

COMPANY UPDATE

1. Notice from Evoworld

Further to its announcement on 16 December 2014, Neon Energy Limited (ASX:NEN) (**Neon Energy** or the **Company**) attaches a copy of the notice from Evoworld Corporation Pty Ltd (**Evoworld**) purporting to call a general meeting of the Company for 14 January 2015 pursuant to section 249F of the Corporations Act, which Neon Energy understands has been dispatched to its shareholders by Evoworld together with a proxy form.

The Board of Neon Energy considers the notice defective in several material respects, including that it fails to provide shareholders with adequate disclosure regarding Evoworld's intentions, and those of its nominees, in relation to the proposed merger between MEO Australia Limited (**MEO**) and Neon.

In addition, the Company advises that the writ of summons received from Evoworld seeks orders declaring that certain proxy votes cast at the Requisitioned Meeting held on 12 November 2014 were invalid and that, consequently, the resolutions put to the meeting were carried and Evoworld's nominees are properly the directors of the Company. The Board of Neon Energy considers it inappropriate to hold a further general meeting to consider those same resolutions before the proceedings commenced by Evoworld have been resolved.

Although the defects in the notice may mean that it is invalid, the Board of Neon Energy has determined that, in the circumstances, it is in the best interests of the Company as a whole that it exercises its power to postpone the meeting called by Evoworld until the later of:

- (a) the determination or resolution of the proceedings commenced by Evoworld;
- (b) Evoworld providing timely corrective disclosure that the Board considers adequately addresses its concerns; and
- (c) the determination of the Supreme Court of Victoria at the second court hearing in relation to the proposed merger with MEO.

The Company is continuing to consider the defects in the notice and what action to take in order to appropriately protect the interests of the Company and its shareholders. It intends to write to shareholders shortly regarding the meeting.

2. Indicative and non-binding approach received

Neon Energy also advises that it has received an unsolicited, indicative and non-binding approach from Evoworld that may lead to a superior proposal to the merger with MEO.

The Board of Neon Energy is currently investigating the approach. However, it remains incomplete and non-binding and there is no certainty that a formal offer will be made or that a binding transaction will result, either at all or on terms that the Board considers superior to the merger with MEO.

The Company will continue to keep shareholders informed of all material developments.

Enquiries:

Managing Director: Ken Charsinsky
Chief Financial Officer: Ben Newton
Telephone: 08 9481 1176
Website: www.neonenergy.com

NEON ENERGY LIMITED

ACN 002 796 974

**NOTICE OF GENERAL MEETING CONVENED UNDER SECTION 249F OF
THE CORPORATIONS ACT**

The General Meeting of the Company will be held at The Western Australian Chinese Chamber of Commerce, 1304 Hay Street, West Perth, Western Australia on Wednesday, 14 January 2015 at 9.30am (WST).

This document is important. You should read it in its entirety before making a decision on how to vote on the resolutions to be considered at the meeting. If you are in doubt as to what you should do, you should consult your legal, investment or other professional adviser.

Should you have any queries about the meeting please do not hesitate to contact the Convening Shareholder by telephone on +61 (0)8 6144 4831.

NEON ENERGY LIMITED

ACN 002 796 974

NOTICE OF GENERAL MEETING CONVENED UNDER SECTION 249F OF THE CORPORATIONS ACT

Notice is hereby given that a general meeting of Shareholders of Neon Energy Limited (**Company**) will be held at The Western Australian Chinese Chamber of Commerce, 1304 Hay Street, West Perth, Western Australia on Wednesday, 14 January 2015 at 9.30am (WST) (**Meeting**).

This Notice is given by Evoworld Corporation Pty Ltd ACN 601 545 742 (**Convening Shareholder**) under section 249F of the Corporations Act.

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting.

For the purposes of regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Convening Shareholder has determined that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Monday, 12 January 2015 at 4.00 pm (WST).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Section 8.

AGENDA

All items are to be considered as ordinary resolutions and require only a simple majority to pass (i.e. more than 50% of the votes cast to be in favour in order to be passed).

1. Resolution 1 – Appointment of Mr Timothy Kestell as a director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That, pursuant to and in accordance with the Company's constitution and for all other purposes, Mr Timothy Kestell, having consented to act as a director of the Company, be and is hereby appointed a director of the Company (effective immediately on the passing of this resolution)."

2. Resolution 2 – Removal of Mr John Lander as a director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That pursuant to and in accordance with section 203D of the Corporations Act and the Company's constitution and subject to the passing of any or all of Resolutions 1, 3 and 5, Mr John Lander be and is hereby removed as a director of the Company (effective immediately on the passing of this resolution)."

3. Resolution 3 – Appointment of Mr Peter Pynes as a director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That, pursuant to and in accordance with the Company's constitution and for all other purposes, Mr Peter Pynes, having consented to act as a director of the Company, be and is hereby appointed a director of the Company (effective immediately on the passing of this resolution)."

4. Resolution 4 – Removal of Mr Ken Charsinsky as a director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That pursuant to and in accordance with section 203D of the Corporations Act and the Company's constitution and subject to the passing of any or all of Resolutions 1, 3 and 5, Mr Ken Charsinsky be and is hereby removed as a director of the Company (effective immediately on the passing of this resolution)."

5. Resolution 5 – Appointment of Mr Ross Williams as a director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That, pursuant to and in accordance with the Company's constitution and for all other purposes, Mr Ross Williams, having consented to act as a director of the Company, be and is hereby appointed a director of the Company (effective immediately on the passing of this resolution)."

6. Resolution 6 – Removal of Mr Alan Stein as a director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That pursuant to and in accordance with section 203D of the Corporations Act and the Company's constitution and subject to the passing of any or all of Resolutions 1, 3 and 5, Mr Alan Stein be and is hereby removed as a director of the Company (effective immediately on the passing of this resolution)."

Explanatory Memorandum

The Explanatory Memorandum accompanying this Notice explains the background to the Meeting.

The Convening Shareholder recommends that Shareholders read the Explanatory Memorandum in full.

Voting

If you are entitled to vote you may do so by:

- (a) attending the Meeting and voting in person;
- (b) appointing a proxy to attend the Meeting and vote on your behalf using the proxy form accompanying this Notice;

- (c) appointing an attorney to attend the Meeting and vote on your behalf using a power of attorney; or
- (d) in the case of a body corporate, appointing a body corporate representative to attend the Meeting and vote on your behalf using a certificate of appointment of corporate representative.

Further details are set out below and in the proxy form accompanying this Notice

Proxies

A proxy form accompanies this Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to attend and vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the proxy form in accordance with the instructions thereon. Lodgment of a proxy form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting has a right to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms.

Proxy forms must be deposited at or received by facsimile transmission at the address below not later than 9.30am (WST) on Monday 12 January 2015:

Hand deliveries: Computershare Investor Services Pty Limited
Yarra Falls, 452 Johnston Street,
Abbotsford, Victoria 3067 Australia

Postal address: Computershare Investor Services Pty Limited
GPO Box 2062
Melbourne, Victoria 3001 Australia

Facsimile: 03 9473 2145 if faxed from within Australia or +61 3 9473 2145 if faxed from outside Australia.

If you choose to appoint the Chairman of the Meeting as your proxy, or the Chairman is appointed by default, it is expected that the Chairman of the Meeting will vote undirected proxies against each Resolution.

Dated 11 December 2014

By **Evoworld Corporation Pty Ltd ACN 601
545 742** in accordance with section 127 of the
Corporations Act:



Timothy Kestell
Director



Peter Pynes
Director

NEON ENERGY LIMITED

ACN 002 796 974

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared by the Convening Shareholder for the information of Shareholders in connection with the business to be conducted at the Meeting.

This Explanatory Memorandum should be read in conjunction with and forms part of the Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

2. Authority to call the Meeting

Section 249F of the Corporations Act provides that members with at least 5% of the votes that may be cast at a general meeting of the Company may call, and arrange to hold, a general meeting. The members calling the meeting must pay the expenses of calling and holding the meeting.

The Convening Shareholder is the largest Shareholder of the Company and has 19.99% of the votes that may be cast at a general meeting of the Company.

3. The Convening Shareholder

The Convening Shareholder is a private company. Its shareholders are entities linked to its directors Mr Timothy Kestell, Mr Peter Pynes and Mr Ross Williams. Details regarding Messrs Kestell, Pynes and Williams are set out in Section 5.

4. Reasons for calling the Meeting

The Convening Shareholder is the largest Shareholder of the Company holding 19.99% of the issued capital of the Company. The Convening Shareholder does not believe the Current Directors are best placed to continue to manage the business of the Company. The Convening Shareholder has accordingly called the Meeting to seek the removal of the Current Directors and the appointment of the Proposed Directors. The Convening Shareholder believes that the Company will be better placed to create Shareholder value under the direction of the Proposed Directors.

The Convening Shareholder has prepared a statement further outlining its reasons for seeking to change the Board of the Company. This statement is has been included in **Error! Reference source not found.**

5. Resolutions 1, 3 and 5 – Appointment of Proposed Directors

Resolutions 1, 3 and 5 seek the appointment of each of the Proposed Directors. Information regarding each of the Proposed Directors is set out below.

(a) **Timothy Kestell**

Mr Kestell has over 18 years' experience in equity markets, including working for Australian stockbrokers Euroz Securities and Patersons.

In the past decade, Mr Kestell has played a key role in forming and/or recapitalising publicly listed companies, and raising more than \$70,000,000 in the process as well as being involved in numerous takeovers, including Barrick Gold Limited's offer for Tusker Gold Limited.

Mr Kestell holds a Bachelor of Commerce degree.

(b) **Peter Pynes**

Mr Pynes has in excess of 25 years' experience in Australia and overseas capital markets. He previously worked at Deutsche Bank as a director, global markets where he gained extensive knowledge of global structured debt products as well as capital raising and syndication. In this role Mr Pynes established relationships with leading Australian investment institutions, which included his involvement in \$350,000,000 of ASX listed structured debt transactions and in excess of \$3,800,000,000 of ASX listed hybrid and convertible investments. In the past decade, Mr Pynes has played a key role in forming and capitalising both public listed and unlisted companies. Mr Pynes has been involved in both initial public offerings and takeovers, including the listing on the ASX of Tusker Gold Limited and its successful cash takeover by Barrick Gold Limited. Mr Pynes is a director of MPC Funding Limited, a specialist financing company providing in excess of \$450m of loan funds for the development of the Melbourne Convention Centre. Mr Pynes is a Fellow of the Australian Institute of Company Directors (FAICD) and a Senior Associate of Financial Services Institute of Australia (SA FIN).

(c) **Ross Williams**

Mr Williams is a founding shareholder of MACA Limited and up until July 2014 held the position of CFO and Finance Director with responsibility for capital management, finance, financial reporting and corporate strategy. He played a key role in the highly successful IPO of MACA in 2010 and was pivotal to its subsequent success as a publicly listed company. He continues to serve the Board of MACA as a Non-Executive Director.

Mr Williams is also a Non-Executive Director of Emerald Oil & Gas NL, having previously held the position of Chairman during its successful Board transition in 2014.

Mr Williams holds a Post Graduate Diploma in Financial Services Management from Macquarie University and was a Fellow of the Australian Institute of Banking and Finance prior to establishing MACA in 2002.

In accordance with the Constitution, each of the Proposed Directors has given his consent to the nomination for candidature as a director of the Company. Each notice of candidature has been included in Schedule 2.

6. Resolutions 2, 4 and 6 – Removal of Current Directors

Resolutions 2, 4 and 6 seek the removal of each of the Current Directors. Information regarding each of the Current Directors is set out below. This is the same information that the Company recently provided in the notice of meeting dispatched on 3 October 2014.

(a) **Alan Stein**

Mr Stein is a petroleum geologist with over 25 years' international experience. He was a founder and former CEO of Fusion Oil & Gas plc (AIM) and Ophir Energy plc (LSE). With these companies he has been involved in major oil and gas discoveries in Mauritania, Equatorial Guinea and Tanzania. Ophir was the most successful IPO on the London Stock Exchange during 2011 and the company now has a market capitalisation of approximately £1.4 billion.

Mr Stein is currently the non-executive Chairman of Hanno Resources which has extensive mineral exploration interests in northwest Africa. Mr Stein was one of the founders of Neon Energy, having been involved in the acquisition of the corporate database in 2005.

Mr Stein was appointed a Director of the Company on 27 October 2009.

(b) **Ken Charsinsky**

Mr Charsinsky has over 36 years' of worldwide international E&P experience in both technical and management roles. After receiving an MS Geology degree from Rensselaer Polytechnic Institute, he commenced his career with Cities Service Oil and Gas Company. He has subsequently worked for Oxy, Maxus Energy, CMS (Nomeco) Oil and Gas Company and Noble Energy Inc. He has held several management positions including assignments as MD in Congo and Tunisia.

During his tenure on those projects production was enhanced and exploration discoveries were made, adding significant value. Prior to assuming his current role as Managing Director at Neon Energy Mr Charsinsky was Exploration Director, International New Ventures for Noble Energy Inc. He was responsible for the acquisition of a number of key strategic assets in Equatorial Guinea, Cameroon, Nicaragua and Southeast Asia.

Mr Charsinsky was appointed a Director of the Company on 27 October 2009.

(c) **John Lander**

Mr Lander has over 45 years' experience in the international E&P industry. He began as a geophysicist with Shell prior to holding executive positions at RTZ Oil and Gas Limited, Pict Petroleum plc, Premier Oil plc, British-Borneo Petroleum Syndicate plc and Tullow Oil plc. In addition he has held directorships with several successful oil and gas companies listed in the United Kingdom, and is currently a non-executive director of Trajan Energy Ltd.

Mr Lander was appointed a Director of the Company on 27 October 2009.

Pursuant to Section 203D(4) of the Corporations Act, the Current Directors have provided a written statement for circulation to members to put their case to members. This statement has been included in Schedule 3.

7. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

8. Definitions

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

Board means the board of Directors.

Chairman means the person appointed to chair the Meeting.

Company or **Neon** means Neon Energy Limited ACN 002 796 974.

Constitution means the constitution of the Company.

Convening Shareholder means Evoworld Corporation Pty Ltd ACN 601 545 742.

Corporations Act means the Corporations Act 2001 (Cth).

Current Directors means the current Directors, namely Alan Stein, Ken Charsinsky and John Lander.

Director means a director of the Company.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Listing Rules means the listing rules of ASX.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means this notice of meeting.

Proposed Directors means the persons proposed to be elected as Directors pursuant to Resolutions 1, 3 and 5, namely Timothy Kestell, Peter Pynes and Ross Williams.

Resolution means a resolution contained in this Notice.

Schedule means a schedule to this Notice.

Section means a section contained in this Explanatory Memorandum.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a shareholder of the Company.

WST means Western Standard Time, being the time in Perth, Western Australia.

In this Notice, words importing the singular include the plural and vice versa.

EVOWORLD CORPORATION PTY LTD

ACN: 601 545 742

Office: Level1, 248 Hay Street, Subiaco WA 6008

Postal: PO Box 8294, Subiaco East WA 6008

Dear Fellow Shareholder,

THE CASE FOR CHANGE

Evoworld Corporation Pty Ltd is the largest shareholder of Neon Energy Limited, owning 110,552,266 shares in Neon, representing 19.99% of the company.

We have called an Extraordinary General Meeting (EGM) to seek to remove the existing Neon Board of Directors and replace them with a new and experienced Board comprised of individuals who have had significant success in creating shareholder wealth over a number of years and who have been involved in a range of different transactions.

The proposed Board comprises Tim Kestell, Peter Pynes and Ross Williams. Additional details on the proposed Directors and transactions which they have been involved in are provided in the 'Proposed Solution' Section below.

WHAT HAVE THE CURRENT DIRECTORS OF NEON ACHIEVED?

Since the current Board, Mr Alan Stein, Mr John Lander and Mr Ken Charsinsky, was appointed in October 2009 the Company has suffered **five consecutive losses over reporting periods, totalling in excess of \$97 million!**

Mr Ken Charsinsky received total benefits as Managing Director **in excess of \$685,000** in the last financial year whilst **total shareholder returns over 1 year are down 95%! And down 33% over the 5 year period.**

The current Board has overseen significant cost over-runs in the Company's Vietnam Drilling activities with ENI, default on contractual obligations with KrisEnergy and the unexpected sale of the Company's Californian-based assets.

STRIKE 1

Cost over-runs on drilling activities in Vietnam

Vietnam Drilling activities have resulted in significant cost over-runs and an uncertain liability for the Company. Neon's Presentation to its Annual General Meeting on 30 May 2014, recorded that Neon:

"...had very limited ability to control the actions of the Operator,"

STRIKE 2

Contract Default: Neon was unable to pay a cash call for 3D seismic mobilization to Operator KrisEnergy.

Neon, "paid a USD \$300,000 'good faith' payment", never to be recovered, and then defaulted on payment of the contract balance which was followed by a Notice of Withdrawal from KrisEnergy.

STRIKE 3

Sale of Californian-based Assets

Despite being the Company's main undertaking at the time, producing oil and revenue, the Board sold the Company's Californian-based assets without consulting shareholders.

Was the Board forced to sell the Company's 'Crown Jewels' to pay for the problems in Vietnam?

Did shareholders get the best price for these assets?

STRIKE 4

Settlement Payment to ENI Vietnam and Kris Energy

On 15 October 2014, Evoworld's lawyers wrote to the Board of Neon Energy as follows:

"Further, our client has become aware that the settlement of the dispute in relation to the Vietnamese assets occurred in circumstances where Neon Energy (the parent company) provided the funding in circumstances where there was no parent company guarantee in place which would oblige Neon Energy or any other member of the group, other than the subsidiary which was a joint venture participant, to be liable for the claim. Our client has asked us to enquire whether this is in fact the case and why the significant settlement amount paid was agreed if this was indeed the case."

On 17 October 2014, Neon's legal representative responded:

"We are instructed to respond on our clients' behalf to confirm that the board of Neon Energy is satisfied that it settled the dispute in the proper discharge of its duties to the company and in the interests of all shareholders."

It is not clear from the above response whether there was, in fact, a parent company guarantee and whether the Company was legally required to make any payment on behalf of the subsidiary.

On the basis of an AUD/USD exchange rate of \$0.85, the payment of \$5,750,000 USD equates to approximately **1.2 cents** per Neon share, not including the extra value that might have been derived from its working interest and insurance claim potential.

STRIKE 5

Current Meo Australia Limited Scheme Transaction

The Meo Australia Limited Scheme transaction was entered into only 4 days before the proxy cut off for the last Shareholder Meeting. Cash is king in these difficult times. Why was the transaction promoted as a 'merger of equals' when:

- (a) MEO market cap:- approx.\$12m*
- (b) NEON market cap:- approx. \$19m*

and

- (c) Meo has circa \$11.7m of cash and Neon circa \$25.3m of cash**

Since the deal was announced to the ASX on 5 November 2014, the oil price has dropped significantly and the value of MEO assets should be revalued accordingly.
*(*as at 5/12/14)(**Merger announcement 5/11/14)*

Have shareholder funds been used responsibly having regard to:

- the five consecutive Reporting Period losses, totalling in excess of \$97 million;
- the loss of \$300,000 USD as a 'good faith payment' to KrisEnergy;
- the payment of \$5,750,000 USD to ENI Vietnam and KrisEnergy, assignment of interest and all net proceeds from potential insurance claim settlement;
- the total benefits paid to the Company's Managing Director, in excess of \$685,000, in the last financial year.

PROPOSED SOLUTION

1. **INSTALL A NEW BOARD WITH A PROVEN TRACK RECORD**
2. **REDUCE OVERHEAD COSTS TO UNDER \$500,000 PER YEAR**
3. **MAKE PROFITS NOT LOSSES**
4. **START AN ON MARKET BUY BACK TO UNDERPIN THE SHARE PRICE**
5. **SEARCH FOR OPPORTUNITIES THAT WILL MAKE SHAREHOLDERS MONEY**

INDAGO RESOURCES LIMITED (2009-2011)

Mr Kestell and Mr Pynes were appointed to the board of Indago Resources Limited on 26 August 2009.

Between December 2009 and June 2011 the NTA per share of Indago increased from \$2.50 to \$7.35. An almost 3 times increase.

This stunning result was achieved by making pretax profits in excess of \$46.9million (over the 2010 and 2011 years).

TUSKER GOLD (2009)

Indago Resources Limited spun out its Tanzanian gold assets into a new IPO, Tusker Gold pre Xmas 2009.

Tusker Gold received a cash bid from Barrick Gold on 8 Feb 2010 at \$0.80 per share...some 4 times the IPO price of \$0.20 completed some 8 weeks prior.

SHAREHOLDERS RECEIVED 4 TIMES THEIR INITIAL INVESTMENT BACK IN CASH

EMERALD OIL AND GAS NL

Mr Kestell and Mr Pynes were appointed to the Board of Emerald Oil and Gas NL on 11 October 2013. Mr Ross Williams was appointed to the Board on 4 October 2013.

At the time of Mr Kestell and Mr Pynes' initial investment in September 2013 the share price was \$0.009. The current share price (5th December 2014) is \$0.022 per share which is an increase of more than double the September 2013 share price.

CONCLUSION

Shareholders have lost real value during the tenure of the current board.

Evoworld is heavily invested in NEON and its nominees are highly motivated to grow shareholder value.


Please Call 08 6144 4831 to organise to speak with a director of Evoworld.

Schedule 2 - Notices of Candidature from the Proposed Directors

Nomination for Candidature for the Office of a Director of
Neon Energy Limited (ACN 002 796 974)

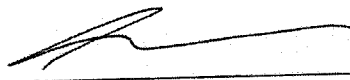
Pursuant to clause 13.3 of the Constitution of Neon Energy Limited (ACN 002 796 974) (Company), Evoworld Corporation Pty Ltd (ACN 601 545 742) (Evoworld), being a member of the Company, hereby nominates Peter Pynes to the position of director of the Company.

Executed by Evoworld Corporation Pty Ltd
ACN 601 545 742 in accordance with section
127 of the Corporations Act:



Signature of Director

TIMOTHY VESTELL
Name of Director in full



Signature of Secretary/other Director

ROSS WILLIAMS
Name of Secretary/other Director in full

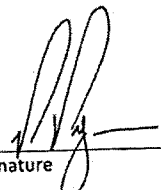
Consent to Nomination for Candidature

For the purposes of clause 13.3 of the Constitution of the Company, I, Peter Pynes, hereby consent to the above nomination for candidature as a director of the Company in order that I may be considered eligible for election to the office of director of the Company at the general meeting of shareholders of the Company to be convened by Evoworld pursuant to section 249F of the Corporations Act 2001 (Cth) (Corporations Act) as advised to the Company in a written notice served on the Company on 13 November 2014.

Pursuant to Section 201D of the Corporations Act, I also hereby consent to act as a director of the Company.

Date: 19/11/14

Signed by Peter Pynes:




Signature

Nomination for Candidature for the Office of a Director of Neon Energy Limited (ACN 002 796 974)

Pursuant to clause 13.3 of the Constitution of Neon Energy Limited (ACN 002 796 974) (Company), Evoworld Corporation Pty Ltd (ACN 601 545 742), being a member of the Company, hereby nominates Ross Williams to the position of director of the Company.


Executed by Evoworld Corporation Pty Ltd
ACN 601 545 742 in accordance with section
127 of the Corporations Act:



Signature of Director

Timothy Veske

Name of Director in full



Signature of Secretary/other Director

Peter Pines

Name of Secretary/other Director in full

Consent to Nomination for Candidature

For the purposes of clause 13.3 of the Constitution of the Company, I, Ross Williams, hereby consent to the above nomination for candidature as a director of the Company in order that I may be considered eligible for election to the office of director of the Company at the general meeting of shareholders of the Company to be convened by Evoworld pursuant to section 249F of the Corporations Act 2001 (Cth) (Corporations Act) as advised to the Company in a written notice served on the Company on 13 November 2014.

Pursuant to Section 201D of the Corporations Act, I also hereby consent to act as a director of the Company.

Date: 19/11/14.

Signed by Ross Williams:




Signature


Nomination for Candidature for the Office of a Director of Neon Energy Limited (ACN 002 796 974)

Pursuant to clause 13.3 of the Constitution of Neon Energy Limited (ACN 002 796 974) (Company), Evoworld Corporation Pty Ltd (ACN 601 545 742), being a member of the Company, hereby nominates Timothy Kestell to the position of director of the Company.

Executed by Evoworld Corporation Pty Ltd
ACN 601 545 742 in accordance with section
127 of the Corporations Act:



Signature of Director
ROSS WILLIAMS
Name of Director in full



Signature of Secretary/other Director
PETER PYNES
Name of Secretary/other Director in full


Consent to Nomination for Candidature

For the purposes of clause 13.3 of the Constitution of the Company, I, Timothy Kestell, hereby consent to the above nomination for candidature as a director of the Company in order that I may be considered eligible for election to the office of director of the Company at the general meeting of shareholders of the Company to be convened by Evoworld pursuant to section 249F of the Corporations Act 2001 (Cth) (Corporations Act) as advised to the Company in a written notice served on the Company on 13 November 2014.

Pursuant to Section 201D of the Corporations Act, I also hereby consent to act as a director of the Company.

Date: 19/11/14

Signed by Timothy Kestell:



Signature

Schedule 3 - Statement from Current Directors

3 December 2014

Directors' Statement

Dear Shareholder,

In calling its shareholder meeting, Evoworld Corporation Pty Ltd (**Evoworld**) is once again attempting to gain control of Neon Energy and its substantial cash assets, through the removal of the existing Directors and the appointment of Evoworld nominees Timothy Kestell, Peter Pynes and Ross Williams.

At the Company general meetings held on 12 November 2014, shareholders voted comprehensively against Evoworld's proportional takeover offer to buy 30% of the shares it did not own, and its attempt to replace the existing Board of Directors. The Board of Neon Energy regards the subsequent actions by Evoworld as extremely disappointing, particularly given that Evoworld advised of its intent to call this new shareholder meeting less than 24 hours after the 12 November meeting, and with no new information presented as justification.

The shareholder vote of 12 November 2014 represents a clear rejection of Evoworld, and endorsement of Neon Energy's growth strategy, being the proposed merger with MEO Australia Limited (**MEO**).

On a number of occasions Neon Energy has requested that Evoworld provide a draft of this Notice of Meeting so that the Company's Directors could directly respond to Evoworld's proposed resolutions and supporting statements. Regrettably Evoworld has declined to cooperate, and therefore this Director's Statement is provided without Neon Energy's Directors having had the benefit of reviewing the Notice of Meeting, or the resolutions and statements herein.

The Board of Neon Energy anticipates that it will respond in full to the resolutions and statements presented within this Notice of Meeting soon after a copy becomes available to it.

As your Directors we have a duty to protect the interests of ALL Neon Energy shareholders. Prior to initiating its proportional takeover offer, Evoworld failed to approach the Board in their capacity as a major shareholder, in order to seek representation on the Board and/or a change of management/strategy. If Evoworld had adopted this approach, the Board would have given the matter serious consideration. Evoworld have not engaged in any meaningful way and have failed to offer any constructive suggestions. Evoworld seeks total control of Neon Energy without any independent representation on the Company's Board, presenting a risk to the vast majority of shareholders. We can only speculate on Evoworld's plans for your Company and its cash assets, and it seems that Evoworld is acting without appropriate regard for the interests of the majority of shareholders.

The Board remains convinced that the interests of the majority of shareholders are best served by voting against the resolutions as proposed by Evoworld. I refer you to Neon Energy's announcement to the ASX of 26 November 2014 for detailed information regarding the results of the 12 November 2014 shareholder meetings, and Neon Energy's response to Evoworld's criticism of the proposed merger with MEO.

If you support the proposed merger with MEO it is important that you vote **AGAINST** Evoworld's latest resolutions in advance of the proxy deadline.


Please note: It is possible that you will receive a pre-completed proxy form with all voting boxes marked for Evoworld's resolutions. Neon Energy will not send shareholders a pre-completed proxy form. If voting by proxy form, we recommend that shareholders make up their own minds regarding Evoworld's resolutions, and vote accordingly using the standard (blank) proxy form.

Your Board has presented a clear path to create sustainable shareholder value, through the merger with MEO. The Directors of Neon Energy value the recent support provided by the majority of the Company's voting shareholders, and we thank you in anticipation of your continued support so that we can proceed to execute our growth strategy for the benefit of all shareholders.

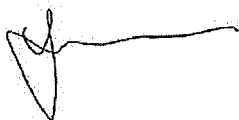
Yours sincerely,

A handwritten signature in black ink, appearing to read 'Alan Stein', written in a cursive style.

Alan Stein
Non-Executive Chairman

A handwritten signature in black ink, appearing to read 'Ken Charsinsky', written in a cursive style.

Ken Charsinsky
Managing Director

A handwritten signature in black ink, appearing to read 'John Lander', written in a cursive style.

John Lander
Non-Executive Director