being death, disablement, etc.), the NED Rights held by the Participant will be pro-rated for time served Treatment of the balance of NED Rights will be subject to Board discretion at the end of the Measurement Period Early termination of NEDs term, means all rights will lapse
Change of control	In the event of a change of control unvested NED Rights may vest in the same proportion as the Share Price has increased since the beginning of the Measurement Period Remaining NED Rights would either lapse or some or all may vest at the Board's discretion In relation to shares that have resulted from the vesting of NED Rights, dealing restrictions specified in the Invitation would be lifted

## NED INTEREST IN SHARES, OPTIONS, AND PERFORMANCE RIGHTS

NED's interests in shares, options, and performance rights of LNGL as at June 30, 2019 follows.

Director	Number of ordinary shares	Number of unlisted NED rights	Number of unlisted options
Paul J. Cavicchi	1,155,610	223,100	-
Richard J. Beresford	735,459	138,240	-
Leeanne K. Bond	370,783	-	-
Philip D. Moeller	449,234	138,240	-
D. Michael Steuert	482,809	138,240	-

NED Rights Plan Rights issued and vested in the periods follows.

	NED Rights Plan Rights Issued and Vested		
	Fiscal Year 2020 <sup>1</sup>	Fiscal Year 2019	Fiscal Year 2018
Rights granted	-	637,820	776,060
Rights vested <sup>2</sup>	-	776,060	721,994

<sup>1</sup> The fiscal 2020 information is forecasted based on current Board approvals and consideration, using a proxy share price of \$0.25 per share to enable disclosure of the maximum number of Rights that may be issued in fiscal 2020. The actual number of Rights to be issued to the NEDs will be dependent on a shareholder affirmative vote at the November AGM and share prices at that time.

<sup>2</sup> The fiscal 2020 Rights vested amount is forecasted based on expectation that each Board member holding these rights will continue in their role through June 30, 2020.

## FISCAL 2020 ESTIMATED NED REMUNERATION VALUE

Based on the above NED fee structure and assuming the current existing Board Committee roles remain in place, expected NED remuneration for fiscal 2020 is as outlined in the following table.

	Cavicchi	Beresford	Bond	Moeller	Steuert
Board	US\$153,584	A\$68,400	A\$68,400	US\$68,400	US\$68,400
Audit Committee	-	-	6,825	6,825	14,250
SSPC Committee	-	-	14,250	6,825	6,825
Corporate Governance & Nominating Committee	-	6,825	-	14,250	-
Compensation Committee	-	6,825	6,825	-	6,825
Target annual share-based award	-	-	-	-	-
Target total NED remuneration	US\$153,584	A\$82,050	A\$96,300	US\$96,300	US\$96,300
Estimated NED remuneration in A\$ <sup>1</sup>	A\$204,779	A\$82,050	A\$96,300	A\$128,400	A\$128,400

<sup>1</sup> The U.S.-based NEDs cash remuneration is paid in U.S dollars. These amounts are translated at approximately 1.334/1 to reflect the Australian dollar equivalent target pay for this category of target remuneration.

# Directors' Report

Your directors submit their report for the fiscal year ended June 30, 2019.

## STATUTORY AND FINANCIAL REPORTING

### LNGL PERFORMANCE

The following table summarizes LNGL's leading financial performance and shareholder value metrics over the most recent five financial years.

Date	Revenue	Development Expenditures	After-tax loss	Share price at June 30	Share price change	Dividends	Change in shareholder value over 1 year		Change in shareholder value over 3 years	
							Amount	%	Amount	%
<b>\$ in thousands, except share prices, dividends and percentages</b>										
30 Jun '19	671	16,941	(33,537)	0.24	(0.34)	-	(0.34)	(59)%	\$(0.48)	(67)%
30 Jun '18	326	11,435	(22,783)	0.58	0.02	-	0.02	4%	(3.23)	(85)%
30 Jun '17	367	12,423	(29,312)	0.56	(0.16)	-	(0.16)	(22)%	(1.58)	(78)%
30 Jun '16	569	89,289	(115,112)	0.72	(3.09)	-	(3.09)	(81)%	0.60	500%
30 Jun '15	668	71,885	(86,307)	3.81	1.67	-	1.67	78%	3.49	1072%

For discussion of these results, please refer to the Managing Director and Chief Executive Report and the audited financial statements contained elsewhere in this annual report.

### FINANCIAL ACCOUNTING FOR NED RIGHTS AND LTI GRANTS

The following tables disclose the value of NED Rights and LTI incentives issued by LNGL in fiscal 2019, 2018, and 2017, respectively, as reconciled to the financial accounting share-based expense for LNGL's Incentive Rights Plans, and the Rights grants held by personnel type.

	Fiscal 2019		Fiscal 2018		Fiscal 2017	
<b>Financial accounting expense reconciliation</b>						
<b>Non-Executive Directors in aggregate</b>						
Fiscal 2019 NED Rights grant	\$	184	\$	-	\$	-
Fiscal 2018 NED Rights grant		137		223		-
Fiscal 2017 NED Rights grant		-		167		269
Fiscal 2016 NED Rights grant		-		-		30
<b>MD and CEO</b>						
Fiscal 2019 Incentive Rights grant		129		-		-
Fiscal 2018 Incentive Rights grant		203		126		-
Fiscal 2017 Incentive Rights grant		183		183		167
<b>All Other Executive KMP in aggregate</b>						
Fiscal 2019 Incentive Rights grant		785		-		-
Fiscal 2018 Incentive Rights grant		385		620		-
Fiscal 2017 Incentive Rights grant		213		213		259
Fiscal 2016 Incentive Rights grant		-		(95)		516
Fiscal 2015 Incentive Rights grant		-		1		(5)
<b>All other employees in aggregate</b>						
Fiscal 2019 Incentive Rights grant		540		-		-
Fiscal 2018 Incentive Rights grant		287		559		-
Fiscal 2017 Incentive Rights grant		277		149		257
Fiscal 2016 Incentive Rights grant		-		(922)		1,237
Fiscal 2015 Incentive Rights grant		-		3		(212)
<b>Share-based payment expense</b>	\$	3,323	\$	1,227	\$	2,518
<b>Rights grants</b>						
Non-Executive Directors in aggregate		637,820		776,060		732,304
MD and CEO		3,200,000		3,200,000		1,600,000
All Other Executive KMP in aggregate		3,990,000		3,820,000		2,849,726
All other employees in aggregate		2,755,200		3,736,213		6,949,269
<b>Total Rights grants outstanding</b>		10,583,020		11,532,273		12,131,299

## EXECUTIVE KMP REMUNERATION

The following table provides a detailed breakdown of the components of remuneration received for each of the Executive KMP in the reporting periods calculated in accordance with applicable accounting standards.

Name	Position	Fiscal Year	Salary <sup>2</sup>	Super-annuation contribution	Fixed remuneration		STI	LTI	Total remuneration			
					Other benefits <sup>2,4</sup>	Amount			% of TRP	Amount <sup>3</sup>	% of TRP	remuneration package (TRP)
Gregory M Vesey	MD/CEO	2019	\$846,667	\$	\$46,399	\$893,066	\$182,933	\$515,354	12%	\$1,591,353	\$	-
		2018	846,667	-	43,947	890,614	-	308,989	-	26%	1,199,603	-
John Baguley	COO	2019	573,333	-	43,927	617,260	104,400	397,842	9%	1,119,502	-	-
		2018	549,937	-	40,551	590,488	68,000	243,698	8%	902,186	-	-
Kinga Doris	General Counsel	2019	455,008	-	42,135	497,143	69,733	358,044	8%	924,920	-	-
		2018	435,441	-	35,963	471,404	53,333	263,848	7%	788,585	-	-
Michael R Mott	CFO	2019	554,460	-	44,148	598,608	125,200	390,217	11%	1,114,025	-	-
		2018	548,920	-	39,758	588,678	88,000	202,423	10%	879,101	-	-
Joe B'Oris	CDO <sup>1</sup>	2019	458,333	-	41,333	499,666	81,600	236,818	10%	818,084	-	-
		2018	267,032	-	31,692	298,724	-	28,474	-	8%	327,198	-

<sup>1</sup> Mr. B'Oris was appointed Chief Development Officer effective November 27, 2017. He was not eligible for STI in fiscal 2018.

<sup>2</sup> US\$ amounts have been translated at approximately 1.334/1 exchange rate to reflect A\$ value.

<sup>3</sup> LTI amounts contained in this chart reflect actual accounting expense in each fiscal year relating to each specific Executive KMP but does not represent actual share value vested by said Executive KMP in each period.

<sup>4</sup> Other benefits is comprised of 401(k) contributions made to each Executive KMP's account and employer tax liabilities related to each Executive KMP.

# Directors' Report

Your directors submit their report for the fiscal year ended June 30, 2019.

## NED REMUNERATION

NEDs are remunerated within the current aggregate NED board fee cap of A\$1.5 million, approved by shareholders. The following chart discloses NED remuneration in the reporting periods calculated in accordance with applicable accounting standards. Amounts are in A\$ with US\$ denominated payment amounts translated at approximately 1.334/1 exchange ratio.

NED Remuneration in the Reporting Periods for Accounting Purposes									
Name	Position	Fiscal year	Board fees	Committee fees	Super - annuation	Other benefits	Equity issue <sup>1</sup>	Termination benefits	Total remuneration package
Paul J. Cavicchi	Chairman	2019	\$ 259,200	\$ -	\$ -	\$ -	104,026	\$ -	363,226
		2018	259,200	-	-	-	113,530	-	372,730
Richard J. Beresford	NED	2019	86,400	18,000	-	-	64,458	-	168,858
		2018	86,400	18,000	-	-	69,259	-	173,659
Leeanne K. Bond	NED	2019	86,400	36,000	-	-	24,480	-	146,880
		2018	86,400	36,000	-	-	69,259	-	191,659
Philip D. Moeller	NED	2019	115,200	69,000	-	-	64,458	-	248,658
		2018	115,200	36,000	-	-	69,259	-	220,459
D Michael Steuert	NED	2019	115,200	60,000	-	-	65,458	-	240,658
		2018	115,200	36,000	-	-	69,259	-	220,459

<sup>1</sup> Equity issue amounts contained in this chart reflect actual accounting expense in each fiscal year relating to each specific NED.

Total cash fees paid NEDs in fiscal 2019 (and 2018) were A\$845,400 and A\$788,400, respectively. Total NED remuneration in fiscal 2019 (and 2018) totaled A\$1,167,280 and A\$1,178,966, respectively.

Mr. Beresford's spouse was employed by the Company under a casual employment service agreement. Effective April 1, 2019, she no longer is employed by the Company. Remuneration paid to her by LNGL during the fiscal years ending June 30, 2019 and 2018, respectively, and her beneficial ownership in LNGL ordinary shares are disclosed in the "Other transactions and balances with KMP" section of "Footnote D2. Related parties" in the accompanying audited financial statements of this Annual Report.



## CHANGES IN EXECUTIVE KMP HELD EQUITY

Changes in Executive KMP Held Equity									
Name	Position	Held at July 1, 2018		Issued during fiscal year	Forfeited in year	Other change	Vested <sup>3</sup>	Number held at June 30, 2019	
		Instrument	Number						Issue price <sup>2</sup>
Gregory M Vesey	MD/CEO	Shares	850,000	-	-	(237,541)	640,000	1,252,459	
		Rights/Options	3,200,000	0.52	(960,000)	-	(640,000)	3,200,000	
John Baguley	COO	Shares	420,000	-	-	-	555,000	975,000	
		Rights/Options	1,200,000	0.52	(360,000)	-	(555,000)	1,110,000	
Kinga Doris	General Counsel	Shares	105,910	-	-	(119,540)	520,000	506,370	
		Rights/Options	1,160,000	0.52	(360,000)	-	(520,000)	980,000	
Michael R Mott	CFO	Shares	105,910	-	-	(166,363)	545,000	484,547	
		Rights/Options	1,160,000	0.52	(360,000)	-	(545,000)	1,080,000	
Joe B'Oris	CDO <sup>1</sup>	Shares	-	-	-	-	200,000	200,000	
		Rights/Options	300,000	0.52	700,000	-	(200,000)	800,000	
Changes in Executive KMP Held Equity									
Name	Position	Held at July 1, 2017		Issued during fiscal year	Forfeited in year	Other change	Vested	Number held at June 30, 2018	
		Instrument	Number						Issue price <sup>2</sup>
Gregory M Vesey	MD/CEO	Shares	700,000	-	-	150,000	-	850,000	
		Rights/Options	1,600,000	0.59	1,600,000	-	-	3,200,000	
John Baguley	COO	Shares	270,000	-	-	-	150,000	420,000	
		Rights/Options	759,984	0.59	(159,984)	-	(150,000)	1,200,000	
Kinga Doris	General Counsel	Shares	-	-	-	(34,090)	140,000	105,910	
		Rights/Options	600,000	0.59	700,000	-	(140,000)	1,160,000	
Michael R Mott	CFO	Shares	-	-	-	(34,090)	140,000	105,910	
		Rights/Options	889,742	0.59	700,000	(289,742)	(140,000)	1,160,000	
Joe B'Oris	CDO <sup>1</sup>	Shares	-	-	-	-	-	-	
		Rights/Options	-	0.54	300,000	-	-	300,000	

<sup>1</sup> Mr. B'Oris was appointed Chief Development Officer effective November 27, 2017. He was not eligible for LTI in fiscal 2018.

<sup>2</sup> Issue prices disclosed in the above chart reflect the value assigned to each right pursuant to the applicable tranche's 30-day volume weighted average price (VWAP) at the start of the measurement date. Issue prices used for accounting purposes reflect application of Australian Accounting Standards Board Standard 2 (AASB 2), and may differ from the issue prices in this chart.

<sup>3</sup> Amounts include Rights vesting at fiscal year-end date pursuant to incentive plan invitation letter terms and conditions. Allocation of shares to individual's accounts by the Transfer Agent occurred post balance sheet date.

# Directors' Report

Your directors submit their report for the fiscal year ended June 30, 2019.

## CHANGES IN NED HELD EQUITY

Changes in Director KMP Equity Held																	
Name	Position	Held at July 1, 2018		Issued during Fiscal Year		Forfeited in Year	Other change	Vested	Number held at June 30, 2019	Held at July 1, 2017		Issued during Fiscal Year		Forfeited in Year	Other change	Vested	Number held at June 30, 2018
		Instrument	Number	Issue price <sup>1</sup>	Number					Number	Instrument	Number	Issue price <sup>1</sup>				
Paul J Cavicchi	Chairman	Shares	534,530	-	-	-	400,000	221,080	1,155,610	Shares	320,592	-	-	-	-	213,938	534,530
		Rights/Options	223,100	0.465	223,100	-	-	(223,100)	223,100			0.500	223,100	-	-	(216,000)	223,100
Richard J Beresford	NED	Shares	599,239	-	-	-	-	136,220	735,459	Shares	472,225	-	-	-	-	127,014	599,239
		Rights/Options	138,240	0.465	138,240	-	-	(138,240)	138,240			0.500	138,240	-	-	(129,076)	138,240
Leeanne K Bond	NED	Shares	170,563	-	-	-	64,000	136,220	370,783	Shares	43,549	-	-	-	-	127,014	170,563
		Rights/Options	138,240	-	-	-	-	(138,240)	-			0.500	138,240	-	-	(129,076)	138,240
Philip D Moeller	NED	Shares	193,014	-	-	-	120,000	136,220	449,234	Shares	66,000	-	-	-	-	127,014	193,014
		Rights/Options	138,240	0.465	138,240	-	-	(138,240)	138,240			0.500	138,240	-	-	(129,076)	138,240
D Michael Steuert	NED	Shares	266,589	-	-	-	80,000	136,220	482,809	Shares	139,575	-	-	-	-	127,014	266,589
		Rights/Options	138,240	0.465	138,240	-	-	(138,240)	138,240			0.500	138,240	-	-	(129,076)	138,240

<sup>1</sup> Issue prices disclosed in the above chart reflect the value assigned to each right pursuant to the date each applicable tranche was approved by shareholders at LINGL's Annual General Meeting. These issue prices reflect application of Australian Accounting Standards Board Standard 2 (AASB 2).

## **USE OF INDEPENDENT CONSULTANCY IN SUPPORT OF COMPENSATION COMMITTEE**

In January 2018, Korn Ferry was retained by the Board to assist the Compensation Committee regarding executive compensation. Korn Ferry's 2018 and 2019 engagement letters totaled US\$20,000 and US\$22,400, respectively. In regard to these engagements, US\$10,000 was paid during fiscal 2018 and US\$21,200 in fiscal 2019, with the remaining US\$11,200 to be paid in fiscal 2020.

The scope of work during fiscal 2019 included the following deliverables:

- Provide recommendations on the long-term incentive plan, including making recommendations in the context of shareholder and proxy advisory feedback.
- Assisting in review of LNGL's annual report and ad-hoc assistance to the Compensation Committee.

In fiscal 2018, the Board also retained the Korn Ferry to assist the Compensation Committee. The scope of work during fiscal 2018 included the following deliverables:

- Provide recommendations on the long-term incentive plan, including making recommendations in the context of shareholder and proxy advisory feedback.
- Assisting in review of LNGL's annual report and ad-hoc assistance to the Compensation Committee.

The Board is satisfied that the KMP remuneration recommendations received in fiscal 2019 (and 2018) were free from undue influence from KMP. The Board has been closely involved in all dealings with the external remuneration consultants and each KMP remuneration recommendation received during the period was accompanied by a legal declaration from the consultant to the effect that their advice was provided free from undue influence from the KMP.

## **END OF REMUNERATION REPORT**

# Directors' Report

Your directors submit their report for the fiscal year ended June 30, 2019.

## INDEMNIFICATION AND INSURANCE

An Officer's Protection Deed has been entered with each of the directors (as named in Section 1 of this report) in office and the Company Secretary at the date of this report. Under the deed, LNGL has agreed to indemnify the directors and the Company Secretary against any claims or for any expenses or costs that may arise because of work performed in their respective capacities. There is no monetary limit to the extent of the indemnity.

During the financial year, LNGL incurred a premium of \$328,258 (excl. GST) (2018: \$280,434) in respect of the primary coverage policy insuring the directors and officers against any liabilities and expenses and costs that may arise because of work performed in their respective capacities. This amount is not part of the directors' remuneration disclosed in the Remuneration Report above. As at June 30, 2019, the insurance cover was limited to \$100 million on the primary coverage plus \$20 million Side A excess cover.

## RISK MANAGEMENT

LNGL takes a proactive approach to risk management and seeks to manage risks such as project risk, contractual risk, compliance risk, and finance risk. The Board has several mechanisms in place to ensure management's objectives and activities are aligned with those determined by the Board including:

- Board approval of the strategic plan and objectives;
- Board approval of the annual financial forecasts and operating budgets;
- Board approval of all material contracts and agreements;
- Board approval of all project developments, where a project is to proceed beyond initial identification and review, and will be the subject of binding contractual commitments and material expenditure obligations;
- Regular review by the Board of adherence to and performance against the above items; and
- Regular review by the Board of risk management processes, with improvements introduced where appropriate.

## SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

There were no other significant changes in LNGL's state of affairs during the financial year ended June 30, 2019.

## SIGNIFICANT EVENTS AFTER BALANCE DATE

On 22 July 2019, the Board of Directors announced to the ASX its decision to re-domicile LNGL to the U.S. with a listing on the NASDAQ Stock Exchange. The Directors believe listing on the NASDAQ will deliver significant benefits for LNGL shareholders and favorably position the Company for the future. The decision was made following significant diligence and deliberation by the Board. The re-domiciliation process will utilize a Scheme of Arrangement under the Australian Corporations Act (Scheme) pursuant to which LNGL's shareholders will exchange their securities in LNGL for securities in a newly incorporated U.S. Delaware company, once shareholder, judicial, and regulatory approvals are secured. Further details including the timeline, tax implications, and independent expert's report will be included in a Scheme Booklet that will be sent to shareholders prior to the Scheme Meeting.

On September 16, 2019, LNGL jointly announced an alliance with Delta Offshore Energy Pte Ltd (**DeltaOE**) and the Bac Lieu Provincial Government in Vietnam to deliver an LNG-to-power project for the province. The DeltaOE led power project includes the construction and operation of an LNG import terminal, 3,200-megawatt combined-cycle power plant and delivery of power generation to the Bac Lieu Province. The integrated project is expected to commence operations in 2023 pending finalization of anticipated government approvals.

The memorandum of understanding (**MOU**) details all material terms of the proposed LNG sale and purchase agreement (**SPA**) having a target commercial start date of no later than January 1, 2024 (which may be adjusted accordingly by Magnolia). DeltaOE and Magnolia are obligated to use reasonable efforts to negotiate and agree the terms and conditions of the SPA pursuant to which Magnolia will supply 2 mtpa of LNG to DeltaOE on a free-on-board basis for a term of at least 20 years, which contract is back-to-back with the power purchase agreement between DeltaOE and the Bac Lieu Province.

The MOU does not itself constitute a definitive binding SPA at this stage, but it does evidence the intent of the parties to work towards execution of a binding SPA for 25% of Magnolia's current nameplate capacity of 8 mtpa (to be increased to 8.8 mtpa subject to Federal Energy Regulatory Commission (FERC) approval). The MOU provides that the SPA will be subject to Magnolia obtaining Financial Close by December 31, 2019 (which date may be waived or extended by agreement between the parties).

The Company is working towards finalization of the SPA in due course and the MOU provides that the arrangement between Magnolia and DeltaOE will terminate if the SPA has not been executed by October 31, 2019 (or such later date as agreed by the parties).

## ROUNDING

The financial report is presented in Australian dollars and amounts contained in the financial report have been rounded to the nearest \$1,000 (unless otherwise stated) under the option available to LNGL under ASIC Corporation's (Rounding in Financial/Directors' Reports) Instrument 2016/191. LNGL is an entity to which the Instrument applies.

## AUDITOR INDEPENDENCE AND NON-AUDIT SERVICES

The directors have received a declaration of independence from the auditors which is included in this Annual Report following the audited financial statements and appended notes thereto.

### INDEMNIFICATION OF AUDITORS

To the extent permitted by law, LNGL has agreed to indemnify its auditors, Ernst & Young (**EY**), as part of the terms of its audit engagement agreement against claims by third parties arising from the audit (for an unspecified amount). No payment has been made to indemnify EY during or since the financial year.

### NON-AUDIT SERVICES

The following services were provided by LNGL's auditor, EY Australia. The directors are satisfied that the provision of non-audit services is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*. The nature and scope of each type of non-audit services provided means that auditor independence was not compromised.

EY Australia received or are due to receive the following amounts for its services:

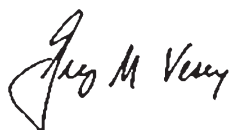
	<b>CONSOLIDATED 2019</b>
	<b>\$'000</b>
<b>Amounts paid or payable to EY (Australia) for:</b>	
- audit of LNGL's financial report	\$ 86
- half-year review	73
- other services	95
<b>Amounts paid or payable to EY (Australia) related practices for:</b>	
- tax services and other services provided by overseas firms	222
	<b>\$ 476</b>

Other assurance services relate to PCAOB audit services performed related to a potential U.S. listing of LNGL's securities. Tax and other services provided by EY Australia and related practices of EY Australia focused on compliance tax matters and tax planning considerations. Given the nature of the work, LNGL considered EY the most appropriate advisor to work on these matters.

Signed in accordance with a resolution of the directors.



**Paul J Cavicchi**  
**CHAIRMAN**  
**SEPTEMBER 30, 2019**



**Gregory M Vesey**  
**MANAGING DIRECTOR/CHIEF EXECUTIVE OFFICER**  
**SEPTEMBER 30, 2019**

# Corporate Governance Statement

The Board is responsible for establishing and maintaining LNGL's corporate governance framework and is guided by the ASX Corporate Governance Council (**CGC**) Principles and Recommendations (3<sup>rd</sup> Edition ASX Corporate Governance Council March 2014 (**3<sup>rd</sup> Edition Principles**)).

During the fiscal 2019 (and 2018) financial year LNGL's practices were compliant with the existing 3<sup>rd</sup> Edition Principles, except where noted in the following table. Following the table is a narrative describing LNGL's approach to each of the 8 Principles.

<b>ASX Corporate Governance – Best Practice Recommendation</b>		<b>Comply Yes / No</b>
<b>Best Practice Recommendation</b>		
<b>Principle 1 – Lay solid foundations for management and oversight</b>		
1.1	A listed entity should disclose: a. The respective roles and responsibilities of its Board and management; and b. Those matters expressly reserved to the Board and those delegated to management.	Yes Yes
1.2	A listed entity should: a. Undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and b. Provide security holders with all material information in its possession relevant to a decision on whether to elect or re-elect a Director.	Yes Yes
1.3	A listed entity should have a written agreement with each Director and senior executive setting out the terms of their appointment.	Yes
1.4	The company secretary of a listed entity should be accountable directly to the Board, through the chair, on all matters to do with the proper functioning of the Board.	Yes
1.5	A listed entity should: a. Have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them; b. Disclose that policy or a summary of it; and c. Disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the Board or a relevant committee of the Board in accordance with the entity's diversity policy and its progress towards achieving them, and either: i. The respective proportions of men and women on the Board, in senior executive positions, and across the whole organization (including how the entity has defined "senior executive" for these purposes); or ii. if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.	Yes Yes No Yes N/A
1.6	A listed entity should: a. Have and disclose a process for periodically evaluating the performance of the Board, its committees and individual directors; and b. Disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	Yes Yes
1.7	A listed entity should: a. Have and disclose a process for periodically evaluating the performance of its senior executives; and b. Disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	Yes Yes
<b>Principle 2 – Structure the board to add value</b>		
2.1	The Board of a listed entity should have a nomination committee which: a. Has at least three members, a majority of whom are independent directors; and b. Is chaired by an independent director. And should disclose: a. The charter of the committee; b. The members of the committee; and c. As at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings. If it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence, and diversity to enable it to discharge its duties and responsibilities effectively.	Yes Yes Yes Yes Yes N/A
2.2	A listed entity should have and disclose a Board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.	Yes

<b>ASX Corporate Governance – Best Practice Recommendation</b>		<b>Comply Yes / No</b>
<b>Best Practice Recommendation</b>		
2.3	A listed entity should disclose: a. The names of the Directors considered by the Board to be independent directors; b. If a director has an interest, position, association or relationship of the type described in Box 2.3 but the Board believes it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the Board is of that opinion; and c. The length of service of each Director.	Yes Yes Yes
2.4	A majority of the Board of a listed entity should be independent directors.	Yes
2.5	The chair of the Board of a listed entity should be an independent Director and should not be the same person as the CEO of the entity.	Yes
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	Yes
<b>Principle 3 – Act ethically and responsibly</b>		
3.1	A listed entity should: a. Have a code of conduct for its directors, senior executives and employees; and b. Disclose that code or a summary of it.	Yes Yes
<b>Principle 4 – Safeguard integrity in corporate reporting</b>		
4.1	The Board of a listed entity should have an audit committee which: a. Has at least three members, all of whom are NED's and a majority of whom are independent directors; and b. Is chaired by an independent director, who is not the chair of the Board. And should disclose: a. The charter of the committee; b. The relevant qualifications and experience of the members of the committee; and c. In relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings. If it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	Yes Yes Yes Yes Yes N/A
4.2	The Board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	Yes
4.3	A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	Yes
<b>Principle 5 – Make timely and balanced disclosure</b>		
5.1	A listed entity should: a. Have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and b. Disclose that policy or a summary of it.	Yes Yes
<b>Principle 6 – Respect the rights of security holders</b>		
6.1	A listed entity should provide information about itself and its governance to investors via its website.	Yes
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	Yes
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	Yes
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes

# Corporate Governance Statement

Continued

ASX Corporate Governance – Best Practice Recommendation		Comply Yes / No
Best Practice Recommendation		
<b>Principle 7 – Recognize and manage risk</b>		
7.1	<p>A Board of a listed entity should have a committee or committees to oversee risk, each of which:</p> <p>a. Has at least three members, a majority of whom are independent directors; and</p> <p>b. Is chaired by an independent director.</p> <p>And should disclose:</p> <p>a. The charter of the committee;</p> <p>b. The members of the committee; and</p> <p>c. As at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meeting.</p> <p>If it does not have a risk committee or committees that satisfy a) above, disclose that fact and the processes it employs for overseeing the entity’s risk management framework.</p>	<p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>N/A</p>
7.2	<p>The Board or a committee of the Board should:</p> <p>a. Review the entity’s risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>b. Disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>Yes</p> <p>Yes</p>
7.3	<p>A listed entity should disclose:</p> <p>a. If it has an internal audit function, how the function is structured and what role it performs; or</p> <p>b. If it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	<p>N/A</p> <p>Yes</p>
7.4	<p>A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	<p>Yes</p>
<b>Principle 8 – Remunerate fairly and responsibly</b>		
8.1	<p>The Board of a listed entity should have a remuneration committee which:</p> <p>a. has at least three members, a majority of whom are independent directors; and</p> <p>b. is chaired by an independent director.</p> <p>And should disclose:</p> <p>a. The charter of the committee;</p> <p>b. The members of the committee; and</p> <p>c. As at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings.</p> <p>If it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>N/A</p>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive and the remuneration of executive directors and other senior executives.</p>	<p>Yes</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>a. Have a policy on whether participants are permitted to enter into transactions (whether using derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>b. Disclose that policy or a summary of it.</p>	<p>Yes</p> <p>Yes</p>

Where LNGL has not been compliant with the 3<sup>rd</sup> Edition Principles, the “if not, why not” explanation approach has been adopted.



## PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

The Board is responsible for the corporate governance of LNGL.

Directors clearly understand their corporate expectations at the time of their appointment and formal letters set out key terms and conditions. Prior to consideration for appointment as a director appropriate checks are performed. LNGL uses international executive search and Board consulting firms to support its board renewal process. Preferred candidates are short-listed and recommendations passed to the Corporate Governance and Nominating Committee. The Corporate Governance and Nominating Committee then provides a recommendation to the Board. Prior to a meeting of members, all shareholders receive material information relevant to a decision on whether to elect or re-elect a new or retiring director.

LNGL has written agreements with all Directors and senior executives setting out the terms of their appointments and a review of such agreements occurs annually.

The Company Secretaries are accountable directly to the Board, via the chair, on all matters of Board function. The Company Secretaries and chair are in frequent communication to progress governance matters and execution of Board accountabilities.

The Board guides and monitors the business and affairs of LNGL on behalf of the shareholders by whom they are elected and to whom they are accountable. Directors' responsibilities include:

- Setting the strategic direction and objectives of LNGL and establishing defined goals to ensure these strategic objectives are met;
- Monitoring performance against the established goals and overall strategic objectives;
- Ensuring there are adequate internal controls and ethical standards of behavior adopted and complied with within LNGL;
- Ensuring that the business risks of LNGL are identified and understood, and that appropriate monitoring and reporting procedures and controls are in place to manage these risks, while acknowledging that all risks may not be eliminated;
- Ensuring the risk management function includes mechanisms to review and monitor corporate performance across a broad range of risk and compliance issues affecting assets, business operations, capital expenditure, capital management, acquisitions, divestitures, finance, occupational health and safety, management, environmental issues, native title and heritage issues, and corporate governance; and
- Ensuring there are adequate procedures in place for recruitment, induction, training, remuneration (both short-term and long-term), and succession planning.

LNGL has issued corporate policies to guide its business execution. Policies relevant to the conduct of our people include: the Business Principles to guide our core values and behaviors, the Diversity Policy, the Human Resources Policy, the Health, Safety, Security and Environment Policy, the Anti-Bribery and Anti-Corruption Policy, the Remuneration Policy, the Information Management and Security Policy, the License to Operate Policy, and the Social Media Policy all establishing our sustainability protocol. The Duty to Report Policy manages approach to policy breaches.

These policies are made public through LNGL's website at: <http://www.lnglimited.com.au/irm/content/corporate-governance.aspx?RID=225>.

At June 30, 2019, LNGL employed a total of 22 full time employees (FTEs) (excluding Non-Executive Directors), with two personnel residing in Australia (9 percent of FTEs) and twenty residing in the U.S. (91 percent of FTEs), including all five Executive KMP (100 percent of KMP). LNGL applies, among other considerations, diversity considerations and practices in the recruitment and development of its staff and Directors.

The gender diversity of LNGL's employees (excluding consultants) and Board at June 30, 2019 follows.

Role	Number of Women	Total Number of Persons
Whole organization	7	27
Senior Executive positions <sup>1</sup>	2	7
Board of Directors <sup>2</sup>	1	6

<sup>1</sup> "Senior Executive", for the purposes of the above table, is defined as those individuals who are responsible for planning, directing and controlling the activities of LNGL as part of the Corporate Leadership Team.

<sup>2</sup> Includes Executive and Non-Executive directors.

# Corporate Governance Statement

## Continued

LNGL is an equal opportunity employer. The internal approach to diversity as described in the Diversity Policy is that LNGL does not discriminate at any level or for any reason including age, gender, disability, ethnicity, marital or family status, religious or cultural background or sexual orientation, and always selects the most appropriate person for the job.

LNGL is not a “relevant employer” under the Workplace Gender Equality Act.

The Board conduct an annual performance review using criteria outlined by the Australian Institute of Company Directors (AICD) and U.S. Sarbanes Oxley Act of 2017. This involves an online survey completed by all Directors considering Board performance against ‘good governance’ statements. The Board reviews the outputs of the survey in a subsequent roundtable discussion. The Board then develops action plans to support continuous improvement in Board processes and LNGL performance. The fiscal 2019 Board survey focused on Board and management interaction. The fiscal 2020 Board Survey currently underway focuses on Board Committee performance.

The composition of Board committees and individual directors are reviewed and evaluated at least annually.

The Board has delegated to the Managing Director and Chief Executive Officer the authority to manage LNGL on a day-to-day basis. The Managing Director and Chief Executive Officer has the authority to delegate certain responsibilities to the Executive Team, which includes:

- operating LNGL under approved budgets and delegated authorities;
- executing corporate strategies and financial plans approved by the Board;
- delivering certain goals which are aligned to the overall corporate objective of enhancing shareholder value; and
- ensuring the development of a healthy culture and core values to achieve desired outcomes.

Evaluation of senior executive performance occurs twice a year based on agreed individual performance objectives against which the executive’s short-term and long-term incentive remuneration is determined. This includes compliance with LNGL’s corporate governance principles and policies. More information on the process itself and the results in the current year are contained in the Remuneration Report.

## PRINCIPLE 2 – STRUCTURE THE BOARD TO ADD VALUE

The Directors’ Report contained in this annual report includes the Directors’ biographies as well as a summary skills matrix chart.

### Independence

Directors are considered independent when they are independent of management and free from any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of their unfettered and independent judgement.

In accordance with the definition of independence above, and the prescribed materiality thresholds, the following directors of LNGL, with their disclosed term in office, are considered independent directors of LNGL.

Name	Independent position	Term on Board
Paul J Cavicchi	Chairman	From Oct 2014
Richard J Beresford	Non-executive Director	From Feb 2004
Leeanne K Bond	Non-executive Director	From Oct 2009
Philip D Moeller	Non-executive Director	From Dec 2015
D Michael Steuert	Non-executive Director	From Feb 2015

Mr. Gregory M Vesey is the Managing Director and Chief Executive Officer at the date of this report. Mr. Vesey is not considered independent.

The Board has established a Corporate Governance and Nominating Committee that is required to meet at least annually, to ensure that the Board operates within established guidelines including, where necessary, selecting candidates for the position of director. The Corporate Governance and Nominating Committee is comprised of independent directors Mr. Philip D Moeller (Chairman), Mr. Paul J Cavicchi, and Mr. Richard J Beresford.

The number of meetings held by the Corporate Governance and Nominating Committee and the attendance is outlined in the Directors Report. A summary of the key accountabilities of the Corporate Governance and Nominating Committee may be found on LNGL’s website within its Corporate Governance Policy at <http://www.lnlimited.com.au/irm/content/corporate-governance.aspx?RID=225>.

### Board skills matrix

An appropriate mix of director skills and diversity is required to oversee LNGL’s strategic direction, opportunities, and challenges at all stages of its development and operation. When considering the appointment of new directors, the Board seeks to recruit individuals with complementary skills, professional qualifications, and experience. In support of this, the Board applies a skills assessment to guide its succession planning and director recruitment agenda.

When determining the appropriate mix of skills and diversity amongst directors, the Board considers LNGL's strategic objectives and long-term shareholder wealth drivers. The following strategy statements summarize the current direction of the business and influence the skills and experience required at the Board level to oversee its implementation.

- To create wealth for shareholders through delivery of competitive LNG liquefaction projects in key markets
- To be a leader in the mid-scale LNG sector by safely developing mid-scale, low cost, efficient, and reliable LNG liquefaction terminals to serve the international energy market's demand for natural gas
- To remain at the forefront of LNG processing technology to ensure that LNGL's LNG plants are world competitive in operating efficiencies and capital and operating costs

These strategy statements imply a requirement for skills in the areas of energy markets, process technology, project management, and business development oversight at the Board level.

### Board renewal

The Board has regularly reviewed its need for renewal and succession planning considering LNGL's direction, strategy, and challenges. As LNGL continues to transition from 'development stage', where skills in project development are paramount, to a growth period involving the construction and operation of global LNG assets, the changing composition of the company Board will reflect this transition.

- The Board is currently comprised of a majority of NED's all of whom are classified as independent.
- With LNGL's focus on North American asset development, the Board make-up is predominantly North American-based with emphasis on North American energy industry experience.

### Current Board Skills and Experience

#### BOARD SKILLS MATRIX

The skills and experience mix of the six current directors is summarized in the following table. The Board considers that those fields where fewer than three directors bring relevant skills and experience would necessitate external support to the Board from individuals or groups on a contractual basis. As LNGL's projects move beyond development stage into the construction stage and then into production, the Board will review additional skills and experience to oversee those activities.



# Corporate Governance Statement

Continued

Skills and Experience	Description
Technology and innovation	Professional qualifications / experience in the research, development, and implementation of energy transportation and/or processing technologies.
International experience	Directors who have worked on energy projects in regions and countries where LNG is currently looking to invest, develop, and operate.
Engineering, construction, and execution	Practical experience with engineering design and project execution in an executive or senior manager capacity.
Project management	Individuals who carry relevant experience in project manager or executive director roles across large scale energy projects.
Finance	Those directors who carry professional qualifications in finance disciplines, exhibit a high level of financial acumen, and/or carry direct experience in capital market transactions.
Audit and accounting	Professional qualifications in accounting and risk management, or those directors with experience in audit chair, CFO, auditor or other senior financial manager positions.
Risk management	Prior exposure to risk management duties in a managerial or executive capacity and/or professional risk management qualifications.
Legal and regulatory	Professional qualifications in legal practice, regulatory approvals, and/or prior experience in corporate legal matters or regulator /industry relations in an executive or senior manager capacity.
Contracts and negotiation	Practical and relevant experience in global energy sector contracts, bids, and commercial negotiations.
Marketing and business development	Previous experience in a senior manager or executive director capacity supervising or directing corporate marketing or business planning and development initiatives, including key client relationship management responsibilities.
Business strategy	Directors who have extensive experience in executive strategy positions, including previous managing director, chief executive, and/or strategic senior manager roles.
Mergers and acquisitions	Directors who have participated in major corporate transactions, including the acquisition or sale of major energy projects, corporate takeovers, and/or the acquisition of interests in energy producing assets.
Corporate governance	Directors who are current or former board members of other publicly listed companies, with emphasis on individuals that currently or formerly chair an audit or remuneration sub-committee. Private company, not-for-profit and government sector boards are also considered.
Environmental and sustainability	Professional training or prior experience managing public company environmental and social responsibility risks.
Health and safety	Directors that have had management responsibility for the health and safety of personnel on construction and/or operating plant sites.
Government and community relations	Prior involvement in government/regulatory body engagement, or experience working on political action committees, or previous membership on any relevant state or federal government task force.

## Disclosure and engagement

The Board is charged with the responsibility of protecting the interests of LNGL's shareholders. Through the lens of this ongoing assessment of its skills, the Board identifies desired skills and experience attributes when reviewing the future director candidate pool. LNGL welcomes engagement with shareholders around the composition of the Board to ensure that it has the skills and experience to oversee the successful execution of LNGL's strategy.

LNGL has a formal program for inducting new directors. When a new director starts, they are provided with a Director's Information Kit which provides guides, policies and papers on:

- Duty of care, skill and diligence;
- Duty of loyalty and conflicts of interest;
- Dealing in LNGL's securities;
- Market Disclosure Policy;
- Corporate Governance Policy;
- Anti-Bribery and Anti-Corruption Policy;
- Director Code of Conduct and Code of Conduct Policies;
- Whistleblower Protection Policy;
- A quick guide to LNGL's Company Constitution;
- The Company's Constitution; and
- A copy of the 3rd Edition Principles.

Together with the Director's Information Kit, directors are formally supported by the Managing Director and Chief Executive Officer, the Company Secretary, and Chairman on all Board meeting related matters. During 2019, the Board received training on U.S. governance issues and recent trends in mergers and acquisitions hosted by a U.S.-based law firm. Similar training was held in fiscal 2018.

There are procedures in place, agreed by the Board, to enable directors to seek independent professional advice at LNGL's expense, and directors are encouraged to attend relevant courses to maintain or expand their individual skills in areas supporting LNGL's strategy.

## PRINCIPLE 3 – A LISTED ENTITY SHOULD ACT ETHICALLY AND RESPONSIBLY

The Board actively promotes ethical and responsible decision-making. The standard of ethical behavior required of directors is set out in the Director Code of Conduct (**Code**), which forms part of LNGL's governance policies. The Board updates the Code as necessary, which ensures that it reflects an appropriate standard of behavior and professionalism.

The Code requires all directors to uphold the highest levels of integrity, conducting their business in accordance with the policy.

Please see <http://www.lnglimited.com.au/irm/content/corporate-governance.aspx?RID=225> for the Director Code of Conduct Policy.

In March 2019 LNGL also adopted a Code of Conduct which provides basic principles and guidelines to assist directors, officers and other employees in complying with the legal and ethical requirements governing the Company's Business Principles. The Code of Conduct includes a process to report conflicts of interest and other material breaches involving Non-Officer Employees, Directors and Officers to the Company's General Counsel and Board of Directors. Please refer to the Code of Conduct in the "Corporate Governance" section of the Company's website: [https://www.lnglimited.com.au/site/PDF/6245\\_1/codeofconduct](https://www.lnglimited.com.au/site/PDF/6245_1/codeofconduct) for more details.

LNGL has also published in the "Corporate Governance" section of the Company's website a Whistleblower Protection Policy and Anti-Bribery and Anti-Corruption Policy: <https://www.lnglimited.com.au/site/aboutus/corporate-governance>. The LNGL Board is informed of any material breaches of these policies.

## PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING

### Audit Committee

The Board has established an Audit Committee that operates under a Charter approved by the Board. It is the Board's responsibility to ensure that an effective internal control framework exists within the entity. This includes internal controls to deal with the effectiveness and efficiency of significant business processes, the safeguarding of assets, the maintenance of proper accounting records, and the reliability of financial information, as well as non-financial considerations. The Board has delegated the responsibility for the establishment and maintenance of a framework of internal control (including the maintenance of a risk register) for the management of LNGL to the Audit Committee.

The Audit Committee provides the Board with assurance regarding the reliability of financial information for inclusion in financial reports.

The members of the Audit Committee follow.

Name	Position
D Michael Steuert	Chairman
Leeanne K Bond	Member
Philijp D Moeller	Member

All Audit Committee members are NEDs. Other Board members attend meetings periodically. Management attend meetings as appropriate, with the CFO attending as a standing invitee. The Board is satisfied that the Audit Committee is of sufficient size, independence, and technical expertise to discharge its mandate effectively and in line with CGC Principles.

Within the Directors' Report the qualifications of the members can be found together with details on the number of meetings of the Audit Committee held during the year and the attendees at those meetings. LNGL's Audit Committee charter can be found on LNGL's website within its Corporate Governance Policy at <http://www.lnglimited.com.au/irm/content/corporate-governance.aspx?RID=225>.

The external auditor was appointed by the Board. The Audit Committee, as part of its charter, is required to conduct a review, at least annually, in relation to the external auditor. The Audit Committee, amongst other things, reviews the independence of the auditor and the auditor's performance, in relation to the adequacy of the scope and quality of the annual statutory audit, half-year review, and the fees charged. LNGL's auditors have an ongoing policy of audit engagement partner rotation every five years.

Section 295A of the Corporations Act requires the CEO and CFO function to declare that, in their opinion, the financial records of the entity, for a financial year have been properly maintained in accordance with the Act and that the financial statements and the notes for the financial year comply with the accounting standards, and give a true and fair view of the financial position and performance of the entity. This declaration was made during the year.

LNGL's external auditors, Ernst & Young, attend LNGL's annual general meeting and are available to answer questions relevant to the audit from shareholders.

The LNGL Board approved the extension of the Ernst & Young's Lead Audit Partner for the Company for a further period of two successive financial years commencing July 1, 2019.

## PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE

LNGL's corporate governance policies include a Market Disclosure Policy, which details LNGL's commitment to ensuring compliance with market disclosure obligations. The Board and management employ procedures to ensure compliance with this policy.

Please see <http://www.lnglimited.com.au/irm/content/corporate-governance.aspx?RID=225> for LNGL's Market Disclosure Policy.

The Board reviews copies of all material market announcements prior to release to the ASX, and promptly receives confirmation of release of these announcements to the market by the ASX. Copies of new and substantive investor or analyst presentations are released to the ASX Market Announcements Platform ahead of the presentation being given by the CEO, CFO, COO or other LNGL executives.

# Corporate Governance Statement

Continued

## PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS

LNGL places significant importance on effective communication with shareholders and is committed to keeping them informed of all major developments that affect LNGL. The Market Disclosure Policy highlights the communication approach taken by LNGL.

Information is disseminated to shareholders and other stakeholders via methods reflecting current corporation communication practices and compliance with exchange rules. LNGL's website has dedicated Investors and Media sections that display all pertinent LNGL information and disclosures timely.

A Magnolia LNG Newsletter has also been placed on the Company's Website:

<https://mailchi.mp/bae1d787e9c6/summer-2019-newsletter?e=9d37b6b418> to help keep shareholders informed about non-material activities associated with this project.

Shareholders are encouraged to subscribe to LNGL's electronic email alert that allows them to be updated with Company disclosures. Shareholders can access email alerts via a dedicated link on the "Investor Welcome" page of the website. LNGL's announcements are also communicated via its twitter account.

Shareholders can contact LNGL directly via phone or email link and are also able to lodge an "Information Request" electronically via the "Investors" section of LNGL's website <https://www.lnglimited.com.au/site/investors-media/information-request>. Shareholders can also receive communications from LNGL's share registry, Link Market Services. Their contact details can be found within the "Investor FAQs" within the "Investors" section of LNGL's website. A number of webcasts and interviews have also been placed on the Company's website, including a recording of the 22 May 2019 Investor Conference Call.

LNGL facilitates and encourages participation at meetings of shareholders and all shareholders are encouraged to attend in person. The date of the current year's AGM is published in the "Event Calendar" within the "Investors" section of LNGL's website, as well as in the Notice of Meeting. The Chairman encourages shareholders or their proxy at the AGM to ask questions and make comments about LNGL's performance. The Chairman may respond directly to questions or may refer a question to another Director, the Managing Director

and Chief Executive Officer or a member of the Executive Team. Shareholders at the AGM are also given the opportunity to ask questions to LNGL's external auditors, Ernst & Young. All resolutions at the previous three (3) Annual General Meetings have been decided by a poll rather than by a show of hands.

## PRINCIPLE 7 – RECOGNIZE AND MANAGE RISK

LNGL's business strategy is to become a leader in the development of mid-scale LNG liquefaction export terminals and at the forefront of LNG processing technology designed to ensure its LNG plants are safe and globally competitive. The technology, scale, and modular nature of LNGL's plant design seeks to enable development of low cost, efficient, and reliable LNG liquefaction terminals to serve the international energy market's demand for natural gas.

LNGL's Principles, Charters & Policies guide our decisions, actions, and behaviors. Effective management and oversight of LNGL's risks are critical to the successful implementation of our strategy in addition to protecting the interests of its shareholders and other key stakeholders, which include our employees, business partners, and the communities in which LNGL operates.

### Risk assessment and mitigation processes

Risk management oversight is a key responsibility for the Board and a leading priority for senior managers, starting with the Managing Director and Chief Executive Officer. The Board oversees the risk appetite and profile of LNGL, ensuring thorough assessment of business development opportunities within the context of its risk management framework.

LNGL has a risk management process based on *Standards Australia AS/NZS ISO 31000:2009 Risk management – Principles and guidelines*. LNGL's aim is to achieve best practice in identifying and assessing key business risks arising from operations and/or from the external business environment generally, and actively manage these key risks through mitigation plans. The risk management process enables LNGL to make informed decisions on risk acceptance (or otherwise). The Board undertakes periodic comprehensive reviews and updates of the risk management process. A management prepared risk register is tabled periodically to the Board of Directors and updated on an ongoing basis.

With the prevailing objective of reducing business threats and

sustaining competitive leadership, risk consequences are continually and consistently reviewed across the following categories, among others: health and safety; environment; social; financial; technical; commercial; regulatory; legal and compliance.

The Managing Director and Chief Executive Office and the Chief Financial Officer, based on experiential data, inquiry, observation, and other actions, consider that LNGL's business reporting is founded on a sound system of risk management and internal controls, and that the system is operating effectively in all material respects.

LNGL does not currently have an internal audit function, but through LNGL's risk management process, management is satisfied that it can evaluate and continually improve the effectiveness of its risk management and internal control processes. The need for an internal audit function is kept under review by the Audit Committee.

The number of meetings held by the Audit Committee and the attendees is outlined in the Directors Report and a summary of the key accountabilities of LNGL's Audit Committee may be found on LNGL's website within its Corporate Governance Policy.

<http://www.lnglimited.com.au/irm/content/corporate-governance.aspx?RID=225>.

### Safety, sustainability, people and culture

The Safety, Sustainability, People, and Culture Committee (SSPC) oversees LNGL's sustainability risks and opportunities and reports these matters to the Board. The SSPC receives regular performance reports from management, confirms compliance, reviews the adequacy of sustainability management systems, and ensures appropriate improvement targets and benchmarks. It monitors potential liabilities, changes in legislation, community expectations, research findings, and technological changes. This information also feeds the risk management process overseen by the Board. In addition to feedback and monitoring by the SSPC, the Board receives monthly reports on key risk areas such as health and safety, project development, and potential environmental challenges.

LNGL recognizes the need to take account of changing community attitudes and environmental challenges, and therefore LNGL assesses the environmental and social risks associated with all its projects. Projects are developed with precautionary engineering and management measures in place to

mitigate key environmental and social risks. On this basis, the Board has endorsed LNG's Business Principles and associated Policies detailing the expectations and obligations applicable to LNG's Board, senior management, and workforce.

### Safety

An important aspect of LNG's risk management framework includes the protection of our people and the people in surrounding communities in workplace health and safety. Our shared duty is to assure the health, security, and safety of people, the integrity and safe operation of our assets, and the protection of the environment. We accomplish this by setting clear expectations including target setting, training of our workforce, and empowering our workforce to stop work whenever they believe there is a danger to people, the environment, or the safe operation of our assets. LNG has in-house subject matter experts in process safety design, occupational safety design, and Occupational Safety and Health Administration (OSHA) regulation dealing with workplace safety and health in the US. This expertise is specific to the design, construction, and operation of LNG liquefaction facilities. Effective management of HSSE risk is vital to successful delivery of LNG's strategy, our long-term sustainability, and maintenance of our License to Operate in the communities where we conduct business.

### Environment

We work to avoid, mitigate, and minimize environmental impacts where we do business and we try to create mutually supporting economic and environmentally sustainable solutions. Our patented OSMR® technology offers a range of economic, environmental, and social benefits, with the objective being reduced capital and operating costs, smaller footprint, and simple start-up and operation.

### Social

Community engagement is embedded in our projects. We listen to community concerns, respond to their needs, and take actions required to help to mitigate the impact of our planned operations. The way LNG conducts business in local communities is critical to the overall success of the business and the long-term interests of our shareholders and other stakeholders. As LNG continues to develop international LNG projects, we aim to manage the social impacts of our business activities to positive outcomes in affected local communities. We commit to strengthening the communities in which we live and work in enduring ways.

### Regulatory Approval

Detailed and documented approvals exist in respect of the environmental and social regulations associated with our LNG projects. These approvals have been issued by regulatory bodies following extensive consultation with communities and other stakeholders. Progress on regulatory approvals and submissions made in support of these processes are available via LNG's website, or direct from the relevant regulators' websites.

### Policies relevant to sustainability

Corporate policies relevant to sustainability include the Business Principles to guide our core values and behaviours, the Health, Safety, Security and Environment Policy, the License to Operate Policy and the Duty to Report Policy for managing policy breaches.

These policies are made public through LNG's website.

<http://www.lnglimited.com.au/irm/content/corporate-governance.aspx?RID=225>.

Refer also to the Sustainable Development section of the Director's Report contained elsewhere herein.

### PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY

#### Compensation Committee

The Board has established a Compensation Committee comprised of an independent Chairman, Mr. Paul J Cavicchi, Mr. Richard J Beresford, Ms. Leeanne K Bond and Mr. D. Michael Steuert, who are all independent NEDs, to supervise employment management guidelines and policies, and assist in developing and recommending remuneration arrangements. LNG's Managing Director and Chief Executive Officer, Mr. Gregory M Vesey, also attends meetings by invitation. Mr. Vesey is not involved in developing remuneration policies or setting remuneration packages, nor does he commission research and recommendations provided to the Compensation Committee by independent remuneration consultants. The Compensation Committee is aware of the need to remain strictly independent.

A summary of the key accountabilities of LNG's Compensation Committee may be found on LNG's website within its Corporate Governance Policy:

<http://www.lnglimited.com.au/irm/content/corporate-governance.aspx?RID=225> .

Please refer to the Remuneration Report contained elsewhere in this Annual Report for additional remuneration disclosures.

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June 30, 2019

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	<b>A2</b> Segment assets and Group property, plant and equipment	<b>B2</b> Trade and other payables	<b>C2</b> Financial risk management	<b>D2</b> Related parties
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				<b>D7</b> Other accounting policies



## STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	Note	CONSOLIDATED	
		2019	2018
		In thousands (\$)	
Interest revenue	A1	671	326
Other income	A1	1,006	1,858
Total revenue and other income		1,677	2,184
Administrative expense	A1	(14,950)	(12,285)
Project development expenses	A1	(16,941)	(11,435)
Share-based payment expenses	A1 and D4	(3,323)	(1,227)
Total expenses		(35,214)	(24,947)
Loss before income tax expense		(33,537)	(22,763)
Income tax expense	A1 and A3	(-)	(20)
Loss after income tax expense		(33,537)	(22,783)
<b>Net loss for the period</b>		<b>(33,537)</b>	<b>(22,783)</b>
<b>Other comprehensive loss for the period:</b>			
Foreign currency translation, net of tax		947	302
<b>Total comprehensive loss for the period</b>		<b>(32,590)</b>	<b>(22,481)</b>
<b>Loss for period is attributable to:</b>			
Non-controlling interest		(8)	(6)
Equity holders of the parent		(33,529)	(22,777)
<b>Total net loss</b>		<b>(33,537)</b>	<b>(22,783)</b>
<b>Total comprehensive loss for the period:</b>			
Non-controlling interest		(8)	(6)
Equity holders of the parent		(32,582)	(22,475)
<b>Total comprehensive loss</b>		<b>(32,590)</b>	<b>(22,481)</b>
<b>Loss per share attributable to ordinary equity holders:</b>			
Basic loss per share	A6	(0.059)	(0.044)
Fully diluted loss per share	A6	(0.059)	(0.044)

The above statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes.

# Financial Report Contents

June 30, 2019

## STATEMENT OF FINANCIAL POSITION

	Note	CONSOLIDATED	
		2019	2018
		In thousands (\$)	
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents	C1	19,756	22,476
Trade and other receivables	B1	187	60
Other financial assets	C1	2,048	28,222
Prepayments		946	545
<b>Total current assets</b>		<b>22,937</b>	<b>51,303</b>
<b>Non-current assets</b>			
Property, Plant and equipment	A2	11,824	11,920
Total non-current assets		<b>11,824</b>	<b>11,920</b>
<b>Total assets</b>		<b>34,761</b>	<b>63,223</b>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade and other payables	B2	3,264	2,396
Employee benefits and provisions	B3	338	405
<b>Total current liabilities</b>		<b>3,602</b>	<b>2,801</b>
<b>Non-current liabilities</b>			
Employee benefits and provisions	B3	27	14
<b>Total non-current liabilities</b>		<b>27</b>	<b>14</b>
<b>Total liabilities</b>		<b>3,629</b>	<b>2,815</b>
<b>Net assets</b>		<b>31,132</b>	<b>60,408</b>
<b>Equity</b>			
<i>Equity attributable to equity holders of the Parent:</i>			
Contributed equity	C3	420,096	420,106
Reserves		49,489	45,219
Accumulated losses		(438,317)	(404,789)
<b>Parent interests</b>		<b>31,268</b>	<b>60,536</b>
<b>Non-controlling interest</b>		<b>(136)</b>	<b>(128)</b>
<b>Total equity</b>		<b>31,132</b>	<b>60,408</b>

The above statement of financial position should be read in conjunction with the accompanying notes.

## STATEMENT OF CHANGES IN EQUITY

	Note	Ordinary shares	Share options reserve	Performance rights reserve	Redeemable preference share reserve	Equity reserve	Foreign currency translation reserve	Accumulated losses	Owners of the parent	Non-controlling interest	Total
In thousands (\$)											
<b>At July 1, 2018</b>		420,106	6,078	33,321	4,032	578	1,210	(404,789)	60,536	(128)	60,408
Loss for the period	A6	-	-	-	-	-	-	(33,529)	(33,529)	(8)	(33,537)
Other comprehensive income		-	-	-	-	-	947	-	947	-	947
<b>Total comprehensive income (loss) for the period</b>		-	-	-	-	-	<b>947</b>	<b>(33,529)</b>	<b>(32,582)</b>	<b>(8)</b>	<b>(32,590)</b>
<b>Transactions with owners in their capacity as owners:</b>											
Issue costs on conversion of rights	C3	(10)	-	-	-	-	-	-	(10)	-	(10)
Ordinary share sale, net of costs	C3	-	-	-	-	-	-	-	-	-	-
Exercise of options	C3	-	-	-	-	-	-	-	-	-	-
Share based payment	D4	-	-	3,323	-	-	-	-	3,323	-	3,323
<b>At June 30, 2019</b>		<b>420,096</b>	<b>6,078</b>	<b>36,644</b>	<b>4,032</b>	<b>578</b>	<b>2,157</b>	<b>(438,317)</b>	<b>31,268</b>	<b>(136)</b>	<b>31,132</b>
<b>At July 1, 2017</b>		392,875	6,078	32,094	4,032	578	908	(382,012)	54,553	(122)	54,431
Loss for the period	A6	-	-	-	-	-	-	(22,777)	(22,777)	(6)	(22,783)
Other comprehensive income		-	-	-	-	-	302	-	302	-	302
<b>Total comprehensive income (loss) for the period</b>		-	-	-	-	-	<b>302</b>	<b>(22,777)</b>	<b>(22,475)</b>	<b>(6)</b>	<b>(22,481)</b>
<b>Transactions with owners in their capacity as owners:</b>											
Issue costs on conversion of rights	C3	-	-	-	-	-	-	-	-	-	-
Ordinary share sale, net of costs		27,231	-	-	-	-	-	-	27,231	-	27,231
Exercise of options	C3	-	-	-	-	-	-	-	-	-	-
Share based payment	D4	-	-	1,227	-	-	-	-	1,227	-	1,227
<b>At June 30, 2018</b>		<b>420,106</b>	<b>6,078</b>	<b>33,321</b>	<b>4,032</b>	<b>578</b>	<b>1,210</b>	<b>(404,789)</b>	<b>60,536</b>	<b>(128)</b>	<b>60,408</b>

The above statement of changes in equity should be read in conjunction with the accompanying notes.

# Financial Report Contents

June 30, 2019

## STATEMENT OF CASH FLOWS

	Note	CONSOLIDATED	
		2019	2018
		In thousands (\$)	
<b>Cash flows from operating activities</b>			
Receipts from taxation authorities		111	272
Interest received		671	358
Research and development tax concession rebate		135	144
Payments to suppliers and employees		(30,753)	(22,941)
<b>Net cash flows used in operating activities</b>	C1	<b>(29,836)</b>	(22,167)
<b>Cash flows from investing activities</b>			
(Investment in) / proceeds from security deposits classified as other financial assts		25,944	(25,000)
Proceeds on sale of Gladstone LNG Pty Ltd		-	1,293
<b>Net cash used in investing activities</b>		<b>25,944</b>	(23,707)
<b>Cash flows from financing activities</b>			
Proceeds from the issue of ordinary shares	C3	-	28,222
Transaction costs on issue of ordinary shares	C3	(10)	(991)
Interest paid		-	-
<b>Net cash flows from financing activities</b>		<b>(10)</b>	27,231
<b>Net increase / (decrease) in cash and cash equivalents</b>		(3,902)	(18,643)
Net foreign exchange differences		1,182	825
Cash and cash equivalents at beginning of year		22,476	40,294
<b>Cash and cash equivalents at end of year</b>	<b>C1</b>	<b>19,756</b>	22,476

The above statement of cash flows should be read in conjunction with the accompanying notes.

# Notes to the Financial Report

## ABOUT THIS REPORT

The financial report of Liquefied Natural Gas Limited (**LNGL** or **Company**) for the year ended June 30, 2019 was authorized for issue in accordance with a resolution of the Directors on September 30, 2019.

The Company is incorporated in Australia and is a for profit company limited by shares, with its shares publicly traded on the Australian Securities Exchange (**ASX**). The Company (**Parent**) is the parent company to several subsidiaries (collectively the **Group**).

The nature of the operations and principal activities of the Group are described in the Managing Director and Chief Executive Officer's Report.

### Basis of preparation

The financial report is a general-purpose financial report, which has been prepared in accordance with the requirements of the Corporations Act 2001, Australian Accounting Standards, and other authoritative pronouncements of the Australian Accounting Standards Board.

The financial report complies with Australian Accounting Standards and International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board.

The financial report has been prepared on a historical cost basis, other than available for sale financial assets, if any, which are measured at fair value.

The financial report is presented in Australian dollars rounded to the nearest \$1,000 (unless otherwise stated), under the option available to the Company under Instrument 2016/191. The Company is an entity to which the instrument applies.

The financial report comprises the financial statements of the Group and its subsidiaries as at June 30, 2019 (refer to Section D3). Subsidiaries are fully consolidated from the date on which control is obtained by the Group and cease to be consolidated from the date at which the Group ceases to have control.

The financial statements of subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies. All intercompany balances and transactions, including unrealized profits and losses arising from intra-Group transactions, have been eliminated in full.

Non-controlling interests are allocated their share of the net profit after tax in the consolidated statement of profit and loss, their share of other comprehensive income, net of tax, in the consolidated

statement of comprehensive income, and are presented within equity in the consolidated statement of financial position, separately from parent shareholders' equity.

### Going concern

These financial statements have been prepared on a going concern basis, which contemplates the continuity of normal business activities and the realization of assets and the settlement of liabilities in the ordinary course of business.

LNGL is a development stage business having no current operations generating revenue or cash inflows. Historically, the Company has incurred operating losses and net cash outflows associated with the development of its projects. The Company has funded these activities through the issuance of fully paid ordinary shares via rights offerings or private placement. At June 30, 2019, the Company had cash and cash equivalents (including security deposits) totaling \$21.8 million (US\$13.9 million). The Company has no debt.

During the years ending June 30, 2019 and 2018, the Company incurred net losses of \$33.5 million (US\$23.9 million) and \$22.8 million (US\$17.5 million), respectively, and had net cash outflows from operating activities in those years of \$29.9 million (US\$21.3 million) and \$22.2 million (US\$17.2 million). Current forecasts anticipate monthly cash outflows approximating \$1.8 million (US\$1.25 million) per month in fiscal 2020, with the majority of such spend being discretionary. Assuming outflows at these levels, LNGL's existing liquidity is extinguished in 11 months from June 30, 2019. The Company has indicated a strong intention to raise additional capital to fund ongoing operations but has not executed a liquidity enhancing transaction as of the filing date of this annual report.

The viability of the Company and its ability to continue as a going concern and meet its debts and commitments as they fall due are dependent upon raising new liquidity through a combination of the following:

- Issuance of fully paid ordinary shares at prices that sustain the Company;
- Sales of assets for value that sustains the Company; and
- Reduction in discretionary cash outflows.

The going concern assessment has been made on the assumption that LNGL will continue to settle its liabilities arising in the ordinary course of its existing business.

The Group's auditor included an emphasis matter paragraph in the Audit Report for

the Financial Statements for year ended June 30, 2019 relating to the Group's ability to continue as a going concern.

LNGL is proactively assessing opportunities for liquidity enhancement and management remain confident about its ability to successfully raise new funding in support of business operations.

The Board will continue to review potential opportunities for LNGL and consider additional strategies to be undertaken to sustain its business. In the event potential opportunities do not arise, execution of identified opportunities is unsuccessful, or the Company is unable to obtain new sources of liquidity, significant uncertainty would exist as to the ability of the Company to continue as a going concern and to realize its assets and extinguish its liabilities in the normal course of business. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or to the amounts and classification of liabilities that might be necessary should the Company not continue as a going concern.

### Foreign currency

Both the functional and presentation currency of the Company and its Australian subsidiaries is Australian dollars (\$). Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. The United States and Canadian subsidiaries' functional currency is United States dollars, which is translated to Australian dollar presentation currency. The Indonesian subsidiary's functional currency is Indonesian Rupiah, which is translated to Australian dollar presentation currency.

Transactions in foreign currencies are initially recorded in the functional currency of the transacting entity at the exchange rates ruling at the date of transaction. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated at the rates of exchange ruling at that date. Exchange differences in the consolidated financial statements are taken to the income statement. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate as at the date of the initial transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

The profit or loss of overseas subsidiaries is translated into Australian dollars at the average exchange rate for the reporting

# Notes to the Financial Report

## Continued

period or at the exchange rate ruling at the date of each transaction.

### Key estimates and judgements

Management continually evaluates judgements, estimates, and assumptions based on experience and other factors, including expectations of future events that may have an impact on the Group. Assumptions made are believed to be reasonable based on the most current set of circumstances known to management and the information on these items are found in the areas of the financial report to which the judgements, estimates, and assumptions relate.

### A. SEGMENT ACTIVITIES

The Group has identified its operating segments, a component of an entity that engages in business activities from which it may earn revenue and incur expenses, based on information that is reviewed and used by the executive management team (the chief operating decision makers) in assessing performance and in determining the allocation of resources.

Financing requirements, including cash, debt balances and finance costs, if any, finance income, and taxes are managed at a Group level.

The Group has identified the following reportable operating segments.

#### LNG Infrastructure Segment

Focuses on the identification and progression of opportunities for the development of LNG projects. This includes:

- Project development activities from pre-feasibility, detailed feasibility, and advancement of each project to final investment decision at which time the Group expects to obtain project finance via a suitable mix of debt and equity;
- Construction activities; and

- Production and sale of LNG via offtake arrangements with external parties.

The LNG Infrastructure reportable operating segment includes the aggregation of the Magnolia LNG project and the Bear Head LNG project in all reporting periods. In applying the aggregation criteria, management have made judgements surrounding the economic characteristics of the company's projects, including consideration of the macroeconomic environment impacting each individual project, the percentage of consolidated revenue that the operating segment will contribute, and the regulatory environment the Company's projects operate in.

#### Technology and Licensing Segment

The technology and licensing segment is involved in the development of LNG technology, through research and development activities, and the advancement of each developed technology to the patent application stage or ability to commercialize the LNG technology. The business model aims to derive licensing fees or royalties from the utilization of, or the sub-licensing of the LNG technology. The technology and licensing has been determined as both an operating segment and a reportable segment.

### A1. SEGMENT PERFORMANCE

#### Revenue

##### INTEREST REVENUE

Revenue is recognized as interest accrues using the effective interest method. Interest accruing on time deposits and other interest-bearing cash accounts is recognized as earned.

##### RESEARCH & DEVELOPMENT (R&D) COSTS AND REBATE INCOME

Research costs are expensed as incurred. R&D rebate income is recognized when

the return is prepared and the amount can be reliably measured.

#### GOODS AND SERVICE TAX (GST) OR EQUIVALENT

Revenue, expenses, and assets are recognized net of the amount of GST, except receivables and payables and where the GST is not recoverable. GST is included in the cash flow statement on a gross basis, with commitments and contingencies disclosed net.

#### WAGES, SALARIES, ANNUAL LEAVE, SICK LEAVE, AND LONG SERVICE LEAVE

Expenses and liabilities incurred for wages and salaries, superannuation, non-monetary benefits, and annual leave due to be settled within 12 months of the reporting date are recognized in respect of employees' services up to the reporting date at the amounts due to be paid when the liabilities are settled. The liability for long service leave is recognized and measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date. These items are applicable only to Australian-based employees.

In 2015, the Group established a defined contribution plan (**401(k) Plan**) for eligible U.S. employees. The 401(k) Plan allows eligible employees to contribute up to 100 percent of their compensation up to the IRS maximum, for which the Group matched those contributions by up to 6 percent.

#### Segment allocations

##### CORPORATE CHARGES

Corporate charges comprise non-segmental expenses such as certain head office expenses, including share based payments.

##### OTHER

Interest revenue, realized foreign exchange gains and losses, corporate expenses, and finance costs are not allocated to operating segments as they are not considered core to any segment.

The following table shows the revenue and profit or loss information for reportable segments for the fiscal years ended June 30, 2019 and 2018, respectively.

	LNG Infrastructure		Technology & Licensing		Unallocated		Total	
	2019	2018	2019	2018	2019	2018	2019	2018
R&D concession	-	-	-	-	153	144	153	144
Net foreign exchange gain	-	-	-	-	853	421	853	421
Interest revenue	-	-	-	-	671	326	671	326
Gain on sale of Gladstone LNG	-	-	-	-	-	1,293	-	1,293
Inter-segment sales	-	-	-	-	-	-	-	-
Total revenue and other income	-	-	-	-	1,677	2,184	1,677	2,184
Inter-segment elimination	-	-	-	-	-	-	-	-
Total revenue and other income	-	-	-	-	1,677	2,184	1,677	2,184

	LNG Infrastructure		Technology & Licensing		Unallocated		Total	
	2019	2018	2019	2018	2019	2018	2019	2018
<i>Project development costs</i>								
- Employee comp & benefits	(2,725)	(4,244)	(255)	(894)	-	-	(2,980)	(5,138)
- Defined contribution plans	(72)	(92)	(42)	(91)	(2)	-	(116)	(183)
- Consulting fees	(8,444)	(1,094)	(14)	-	-	-	(8,458)	(1,094)
- Site options and lease expense	(4,291)	(3,519)	-	-	-	-	(4,291)	(3,519)
- Other expenses	(1,074)	(1,303)	(22)	(198)	-	-	(1,096)	(1,501)
Total project development costs	(16,606)	(10,252)	(333)	(1,183)	(2)	(-)	(16,941)	(11,435)
Finance costs	-	-	-	-	-	-	-	-
Corporate charges	-	-	-	-	(13,991)	(11,328)	(13,991)	(11,328)
Share-based payments	-	-	-	-	(3,323)	(1,227)	(3,323)	(1,227)
Depreciation	-	-	-	-	(123)	(147)	(123)	(147)
Operating lease payments	-	-	-	-	(836)	(810)	(836)	(810)
Gain/(loss) on sale of PP&E	-	-	-	-	-	-	-	-
Net foreign exchange loss	-	-	-	-	-	-	-	-
Income tax expense	-	-	-	-	-	(20)	-	(20)
	<b>(16,606)</b>	<b>(10,252)</b>	<b>(333)</b>	<b>(1,183)</b>	<b>(16,598)</b>	<b>(11,348)</b>	<b>(33,537)</b>	<b>(22,783)</b>

### Key estimates and judgements –

#### Project development expenses –

Management judgement is required to assess whether development expenses should be capitalized. In determining whether to capitalize development expenses, management assesses whether all material issues in relation to a project have been adequately identified and addressed, to the extent possible, and it is probable that the project will achieve final investment decision and proceed to

development, within a reasonable period.

As the above factors have not been satisfied, all development expenditure has been expensed during the financial periods.

#### Operating lease commitments –

**Group as lessee** – The Group has entered into leases for office premises and determined that the lessor retains all the significant risks and rewards of ownership of the office premises and thus has classified the leases as operating leases.

**Ground Lease commitment** – Magnolia LNG LLC, a wholly owned indirect subsidiary of the Company, executed a Ground Lease with the Lake Charles Harbor and Terminal District for the land on which Magnolia LNG shall be constructed. Due in part to the inherent economic life of land as well as the lack of transfer of the risks and rewards incidental to ownership, the Ground Lease is classified as an operating lease. Obligations under the lease have been guaranteed by the Group.

## A2. SEGMENT ASSETS AND GROUP PROPERTY, PLANT AND EQUIPMENT

	LNG Infrastructure		Technology and Licensing		Total	
	2019	2018	2019	2018	2019	2018
	In thousands (\$)					
Segment assets						
Australia	-	7	1	1	1	8
Canada	11,510	11,495	-	-	11,510	11,495
U.S.	405	663	-	-	405	663
Indonesia	-	-	-	-	-	-
Total segment assets	11,915	12,165	1	1	11,916	12,166
Intersegment eliminations					-	-
Unallocated assets <sup>1</sup>					22,845	51,057
Total assets					34,761	63,223
Unallocated liabilities					1,570	359

<sup>1</sup> Unallocated assets primarily consisted of cash and cash equivalents of \$19,756,000 (2018: \$22,476,000) and other financial assets of \$2,048,000 (2018: \$28,222,000).

### Property, Plant and Equipment COST AND VALUATION

Plant and equipment is stated at historical cost less accumulated depreciation and any accumulated impairment losses. Such cost includes the cost of replacing parts that are eligible for capitalization when the cost of replacing the parts is incurred. Similarly, when each major inspection is performed, the associated cost is

recognized in the carrying amount of the plant and equipment as a replacement only if it is eligible for capitalization. All other repairs and maintenance are recognized in profit or loss as incurred.

#### DE-RECOGNITION AND DISPOSAL

An item of plant and equipment is de-recognized upon disposal or when no further future economic benefits are expected from its use or disposal.

#### DEPRECIATION

Depreciation is calculated on a straight-line basis over the estimated useful life of the assets as follows:

Computer hardware: 3 to 5 years  
Computer software: 3 to 10 years  
Furniture and fittings: 10 years  
Office equipment: 5 years

# Notes to the Financial Report

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The assets' residual values, useful lives, and amortization methods are reviewed, and adjusted if appropriate, at each financial year-end.

	CONSOLIDATED				
	Freehold Land and Buildings	Plant and Equipment	Information Technology	Other	Total
	In thousands (\$)				
<b>Cost</b>					
At July 1, 2017	11,425	-	174	875	12,474
Additions	-	-	-	-	-
Disposals	-	-	-	-	-
Exchange differences	-	-	6	33	39
At June 30, 2018	11,425	-	180	908	12,513
Additions	-	-	2	-	2
Disposals	-	-	(15)	(19)	(34)
Exchange differences	-	-	9	47	56
<b>At June 30, 2019</b>	<b>11,425</b>	<b>-</b>	<b>176</b>	<b>936</b>	<b>12,537</b>
<b>Accumulated depreciation</b>					
At July 1, 2017	-	-	149	281	430
Depreciation charge for the year	-	-	28	119	147
Disposals	-	-	-	-	-
Exchange differences	-	-	3	13	16
At June 30, 2018	-	-	180	413	593
Depreciation charge for the year	-	-	2	121	123
Disposals	-	-	(15)	(18)	(33)
Exchange differences	-	-	9	21	30
<b>At June 30, 2019</b>	<b>-</b>	<b>-</b>	<b>176</b>	<b>537</b>	<b>713</b>
At June 30, 2019	11,425	-	-	399	11,824
At June 30, 2018	11,425	-	-	495	11,920

### FREEHOLD LAND

In August 2014, the Company acquired a 255-acre site, having significant site work and civil development in place, in Nova Scotia Canada, as part of the acquisition of Bear Head Corporation for US\$11.0 million. The acquisition was accounted for as an asset acquisition on the basis that the assets acquired do not constitute a business under AASB 3 Business Combinations. An additional undeveloped 72-acres were acquired in March 2016 for C\$450,000, with an initial deposit of C\$45,000 paid in June 2016, with the remaining balance of C\$405,000 paid in August 2016. The site comprises industrial-zoned land (252 acres) and deep-water acreage (75 acres). The consideration paid was allocated to the land acquired.

### INTANGIBLE ASSETS AND GOODWILL

The Group currently has no intangible assets or goodwill recorded on its statement of financial position.

### IMPAIRMENT OF NON-FINANCIAL ASSETS

Non-financial assets, excluding intangible assets, are tested for impairment whenever events or changes in circumstances indicate that the carrying

amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. Recoverable amount is the higher of an asset's fair value less costs to sell and value in use. To assess impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows that are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are tested for possible reversal of the impairment whenever events or changes in circumstances indicate that the impairment may have reversed. Management have assessed that there were no triggers for impairment at reporting date.

### A3. TAXES

#### RECOGNITION AND MEASUREMENT

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. Deferred tax assets and liabilities are measured at tax rates that are expected to apply in the period in which the liability is settled or the asset is realized. The tax rates and laws used to determine

the amount are based on those that have been enacted or substantially enacted by the end of the reporting period. Income taxes relating to items recognized directly in equity, if any, are recognized in equity.

	CONSOLIDATED	
	2019	2018
	In thousands (\$)	
<b>Current tax</b>		
<b>Income tax expense</b>		
Current tax expense	-	20
Deferred tax expense	-	-
Income tax expense	-	20
<b>Reconciliation between tax expense and tax expense calculated per the statutory income tax rate</b>		
Accounting loss before tax	(33,537)	(22,796)
<b>Prima facie tax @ 27.5% (2017: 27.5%)</b>	(9,223)	(6,269)
<i>Increase in tax expense due to:</i>		
Share based payments	173	223



	CONSOLIDATED	
	2019	2018
<b>Current tax</b>	<b>In thousands (\$)</b>	
Expenditure not deductible for tax purposes	6	114
<i>Decrease in tax expense due to:</i>		
Unrecognized deferred taxes	9,044	5,952
<b>Income tax expense/(benefit)</b>	<b>-</b>	<b>20</b>

Current tax expense is the expected tax payable on the taxable income for the year and any adjustment to tax payable in respect of previous years.

#### DEFERRED TAX

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. Deferred tax is not recognized if the taxable difference relates to investments in subsidiaries to the extent that the Group can control the reversal of the temporary difference and it is not probable to reverse in the foreseeable future.

	CONSOLIDATED	
	2019	2018
	<b>Balance Sheet</b>	
	<b>In thousands (\$)</b>	
<i>Deferred tax liabilities</i>		
Accrued income	-	-
Gross deferred income tax liabilities	-	-
Set-off of deferred tax assets	-	-
<b>Net deferred tax liabilities</b>	<b>-</b>	<b>-</b>

	CONSOLIDATED	
	2019	2018
	<b>Balance Sheet</b>	
	<b>In thousands (\$)</b>	
<i>Deferred tax assets</i>		
Tax losses recognized to offset tax liabilities		
Set-off of deferred tax liabilities		
<b>Deferred tax expense/(benefit)</b>		

#### OFFSETTING DEFERRED TAX

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company and the Group intends to settle its current tax assets and liabilities on a net basis.

There is no current or deferred tax relating to items that are charged or credited to equity. The following chart provides a reconciliation of deferred tax liabilities.

	CONSOLIDATED	
	2019	2018
	<b>Profit or Loss</b>	
	<b>In thousands (\$)</b>	
<i>Deferred tax liabilities</i>		
Accrued income	-	-
Gross deferred income tax liabilities		
Set-off of deferred tax assets		
<b>Net deferred tax liabilities</b>		
<i>Deferred tax assets</i>		
Tax losses recognized to offset tax liabilities		
Set-off of deferred tax liabilities	-	-
<b>Deferred tax expense/(benefit)</b>	<b>-</b>	<b>-</b>

#### TAX LOSSES

The Group has unutilized tax losses and other deductible temporary differences for which no deferred tax asset is recognized on the reporting date, which are available

for offset against future tax gains subject to continuing to meet relevant statutory tests. The likelihood of the satisfying the relevant statutory tests in each jurisdiction has not yet been considered.

	CONSOLIDATED	
	2019	2018
	<b>In thousands (\$)</b>	
Unused revenue losses on which no deferred tax asset has been recognized	49,111	45,080
Unused capital losses for which no deferred tax asset has been recognized	14,777	21,753
Unamortized costs for which no deferred tax asset has been recognized	1,353	1,553
<b>Unrecognized tax benefit in Australia at 27.5%</b>	<b>17,941</b>	<b>18,806</b>
Unused foreign losses for which no deferred tax asset has been recognized	30,447	21,840
Unamortized costs for which no deferred tax asset has been recognized	220,840	192,254
<b>Unrecognized tax benefit in United States at 21% (Losses) and 24.46% (investment in LNG)</b>	<b>60,698</b>	<b>51,619</b>
Unused foreign losses for which no deferred tax asset has been recognized	67,905	101,517
<b>Unrecognized tax benefit in Canada at 31%</b>	<b>21,050</b>	<b>31,470</b>

#### OTHER UNRECOGNIZED TEMPORARY DIFFERENCES

As at June 30, 2019, the Group has temporary differences of \$504,848,087 (2018: \$384,764,824) for which no deferred tax asset has been recognized. There is no unrecognized temporary difference associated with the Group's investments in subsidiaries (2018: \$nil).

#### TAX CONSOLIDATION

Effective February 11, 2004, the Company and its 100% owned Australian resident subsidiaries formed a tax-consolidated

# Notes to the Financial Report

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group. The head entity, Liquefied Natural Gas Limited and the controlled entities in the tax consolidated group continue to account for their own current and deferred tax amounts. The Group has applied the separate taxpayer within the group approach in determining the appropriate amount of current taxes and deferred taxes to allocate to members of the tax consolidated group.

In addition to its own current and deferred tax amounts, the head entity also recognizes current tax liabilities (or assets) and the deferred tax assets arising from unused tax losses and unused tax credits assumed from controlled entities in the tax consolidated group.

Members of the group agreed a tax sharing agreement for the allocation of income tax expense between members on June 30, 2011. Tax attributes associated with certain tax group entities may not be available to the tax group. Such balances are not considered material to the overall carryforward.

### RECOVERY OF DEFERRED TAX ASSETS

Deferred tax assets arising from deductible temporary differences and tax losses are not recognized as management does not consider it probable that future taxable profits will be available to utilize those temporary differences and tax losses. Management judgement is required in assessing whether deferred tax assets and certain deferred tax liabilities are recognized in the statement of financial position. Deferred tax assets, including those arising from un-recouped tax losses, capital losses, and temporary differences, are recognized only where it is considered more likely than not that they will be recovered, which is dependent on the generation of sufficient future taxable profits. Assumptions about the generation of future taxable profits depend on management's estimate of future cash flows. These depend on estimates of future revenues, operating costs, capital expenditure, dividend, and other project development costs.

The Canadian Revenue Agency has submitted a reassessment notice to Bear Head LNG Corporation outlining a net reduction of the unused foreign losses carryforward. Bear Head LNG Corporation will appeal the ruling and believes the item will be resolved in its favor through the appeals process.

Judgements are also required about the application of income tax legislation. These judgements and assumptions are subject to risk and uncertainty, hence there is a possibility that changes in circumstances will alter expectations, which may impact the amount of tax losses and temporary differences not yet recognized in the statement of financial position.

## A4. COMMITMENTS AND CONTINGENCIES

### CAPITAL COMMITMENTS

At year end, there were no commitments in relation to the purchase of plant and equipment (2018: \$nil).

### INSURANCE CLAIMS

There are no active or pending insurance claims by the Group as at the date of this report.

### LEGAL CLAIMS

There are no legal claims outstanding against the Group as at the date of this report.

### GUARANTEES

Refer to C1 – Cash and cash equivalents and other financial instruments.

### FINANCE LEASE – THE GROUP AS LESSEE

The Group has no finance leases as at the date of this report.

### OPERATING LEASES

Operating lease payments are recognized as an expense in the income statement on a straight-line basis over the lease term.

### GROUP AS LESSEE

The Company leases its corporate and project offices under operating leases.

**GROUND LEASE COMMITMENT –** Effective April 1, 2017, Magnolia LNG LLC, a wholly owned indirect subsidiary of the Company, executed a Ground Lease with the Lake Charles Harbor and Terminal District, for 109.54 acres for a term of 30 years, subject to four options to extend the term of the Ground Lease on the same terms and conditions for additional periods of 10 years each.

Future minimum rentals payable under non-cancellable operating leases as at June 30 are as follows.

	CONSOLIDATED	
	2019	2018
	In thousands (\$)	
Within one year	1,025	877
After one year but not more than five years	5,748	4,511
More than five years	39,539	38,977
<b>Aggregate non-cancellable operating lease expenditure at reporting date</b>	<b>46,312</b>	<b>44,365</b>

AASB 16 Leases Standard became effective for fiscal years beginning on or after January 1, 2019. This new standard will require balance sheet presentation and periodic income statement reporting

of operating leases. Operating leases have historically been off-balance sheet, with lease payments recorded on a straight-line basis. Under the new standard, leases classified as operating leases will require lessees to record a "right-of-use asset" and a corresponding liability on its balance sheet. Lessees will be required to separately recognize the interest expense on the lease liability and the depreciation expense on the right-of-use asset. LNGL will adopt this standard in fiscal year 2020 using the cumulative catch-up method. The Group's operating leases will be brought onto the balance sheet as right of use assets and lease liabilities. The estimated impact will be increase in assets and liabilities of approximately \$18 million. Future years statement of comprehensive income will reflect depreciation of the right-of-use asset and interest expense related to the lease liability. The expected impact for the 2020 fiscal year is depreciation expense of approximately \$650,000 and interest expense of \$1.15 million.

## A5. DIVIDENDS PAID AND PROPOSED

There were no dividends paid or proposed during or as at the end of the financial year.

## A6. EARNINGS / (LOSS) PER SHARE

Basic EPS is calculated as net profit or loss attributable to members of the Parent, adjusted to exclude any costs of servicing equity (other than dividends) and preference share dividends, divided by the weighted average number of ordinary shares.

Diluted EPS is calculated as net profit or loss attributable to members of the Parent, adjusted for:

- Costs of servicing equity (other than dividends) and preference share dividends;
- The after-tax effect of dividends and interest associated with dilutive potential ordinary shares that have been recognized as expenses; and
- Other non-discretionary changes in revenues or expenses during the period that would result from the dilution of potential ordinary shares.

Divided by the weighted average number of ordinary shares and dilutive potential ordinary shares, adjusted for any bonus element.

The following data is used in the calculations of basic and diluted earnings per share.

	CONSOLIDATED	
	2019	2018
	In thousands (\$)	
<b>Loss used in calculating earnings per share</b>		
<i>For basic earnings per share:</i>		
<b>Net loss attributable to ordinary equity holders of the Parent</b>	<b>(33,529)</b>	<b>(22,777)</b>
<i>For diluted earnings per share:</i>		
<b>Net loss attributable to ordinary equity holders of the Parent</b>	<b>(33,529)</b>	<b>(22,777)</b>
<b>Weighted average number of shares</b>		
<i>For basic earnings per share:</i>		
<b>Weighted average number of ordinary shares for basic earnings per share</b>	<b>571,409,040</b>	<b>517,550,922</b>
<i>For diluted earnings per share:</i>		
<b>Weighted average number of ordinary shares adjusted for effect of dilution</b>	<b>571,409,040</b>	<b>517,550,922</b>

### B1. TRADE AND OTHER RECEIVABLES

	CONSOLIDATED	
	2019	2018
	In thousands (\$)	
<b>Other receivables</b>		
GST receivable	80	35
Other receivables	107	25
<b>Total current receivables</b>	<b>187</b>	<b>60</b>

#### RECOGNITION AND MEASUREMENT

Trade receivables are recognized initially at the amount of consideration that is unconditional, unless they contain significant financing components, then they are recognized at fair value.

Trade and other receivables fall under financial assets at amortized cost (debt instruments) category. The Group measures financial assets at amortized cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows, and
- The contractual terms of the financial asset give rise on specified dates to

cash flows that are solely payments of principal and interest on the principal amount outstanding

Financial assets at amortized cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognized in profit or loss when the asset is derecognized, modified or impaired.

The Group applies the AASB 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance. The expected loss rates are based upon historical credit losses and adjusted to reflect current and forward-looking information affecting the ability for settlement of the debts. Given that historically there having been no credit losses and there are no forward-looking factors that would affect the ability of current debtors to settle receivables no loss allowance has been booked.

#### TERMS AND CONDITIONS

Other receivables are unsecured, non-interest-bearing, and are usually settled on 30-90 day terms. These receivables do not contain impaired assets and are not past due. It is expected that these receivables will be received when due.

#### FAIR VALUE AND CREDIT RISK

Due to the short-term nature of these receivables, the carrying amounts are assumed to approximate fair value. The maximum exposure to credit risk is the carrying amount of these receivables.

#### LIQUIDITY RISK AND CREDIT RISK

Details regarding financial risk management are disclosed in C2, which information discusses liquidity and credit risk.

### B2. TRADE AND OTHER PAYABLES

	CONSOLIDATED	
	2019	2018
	In thousands (\$)	
<b>Trade and other payables</b>		
Trade creditors and accruals	3,264	2,371
Other creditors	-	25
<b>Total trade and other payables</b>	<b>3,264</b>	<b>2,396</b>

#### RECOGNITION AND MEASUREMENT

Trade and other payables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method.

#### TERMS AND CONDITIONS

Trade creditors and accruals are non-interest bearing and are normally settled on 30-day terms. Other creditors are non-interest bearing and are normally settled within one year.

#### FAIR VALUE

Due to the short-term nature of these payables, their carrying value is assumed to approximate their fair value.

#### FOREIGN EXCHANGE AND LIQUIDITY RISK

Refer to C2 – Financial risk management.

### B3. EMPLOYEE BENEFITS AND PROVISIONS

	CONSOLIDATED	
	2019	2018
	In thousands (\$)	
<b>Current provisions</b>		
Annual leave	296	258
Long service leave	42	147
<b>Total current employee benefits and provisions</b>	<b>338</b>	<b>405</b>
Non-current provisions		
<b>Long service leave</b>	<b>27</b>	<b>14</b>

#### RECOGNITION AND MEASUREMENT

Provisions are recognized when the Group has a present obligation (legal or constructive) because of a past event and it is probable that an outflow of resources embodying economic benefits, which can be reliably measured will be required to settle the obligation. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the balance date using a discounted cash flow methodology with the risk specific to the provision factored into the cash flows.

### C1. CASH AND CASH EQUIVALENTS AND OTHER FINANCIAL ASSETS

	CONSOLIDATED	
	2019	2018
	In thousands (\$)	
<b>Cash and cash equivalents</b>		
Cash at bank and in hand	19,756	21,636
Short-term deposits	-	840
<b>Total cash and cash equivalents</b>	<b>19,756</b>	<b>22,476</b>
<b>Other financial assets</b>		
Short-term deposits	-	25,000
Security deposits	2,048	3,222
<b>Total other financial assets</b>	<b>2,048</b>	<b>28,222</b>

#### RECOGNITION AND MEASUREMENT

Cash and cash equivalents in the balance sheet comprise cash at bank, cash in hand, and short-term deposits with an

# Notes to the Financial Report

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original maturity of three-months or less, that are readily convertible to known amounts of cash, and which are subject to an insignificant risk of changes in value. For the purposes of the cash flow statement, cash and cash equivalents include cash and cash equivalents as set out above.

Term deposits, classified as 'other financial assets', are classified as financial assets at amortized cost (debt instruments).

### NATURE AND TERMS

Cash at bank earns interest at floating rates based on daily bank deposit rates. Short-term deposits are made for varying periods of up to 90 days, depending on the immediate cash requirements of the Group, and earn interest at the respective short-term deposit rates.

Investments in other financial assets at June 30, 2019 are made for varying periods of between 90 and 180 days and earn interest at the respective term deposit fixed rates.

Included in "security deposits" are:

- US\$1,066,000 security deposit held by the ANZ in relation to the issue of a US\$1,066,000 bank guarantee, by the ANZ, in favor of KMLP, which is a condition of the Precedent Agreement between the Company's subsidiary, Magnolia LNG LLC, and KMLP; and
- C\$500,000 letter of credit (issued by the Bank of Montreal) provided by the Company's subsidiary, LNG International Pty Ltd, in favor of the Nova Scotia Utility and Review Board, as part of the acquisition of Bear Head Corporation.

Due to the liquidity associated with cash and cash equivalents and short-term nature of the other financial assets, carrying amounts are deemed to approximate fair values. The maximum exposure to credit risk is their carrying amounts. Reconciliation of net loss after tax to the net cash flows used in operations follows.

	CONSOLIDATED	
	2019	2018
	In thousands (\$)	
Net loss after income tax	(33,537)	(22,783)
<i>Adjust for non-cash items</i>		
Depreciation expense	123	147
Share-based payment expense	3,323	1,227

	CONSOLIDATED	
	2019	2018
	In thousands (\$)	
Net foreign exchange gain	(18)	(421)
<i>Adjust for changes in assets/liabilities:</i>		
(Increase) / (Decrease) in trade and other receivables	(127)	54
(Increase) in prepayments	(401)	(145)
Increase / (Decrease) in trade and other payables	868	(245)
(Decrease) in provisions	(67)	(1)
<b>Net cash flows used in operating activities</b>	<b>(29,836)</b>	<b>(22,167)</b>

## C2. FINANCIAL RISK MANAGEMENT

The Group's management of financial risk aims to ensure net cash flows are sufficient to meet financial commitments as and when they fall due, and to fund the progression of the Group's core activity being the identification and progression of opportunities for the development of LNG projects to facilitate the production and sale of LNG. To achieve its objective, the Group may consider raising liquidity through borrowings, sale of interest(s) in its projects, or the sale of additional equity.

The Group's principal financial instruments comprise cash and cash equivalents, receivables, term deposits, payables, and finance leases. The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, price risk, credit risk, and liquidity risk. These risks arise as part of the normal course of conducting the Group's operations. The Board reviews and agrees on policies for managing each of these risks. The Group uses different methods to measure and manage different types of risks which it is exposed to, including monitoring the Group's level of exposure to each form of risk. Ageing analysis and monitoring of specific credit allowances are undertaken to manage credit risk. Liquidity risk is managed through cash flow monitoring and forecast.

### INTEREST RATE RISK

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's cash and term deposits held with financial institutions. The interest rate risk is managed by the Group through analysis of the market interest rates

and its exposure to changes in variable interest rates. At balance sheet date, the Group had the items set out in C1 with exposure to variable interest rate risk.

At June 30, if interest rates had moved, as illustrated in the table below, with all other variables held constant, post-tax loss and equity would have been affected as follows:

	CONSOLIDATED	
	2019	2018
	In thousands (\$)	
<b>Post tax profit (loss) and equity higher / (lower)</b>		
+ 0.5% (50 basis points) (2018: +0.5%)	109	253
- 0.5% (50 basis points) (2018: -0.5%)	(109)	(253)

### FOREIGN EXCHANGE RISK

Foreign exchange risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group has transactional currency exposures, mainly due to costs incurred in currencies other than its functional currency, such as United States dollars, Canadian dollars and Indonesian rupiah.

The Company's current policy is not to implement hedging instruments but to maintain cash in foreign currencies to protect against the risk of adverse exchange rate movements. When exchange rates are favorable against budget assumptions the Company will accept the prevailing exchange rate on the date of payment, otherwise the Company will affect payment from its foreign currency holdings.

At June 30, the Group had the following exposure to US\$ and \$CDN foreign currency:

	CONSOLIDATED	
	2019	2018
	In thousands (\$)	
<b>Financial assets</b>		
US\$ cash and cash equivalents	14,013	16,838
<b>Financial liabilities</b>		
US\$ trade and other payables	(2,108)	(1,383)
<b>Net \$US exposure</b>	<b>11,905</b>	<b>15,455</b>
<b>Financial assets</b>		

	CONSOLIDATED	
	2019	2018
	In thousands (\$)	
CDN\$ cash and cash equivalents	1,397	1,376
<b>Financial liabilities</b>		
CDN\$ trade and other payables	(25)	(60)
<b>Net \$CDN exposure</b>	<b>1,372</b>	<b>1,316</b>

At June 30, had the Australian dollar moved, as illustrated in the table below, with all other variables held constant, post-tax loss and equity would have been affected as follows:

	CONSOLIDATED	
	2019	2018
	In thousands (\$)	
<b>Post tax profit and equity higher / (lower)</b>		
AUD/USD +10% (2018: +10%)	(1,541)	(1,898)
AUD/USD -10% (2018: -10%)	1,883	2,320
AUD/CDN +10% (2018: +10%)	(136)	(123)
AUD/CDN -10% (2018: -10%)	166	150

Assumptions used in the foreign exchange sensitivity analysis include:

- The 10% sensitivity is based on reasonably possible movements over a financial year, after observation of actual historical rate movement during the past 5-year period;
- The translation of net assets in subsidiaries with a functional currency other than A\$ has not been included in the sensitivity analysis as part of the equity movement; and
- The net exposure at balance date is representative of what the Group was and is expecting to be exposed to in the next twelve months from balance date.

#### CREDIT RISK

Financial assets that potentially subject the Group to credit risk consist primarily of cash, trade and other receivables, and term deposits. The Group places its cash with high quality financial institutions with Standard and Poor's credit ratings of A-1+ (short term) and AA- (long term) or higher. The Group's exposure to credit risk arises from potential default of the counterparty, with a maximum exposure equal to the carrying amount of these financial assets.

It is the Group's policy that customers who wish to trade on unsecured credit terms will be subject to credit verification procedures. Receivable balances are monitored on an ongoing basis to reduce the Group's exposure to credit losses. At balance sheet date, the Group's credit risk relates mainly to trade and other receivables of \$187,000 (2018: \$60,000).

#### LIQUIDITY RISK

Liquidity risk arises from the financial liabilities of the Group and the Group's subsequent ability to meet their obligations to repay their financial liabilities as and when they fall due.

At June 30, 2019, except for payables, the Group had no debt (2018: nil).

Other cash reserves are held in term deposit with the ANZ Banking Group, with funds transferred as necessary to the Group's working accounts to meet short-term expenditure commitments.

All financial assets and liabilities (set out in B1, B2, C1 and C2) have a maturity of less than six months.

### C3. ISSUED CAPITAL AND RESERVES

#### CAPITAL MANAGEMENT

Management's objective is to ensure the entity continues as a going concern as well as to maintain optimal returns to shareholders and benefits for other stakeholders. Management aims to maintain a capital structure that ensures the lowest cost of capital available to the entity. As the Group has no net debt, it does not monitor any gearing ratio.

The Group is not subject to any externally imposed capital requirements.

	CONSOLIDATED	
	Number	In thousands (\$)
<b>Movement in ordinary shares on issue:</b>		
<b>At June 30, 2017</b>	512,979,962	392,875
Ordinary shares issued (i)	56,444,500	28,222
Share issue costs (i)	-	(991)
Vesting of rights (ii)	721,994	-
<b>At June 30, 2018</b>	570,146,456	420,106
Ordinary shares issued	-	-
Share issue costs	-	(10)

	CONSOLIDATED	
	Number	In thousands (\$)
Vesting of rights (iii)	1,665,710	-
<b>At June 30, 2019</b>	<b>571,812,166</b>	<b>420,096</b>

- During the 2018 financial year, 56,444,500 ordinary shares were issued for \$28,222,000 consideration on a share placement. The issue costs of the share placement were \$991,000.
- During the 2018 financial year, 721,994 ordinary shares were issued for nil consideration on the vesting of 732,304 NED Rights. Refer to note D4.
- During the 2019 financial year, 1,665,710 shares were issued on the vesting of 5,011,373 Rights. Refer to note D4.

At June 30, 2019, 571,812,166 Company shares were listed for official quotation on the ASX.

#### Terms and conditions of contributed equity

#### VOTING RIGHTS

Each ordinary share entitles its holder to one vote, either in person or by proxy.

#### DIVIDENDS

Ordinary shares have the right to receive dividends as declared and in the event of winding up of the Company, to participate in the proceeds from the sale of all surplus assets in proportion to the number of and amounts paid up on shares held.

#### NATURE AND PURPOSE OF RESERVES

The various reserves recorded in equity are set out in the Statement of Changes in Equity. The nature and purpose of each reserve is as follows.

#### SHARE OPTIONS RESERVE

The share options reserve is used to record the value of share options issued by the Company and its subsidiaries (refer to note D4 for further details of the Share Option Plan).

#### PERFORMANCE RIGHTS RESERVE

The performance rights reserve is used to record the value of performance rights issued by the Company (refer to note D4 for further details of the Performance Rights Plan).

#### REDEEMABLE PREFERENCE SHARE RESERVE

The redeemable preference share reserve was used to record the value of the redeemable preference shares previously issued by the Company. All "B" class redeemable preference shares were fully cancelled and redeemed in 2011.

# Notes to the Financial Report

## Continued

### EQUITY RESERVE

This reserve is used to record the gain or loss arising from the sale or acquisition of non-controlling interest to or from third party investors.

### FOREIGN CURRENCY TRANSLATION RESERVE

This reserve is used to record foreign exchange differences arising from the translation of the financial statements of subsidiaries that have functional currencies other than Australian dollars.

### D1. EVENTS AFTER BALANCE DATE

In July 2019, the Board of Directors has announced its decision to re-domicile the Company to the United States of America. LNGL will proceed to list on the NASDAQ Stock Exchange (NASDAQ) following regulatory and judicial approvals and an affirmative shareholder vote.

On September 16, 2019, LNGL jointly announced an alliance with Delta Offshore Energy Pte Ltd (**DeltaOE**) and the Bac Lieu Provincial Government in Vietnam to deliver an LNG-to-power project for the province. The DeltaOE led power project includes the construction and operation of an LNG import terminal, 3,200-megawatt combined-cycle power plant and delivery of power generation to the Bac Lieu Province. The integrated project is expected to commence operations in 2023 pending finalization of anticipated government approvals.

The memorandum of understanding (**MOU**) details all material terms of the proposed LNG sale and purchase agreement (**SPA**) having a target commercial start date of no later than January 1, 2024 (which may be adjusted accordingly by Magnolia). DeltaOE and Magnolia are obligated to use reasonable efforts to negotiate and agree the terms and conditions of the SPA pursuant to which Magnolia will supply 2 mtpa of LNG to DeltaOE on a free-on-board basis for a term of at least 20 years, which contract is back-to-back with the power purchase agreement between DeltaOE and the Bac Lieu Province.

The MOU does not itself constitute a definitive binding SPA at this stage, but it does evidence the intent of the parties to work towards execution of a binding SPA for 25% of Magnolia's current nameplate capacity of 8 mtpa (to be increased to 8.8 mtpa subject to Federal Energy Regulatory Commission (FERC) approval). The MOU provides that the SPA will be subject to Magnolia obtaining Financial Close by December 31, 2019 (which date may be waived or extended by agreement between the parties).

The Company is working towards finalization of the SPA in due course and the Term Sheet provides that the arrangement between Magnolia and DeltaOE will terminate if the SPA has not been executed by October 31, 2019 (or such later date as agreed by the parties).

### D2. RELATED PARTIES

#### ULTIMATE PARENT

Liquefied Natural Gas Limited is the ultimate Australian Parent company of the Group.

#### KEY MANAGEMENT PERSONNEL (KMP) DISCLOSURES

	CONSOLIDATED	
	2019	2018
	In thousands (\$)	
Short-term benefits	3,669	3,050
Share-based payment	1,898	1,047
	<b>5,567</b>	<b>4,097</b>

There were no loans made to KMP personnel during the year.

#### OTHER TRANSACTIONS AND BALANCES WITH KMP

Directors' fees for Mr. R.J. Beresford are paid to Clearer Sky Pty Ltd, a company in which Mr. R.J. Beresford is a director. For the current financial year, the amount paid was \$104,400 (excluding GST) [2018: \$104,400]. At reporting date, there were no amounts outstanding [2018: \$nil].

Mr. Beresford's spouse was employed by the Company under a casual employment service agreement through March 31, 2019, and was paid A\$50,724 in redundancy and annual leave pay upon leaving the Company. From July 1, 2018 through March 31, 2019, cash compensation paid this individual totaled A\$73,967 (2018: A\$94,258). On June 30, 2019, Rights vested to this individual under the LTI Plan resulting in issuance of 11,000 ordinary shares having a vesting date approximate value of A\$2,585 (2018: 3,000 Rights valued at A\$1,740). Remaining Rights previously granted this individual under the Employee Incentive Rights Plan lapsed as a result of the redundancy action.

Directors' fees for Ms. L.K. Bond are paid to Breakthrough Energy Pty Ltd, a company in which Ms. L.K. Bond is a director. For the current financial year, the amount paid was \$122,400 (excluding GST) [2018: \$122,400]. At reporting date, there were no amounts outstanding [2018: \$nil].

The above payments are disclosed as remuneration in the table in the Remuneration Report.

### TRANSACTIONS WITH OTHER RELATED PARTIES

There were no transactions with other related parties in the current or prior financial year.

### EMPLOYEES

Contributions to superannuation funds and 401(k) plans on behalf of employees are disclosed in note A1.

### WAHOO AGREEMENT

Concurrent with the acquisition of Bear Head LNG Corporation by the Company, Mayflower LNG Pty Ltd, a wholly owned subsidiary of the Company, entered into the Payments and Incentives Agreement (**Agreement**) with Wahoo Midstream LLC (**Wahoo**). Wahoo is owned by individuals who also worked for the Company through February 29, 2016. A confidential agreement was signed between the principles and the Company effective as of the date of termination of their employment with the Company.

The purpose of the Agreement was to provide incentive and other payments to Wahoo based on the development of the Bear Head LNG project in consideration for contributions related to the acquisition of Bear Head LNG by the Company and to set forth other agreements relating to the development of the Bear Head LNG project. Provisions in the Agreement outline the term of the Agreement, describe among other things, success fee payments due Wahoo upon realization of specific milestones, rights held by Wahoo accruing if the Company were to sell all or a part of Bear Head LNG, and indemnification, representations and warranties, confidentiality, dispute resolution and other similar clauses common in commercial contracts.

As at June 30, 2019 and through the date of this report, the Company has not recognized within its financial statements a provision for any success fee payments associated with the Agreement, given the obligating events (i.e. the achievement of specific milestones) have not occurred and thus accrual for payment is inappropriate under applicable accounting standards.

### D3. SUBSIDIARIES

The consolidated financial statements include the financial statements of Liquefied Natural Gas Limited and its controlled entities listed in the following table:

Name		Equity interest (%)	
		2019	2018
LNG International Pty Ltd	Australia	100	100
Gas Link Global Limited (i)	Australia	100	100
LNG Technology Pty Ltd	Australia	100	100
LNG Management Services Pty Ltd (ii)	Australia	100	100
<i>The following companies are controlled via LNG International Pty Ltd:</i>			
North American LNG Pty Ltd (iii)	Australia	100	100
PT. LNG Energi Utama (iv)	Indonesia	95	95
Gladstone LNG Pty Ltd (v)	Australia	-	-
CSG Nominees Pty Ltd (vi)	Australia	100	100
Mayflower LNG Pty Ltd (vii)	Australia	100	100
<i>The following company is controlled via LNG Technology Pty Ltd:</i>			
Gladstone OSMR Technology Pty Ltd (viii)	Australia	100	100
<i>The following companies are controlled via Mayflower LNG Pty Ltd and North American LNG Pty Ltd:</i>			
LNG Consolidated Holdings (USA) (ix)	USA	100	100
LNG Management Services LLC	USA	100	100
LNG Technology, LLC (x)	USA	100	-
Pecan Inc. (xi)	USA	100	100
Pecan GP Inc.	USA	100	100
Pecan LP Inc.	USA	100	100
Magnolia LNG Investment LP	USA	100	100
Magnolia LNG Holding LLC	USA	100	100
Magnolia LNG LLC	USA	100	100
Bear Head LNG Corporation Inc.	Canada	100	100
Bear Head LNG Services LLC	USA	100	100
Bear Head (USA) Holdings LLC	USA	100	100
Bear Head LNG (USA) LLC	USA	100	100
Bear Paw Corporation Inc.	Canada	100	100

(i) Gas Link Global Limited was voluntarily deregistered on 12 June 2019.

(ii) LNG Management Services Pty Ltd was voluntarily deregistered on 5 May 2019.

(iii) North American LNG Pty Ltd was previously named South Australian LNG Pty Ltd.

(iv) Deregistration of this entity is in progress

(v) Gladstone LNG Pty Ltd was purchased by LNG Queensland Pty Ltd on April 13, 2018 via a Share Sale Agreement for net cash proceeds of \$1.293 million and the right to an additional US\$4 million payment contingent upon future development by the purchaser of an LNG project at the Fisherman's Landing Gladstone site. The sale was conducted pursuant to LNG's departure from development of the Fisherman's Landing LNG project.

(vi) CSG Nominees Pty Ltd was voluntarily deregistered on 5 May 2019

(vii) Mayflower LNG Pty Ltd was previously named Kimberley LNG Pty Ltd.

(viii) Gladstone OSMR Technology Pty Ltd was voluntarily deregistered on 5 May 2019.

(ix) LNG Consolidated Holdings (USA) is a general partnership between North American LNG Pty Ltd and Mayflower LNG Pty Ltd that was established on December 24, 2015

(x) LNG Technology, LLC was formed on February 8, 2019.

(xi) Pecan Inc. was previously named Eagle LNG LLC

# Notes to the Financial Report

Continued

## D4. SHARE-BASED PAYMENTS

The Group provides benefits to employees in the form of share-based payments.

The Company has an Incentive Rights Plans (**IRP**), which provides equity-based incentives to “eligible persons”.

The Company also has a Non-Executive Director Incentive Plan (**NED Plan**) that provides share-based compensation (**NED Rights**) to the non-executive directors.

### RECOGNITION AND MEASUREMENT

All compensation under the IRP and NED Plan are accounted for as share-based payments for services provided. The cost of equity-settled transactions is measured by reference to the fair values of the equity instruments in accordance with AASB 2 *Share-based Payment*. The fair value of the rights issued is recognized, together with the corresponding increase in equity, over the period in which the vesting conditions are fulfilled, ending on the date on which the relevant employee (or NED) becomes fully entitled to the shares. At each balance sheet date, the Group reassesses the number of awards that are expected to vest based on probable realization of the applicable vesting conditions. The expense recognized each year takes account of the most recent estimate. The fair value of the benefit provided is estimated using the Black-Scholes option pricing technique.

The IRP provides for issuance of a variety of instruments. Currently, issuances under the IRP consist of performance rights and retention rights (collectively **Rights**) over the ordinary shares of the Company to “eligible persons”. Rights issuances and vesting are at the discretion of the Board. “Eligible persons” include directors, full-time employees, part-time employees, and (subject to compliance with Class Order 03/184, or obtaining other applicable relief from ASIC) consultants.

### TERMS AND CONDITIONS ATTACHING TO THE IRP

Rights issued under the IRP share the following key terms and conditions:

- Expiry is at the discretion of the Board and the options/rights are not transferable;
- The Company will not make application to the ASX for Official Quotation of issuances under the IRP, but the Company will make application to the ASX for quotation of the shares allotted and issued upon any vesting event within 10 business days after such date;
- There are no participating rights or entitlements inherent in the issuances under the IRP and holders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the options; and

- In the event of any reorganization of the issued capital of the Company or prior to the expiry of issuances under the IRP, the instruments issued the holder will be changed to the extent necessary to comply with the applicable ASX Listing Rules in force at the time of the reorganization.

Terms differ with respect to the measurement period, the vesting conditions, and other terms of each issued tranche under the IRP. Specifics accruing to each tranche are described in detail in associated invitation letters provided to the holders.

The NED Plan provides NED Rights to the non-executive directors, which generally vest over a defined time period pursuant to terms contained in each invitation letter and as approved by shareholder vote.

The total number of Rights and NED Rights that may be issued to all parties who may participate under the combined IRP and NED Plan and which have not been exercised or cancelled shall not exceed 5% of the total issued ordinary shares of the Company at the time of issue of any Rights under these plans.

The non-cash expense recognized for share-based payments during the period is \$3,323,411 (2018: \$1,277,000).

### SUMMARY OF RIGHTS ISSUED UNDER THE IRP AND NED PLAN

The following table shows the combined movements in Rights and NED Rights during the applicable years:

	Number of Rights No.	Weighted average exercise price \$
<b>At July 1, 2017</b>	12,131,299	-
Exercised/ vested	(1,572,054)	-
Issued in period	7,881,060	-
Expired or other	(6,908,032)	-
<b>At June 30, 2018</b>	11,532,273	-
Exercised/ vested	(5,011,373)	-
Issued in period	7,427,820	-
Expired or other	(3,365,700)	-
<b>At June 30, 2019</b>	<b>10,583,020</b>	-

The fair value of the rights issued is estimated on the date of issue using a Monte Carlo Simulation (**MCS**) considering the terms and conditions upon which the rights were issued. The MCS model is commonly adopted for share-based payments with market-based vesting conditions such as relative total share return targets. The performance rights have a zero-exercise price and the contractual life of each right issued is three years.

PERFORMANCE RIGHTS	2019	2018
Dividend yield (%)	Nil	Nil
Expected volatility (%)	67.2%	60%
Risk-free interest rate (%)	0.98 – 1.02%	1.39 – 1.67%
Weighted average share price at issue date (\$)	0.20 – 0.30	0.47 – 0.64
Model used	MCS	MCS

## D5. AUDITOR REMUNERATION

The auditor of the Company is EY Australia. Amounts received or due and receivable by Ernst & Young follows.

	CONSOLIDATED	
	2019	2018
	In thousands (\$)	
Audit of the financial report of the Group	86	73
Half-year review	73	37
Other assurance services	-	536
Other services	95	25
Total Australian fees	254	671
Tax or other non-audit services provided by overseas EY firm	222	165
<b>Total fees</b>	<b>476</b>	<b>836</b>

## D6. PARENT INFORMATION

Information relating to Liquefied Natural Gas Limited:

	Parent Company Only	
	2019	2018
	In thousands (\$)	
Current assets	8,334	26,867
<b>Total assets</b>	<b>46,979</b>	<b>46,703</b>
Current liabilities	8,659	7,269
<b>Total liabilities</b>	<b>8,686</b>	<b>7,283</b>



	Parent Company Only	
	2019	2018
	In thousands (\$)	
Issued capital	420,305	420,315
Accumulated losses	(428,524)	(424,084)
Share options reserve	42,480	39,157
Redeemable preference share reserve	4,032	4,032
<b>Total shareholders' equity</b>	<b>38,293</b>	<b>39,420</b>
Profit/(loss) of the parent entity	(4,441)	(5,801)
<b>Total comprehensive income of the parent entity</b>	<b>(4,441)</b>	<b>(5,801)</b>

#### GUARANTEES

The parent entity has not guaranteed the liabilities of its subsidiaries as at June 30, 2019.

#### CONTINGENT LIABILITIES

There are no active or pending insurance or legal claims outstanding by the parent as at the date of this report.

#### CONTRACTUAL COMMITMENTS

The parent entity does not have any contractual commitments for the acquisition of property, plant or equipment.

## D7. OTHER ACCOUNTING POLICIES

Since July 1, 2018, the Group has adopted the new and amended Standards and Interpretations, mandatory for all annual reporting periods beginning on or after July 1, 2018. Adoption of these Standards and Interpretations did not have any effect on the financial position or performance of the Group.

Several new standards, amendment of standards and interpretations have recently been issued but are not yet effective and have not been adopted by the Group as at the financial reporting date. The Group has reviewed these standards and interpretations, and except for the items listed below for which the final impact is yet to be determined, none of the new or amended standards will significantly affect the Group's accounting policies, financial position or performance.

AASB 16 Leases, results in the Group's operating leases being brought onto the balance sheet having an impact on assets and liabilities similar to the extent of the minimum lease payments outlined in note A4; and

AASB Interpretation 23 Uncertainty over Income Tax Treatments, and relevant amending standards. The Interpretation clarifies the application of the recognition and measurement criteria in AASB 112 Income Taxes when there is uncertainty over income tax treatments. Its applicable date is January 1, 2019. Given the

Group has no current or deferred tax assets or liabilities this standard will not have a material impact on the financial statements. Its applicable date is January 1, 2019.

Conceptual Framework for Financial Reporting. The revised Conceptual Framework includes some new concepts, provides updated definitions and recognition criteria for assets and liabilities and clarifies some important concepts.

Amendments to References to the Conceptual Framework in IFRS Standards has also been issued, which sets out the amendments to affected standards in order to update references to the revised Conceptual Framework. The changes to the Conceptual Framework may affect the application of IFRS in situations where no standard applies to a particular transaction or event. In addition, relief has been provided in applying IFRS 3 and developing accounting policies for regulatory account balances using IAS 8, such that entities must continue to apply the definitions of an asset and a liability (and supporting concepts) in the 2010 Conceptual Framework, and not the definitions in the revised Conceptual Framework.

# Directors' Declaration

In accordance with a resolution of the directors of Liquefied Natural Gas Limited, I state that:

In the opinion of the directors:

- (a) the financial statements and notes of the consolidated entity are in accordance with the *Corporations Act 2001*, including:
  - (i) giving a true and fair view of the consolidated entity's financial position as at June 30, 2019 and of its performance for the year ended on that date; and
  - (ii) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001;
- (b) the financial statements and notes also comply with International Financial Reporting Standards as disclosed in About This Report;
- (c) there are reasonable grounds to believe that the consolidated entity will be able to pay its debts as and when they become due and payable; and
- (d) this declaration has been made after receiving the declarations required to be made to the directors in accordance with section 295A of the Corporations Act 2001 for the financial year ended June 30, 2019.

On behalf of the Board



**Paul J Cavicchi**

**Chairman**

**September 30, 2019**

# Auditor's Independence Declaration



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Ernst & Young  
11 Mounts Bay Road Perth WA 6000 Australia  
GPO Box M939 Perth WA 6843

## Auditor's Independence Declaration to the Directors of Liquefied Natural Gas Limited

As lead auditor for the audit of the financial report of Liquefied Natural Gas Limited for the financial year ended 30 June 2019, I declare to the best of my knowledge and belief, there have been:

- a. no contraventions of the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and
- b. no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Liquefied Natural Gas Limited and the entities it controlled during the financial year.

A handwritten signature in black ink that reads 'Ernst &amp; Young'.

*Ernst & Young*

A handwritten signature in black ink that reads 'Darryn Hall'.

*Darryn Hall*  
*Partner Perth*

*30 September 2019*

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Ernst & Young  
11 Mounts Bay Road Perth WA 6000 Australia  
GPO Box M939 Perth WA 6843

## Independent Auditor's Report to the Members of Liquefied Natural Gas Limited

### Report on the audit of the financial report

#### Opinion

We have audited the financial report of Liquefied Natural Gas Limited (the Company) and its subsidiaries (collectively the Group), which comprises the statement of financial position as at 30 June 2019, the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion, the accompanying financial report of the Group is in accordance with the Corporations Act 2001, including:

- a) Giving a true and fair view of the consolidated financial position of the Group as at 30 June 2019 and of its consolidated financial performance for the year ended on that date; and
- b) Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

#### Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's *APES 110 Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Material uncertainty related to going concern

We draw attention to Going Concern note in the financial report, which describes the principal conditions that raise doubt about the Group's ability to continue as a going concern. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

#### Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial report of the current year. These matters were addressed in the context of our audit of



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the financial report as a whole, and in forming our opinion thereon, but we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor's Responsibilities for the Audit of the Financial Report section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial report. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial report.

### **Impairment of freehold land**

#### **Why significant**

The Group owns freehold land in Nova Scotia, to be used for the development of the Bear Head project, carried at its cost of \$11,425,000.  
Australian Accounting

Standards require the Group to assess whether there are any indicators that the freehold land may be impaired. If any indicator exists, the Group must estimate the recoverable amount of the freehold land.

This was considered a key audit matter as the freehold land is material to the financial position of the Group. The assessment of indicators of impairment is judgmental and includes assessing a range of external and internal factors that could impact the recoverable amount of the freehold land.

Management concluded that its project activity progression, the nature of the asset and the preliminary economic modelling of the Bear Head project

demonstrate that there are no triggers indicating an impairment.

Disclosure of freehold land including significant judgments is included at note A2 of the financial report.

#### **How our audit addressed the key audit matter**

Our audit procedures included the following:

- We enquired of management and Directors as to their use and intent of the freehold land.
- We validated the basis of the land's use to supporting documentation, which included the expenditure associated with the ongoing evaluation of the Bear Head project.
- We obtained management's preliminary economic modelling as it relates to a likely project development concept and confirmed the economic return was in excess to the value of the freehold land.
- We engaged our valuations specialists to challenge key assumptions such as discount rates, foreign exchange rates and inflation rates in the economic model for the purposes of validating its reasonableness for impairment trigger purposes.
- We checked arithmetic accuracy and other key inputs of the model for reasonableness such as tolling fees, capital and operating expenditure forecasts.
- We reviewed the adequacy of disclosures in the annual financial report.

# Independent Auditor's Report



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## ***Information other than the financial report and auditor's report thereon***

The directors are responsible for the other information. The other information comprises the information included in the Company's 2019 Annual Report but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon, with the exception of the Remuneration Report and our related assurance opinion.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## ***Responsibilities of the directors for the financial report***

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001 and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

## ***Auditor's responsibilities for the audit of the financial report***

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern.



Ernst & Young  
11 Mounts Bay Road Perth WA 6000 Australia  
GPO Box M939 Perth WA 6843

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If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated to the directors, we determine those matters that were of most significance in the audit of the financial report of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public

disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on the audit of the Remuneration Report**

##### **Opinion on the Remuneration Report**

We have audited the Remuneration Report included in pages 27 to 54 of the directors' report for the year ended 30 June 2019.

In our opinion, the Remuneration Report of Liquefied Natural Gas Limited for the year ended 30 June 2019, complies with section 300 A of the Corporations Act 2001.

##### **Responsibilities**

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the Corporations Act 2001. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Ernst & Young

Darryn Hall Partner  
Perth  
30 September 2019

# ASX Additional Information

Additional information required by the ASX and not shown elsewhere in this report is as follows. The information is current as at August 30, 2019.

## a) Distribution of equity securities

### (i) Ordinary share capital

- 575,987,479 fully paid ordinary shares are held by 8,644 individual shareholders.

All ordinary shares (whether fully paid or not) carry one vote per share without restriction and carry the rights to dividends.

### (ii) Performance rights

- 16,026,020 unlisted performance rights over ordinary shares are held by 26 holders.

## b) The number of shareholders, by size of holding, in each class of share are:

	Fully paid ordinary shares Number of holders	Options Number of holders	Performance rights Number of holders
1 – 1,000	1,861	-	-
1,001 – 5,000	2,616	-	-
5,001 – 10,000	1,349	-	-
10,001 – 100,000	2,408	-	5
100,001 and over	410	-	21
	<b>8,644</b>	<b>-</b>	<b>26</b>
The number of shareholders holding less than a marketable parcel of shares are:	3,311	-	-

## c) Twenty largest shareholders

The names of the twenty largest holders of quoted shares are:		Listed ordinary shares	
Ordinary shares		Number of shares	Percentage of ordinary shares
1	HSBC Custody Nominees (Australia) Limited	89,029,786	15.46
2	HSBC Custody Nominees (Australia) Limited-GSCO ECA	57,524,910	9.99
3	Citicorp Nominees Pty Limited	51,966,079	9.02
4	J P Morgan Nominees Australia Limited	43,643,374	7.58
5	Merrill Lynch (Australia) Nominees Pty Limited	27,888,066	4.84
6	National Nominees Limited	26,774,385	4.65
7	Brispot Nominees Pty Ltd <House Head Nominee A/C>	14,552,870	2.53
8	BNP Paribas Noms Pty Ltd <DRP>	13,687,507	2.38
9	A&W Bruce Super Fund Pty Ltd <Bruce S/F A/C>	10,000,000	1.74
10	Mr. Bassam Abou Chahla & Ms. Cherie Abou Chahla <Abou Chahla Family S/F A/C>	8,363,580	1.45
11	BNP Paribas Nominees Pty Ltd <IB AU Noms RetailClient DRP>	5,058,548	0.88
12	Pacific Custodians Pty Limited <LNG Employees Sub Register>	4,582,628	0.80
13	HSBC Custody Nominees (Australia) Limited - A/C 2	4,153,801	0.72
14	Garden Verde Pty Ltd	4,103,323	0.71
15	Mr. Paul Bridgwood	2,864,261	0.50
16	UBS Nominees Pty Ltd	2,830,778	0.49
17	Mr. Andrew Bruce & Mrs Wendy Bruce	2,464,000	0.43
18	Decoin Pty Limited	1,678,479	0.29
19	Mr Peter Michalopoulos	1,316,589	0.23
20	Mrs Thuy Trang Nguyen	1,235,030	0.21
		<b>373,717,994</b>	<b>64.88</b>

Substantial shareholders as at August 31, 2019	Fully paid	
Ordinary shareholders	Number	Percentage
The Baupost Group (Boston)	62,340,529	10.8
Mulliner Investment Limited (Tortola)	56,444,500	9.8
	<b>118,785,029</b>	<b>20.6</b>

## d) Cash used in operations

Since the date of the Company's admission for official quotation of its shares on the ASX, being September 14, 2004, the Company and the Group have employed the funds raised, at the time of official quotation, in a manner and for purposes consistent with that detailed in the Company's July 2004 Prospectus.



# OUR LEADERSHIP

## Board of Directors



**Mr. Paul J. Cavicchi**  
*Chairman*



**Mr. Greg M. Vesey**  
*Managing Director and  
Chief Executive Officer*



**Mr. Richard J. Beresford**  
*Non-Executive Director*



**Mr. D. Michael Steuert**  
*Non-Executive Director*



**Ms. Leeanne K. Bond**  
*Non-Executive Director*



**Mr. Philip D. Moeller**  
*Non-Executive Director*

## Executive Team



**Mr. Greg M. Vesey**  
*Managing Director and  
Chief Executive Officer*



**Mr. Michael Reed Mott**  
*Chief Financial Officer*



**Mr. John Baguley**  
*Chief Operating Officer*



**Mr. Joseph B'Oris**  
*Chief Development Officer*



**Ms. Kinga Doris**  
*General Counsel and  
Joint Company Secretary*



**Ms. Lisa Vassallo**  
*Vice President,  
Human Resources*



**Mr. Andrew Gould**  
*Group Development  
Manager and Joint  
Company Secretary*

# CORPORATE INFORMATION

## Corporate Directory

Liquefied Natural Gas Limited  
ABN 19 101 676 779

## Registered Office

Level 25, 20 Bond Street  
Sydney, New South Wales 2000 Australia  
Telephone: +61 (0) 2 7201 8312  
Facsimile: +61 (0) 2 8580 4666  
Email: LNG@LNGlimited.com.au  
Website: www.lnglimited.com.au

## Principal Place of Business

1001 McKinney, Suite 600  
Houston, Texas 77002, USA  
Phone: +1 713 815 6900  
Facsimile: +1 713 815 6905

## Auditors

Ernst & Young  
The Ernst & Young Building  
11 Mounts Bay Road  
Perth, WA, 6000

## Solicitors

Johnson Winter & Slattery  
Level 4 167 St Georges Tce  
Perth, WA 6000

## Bankers

ANZ Banking Group  
77 St Georges Terrace  
Perth, WA, 6000

## Share Registry

Link Market Services Limited  
Locked Bag A14  
Sydney South, NSW 1235  
Telephone (within Australia): 1300 554 474  
Telephone (outside Australia): +61 1300 554 474  
Facsimile: +61 2 9287 0303

## ASX Code

LNG

## OTC ADR Code

LNGLY

Visit [lnglimited.com.au](http://lnglimited.com.au)  
for the latest investor updates



#### Registered Office

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Level 25, 20 Bond Street  
Sydney, New South Wales 2000  
Australia  
Telephone: +61 (0) 2 7201 8312  
Facsimile: +61 (0) 2 8580 4666

[www.lnlimited.com.au](http://www.lnlimited.com.au)