

20 April 2015

The Company Announcements Platform  
Australian Securities Exchange  
Exchange Centre  
20 Bond Street  
SYDNEY NSW 2000

---

**Tap Oil Limited**  
ABN 89 068 572 341  
Level 1, 47 Colin Street  
West Perth WA 6005  
Australia  
T: +61 8 9485 1000  
F: +61 8 9485 1060  
E: [info@tapoil.com.au](mailto:info@tapoil.com.au)  
[www.tapoil.com.au](http://www.tapoil.com.au)

## **NOTICE OF 2015 ANNUAL GENERAL MEETING AND LETTER TO SHAREHOLDERS**

Tap Oil Limited (**ASX: TAP**) advises that the 2015 Notice of Annual General Meeting, Proxy Form and a Letter to Shareholders are attached. These documents will be dispatched to the Company's shareholders no later than 23 April 2015.

A copy of the Company's Annual Report will be dispatched to those shareholders who elected to receive one no later than 30 April 2015.

The 2015 Notice of Meeting, Proxy Form and Letter to Shareholders can be downloaded from the Company's website [www.tapoil.com.au](http://www.tapoil.com.au).

---

***Enquiries:***

Melanie Williams      Company Secretary  
Telephone:            +61 8 9485 1000  
Email:                 [info@tapoil.com.au](mailto:info@tapoil.com.au)  
Website:              [www.tapoil.com.au](http://www.tapoil.com.au)

---

***Media Enquiries:***

Rebecca Lawson  
Media & Capital Partners  
Telephone            +61 433 216 269

---

20 April 2015

**Tap Oil Limited**  
ABN 89 068 572 341

Level 1, 47 Colin Street  
West Perth WA 6005  
Australia

T: +61 8 9485 1000  
F: +61 8 9485 1060  
E: [info@tapoil.com.au](mailto:info@tapoil.com.au)

[www.tapoil.com.au](http://www.tapoil.com.au)

Dear Fellow Shareholder

Enclosed are the documents for the 2015 Annual General Meeting of the shareholders of Tap Oil Limited.

As you would be aware, the Thai entrepreneur, Mr Chatchai Yenbamroong has notified the Company of his intention to move resolutions, at a meeting of Tap shareholders which he intends to convene, to replace all but one of Tap's existing directors with his own nominees.

As the 2015 Annual General Meeting includes a resolution to vote on the re-appointment of the only Tap director (Dr Douglas Schwebel) not subject to Mr Yenbamroong's removal resolutions, I would urge you to exercise your vote in **FAVOUR** of all resolutions at the upcoming 2015 Annual General Meeting.

I wanted to also take this opportunity to update you regarding the status of Mr Yenbamroong's attempts to replace three of Tap's existing directors with his own nominees, and to force Tap to make certain payments to his Northern Gulf company in circumstances where Tap considers there is no proper legal or commercial basis for payment of such amounts.

Despite providing notice of his intention to reconstitute the Board of Tap back in February, as at the date of this letter, Mr Yenbamroong has not proceeded to call any meeting of shareholders to consider his proposal. Further, Mr Yenbamroong has provided no alternative vision for the Company, nor outlined what his proposed new directors would intend to do differently to your current Board. There is also uncertainty as to whether his nominee directors are still willing to remain as his nominees, given that their identity was not mentioned in his letter to Tap shareholders dated 30 March 2015.

Tap has requested confirmation from Mr Yenbamroong that he intends to follow through with his proposal to convene a shareholders' meeting for these purposes. Mr Yenbamroong has to date not yet provided any such confirmation. The Tap Board considers the continuing uncertainty regarding Mr Yenbamroong's proposal is not in the best interests of Tap shareholders.

The Tap Board is equally concerned with Mr Yenbamroong and his Northern Gulf company's repeated demand for payments from Tap in circumstances where Tap considers there is no proper legal or commercial basis for making those payments. Tap considers the recent issue of a statutory demand for payment of certain amounts is an abuse of process and has forced Tap to take the necessary steps to seek to set aside this statutory demand and seek payment of Tap's legal costs. This is a further unwanted and unnecessary distraction to Tap's Board and executive management team.

On behalf of the Board, it is disappointing that our major shareholder is taking such actions, which we believe have significantly destabilised the Company at a time when we are already in an unstable and depressed oil price environment. The Tap Board believes that these destabilising actions of Mr Yenbamroong and his Northern Gulf companies are not in the best interests of all shareholders. Since Mr Yenbamroong notified the company of his proposal, the Company's share price has declined substantially – at one point hitting a low of \$0.22.

Despite these unwanted distractions, the Tap Board has been and is continuing to diligently investigate all available options to manage the Company through this period and to seek to maximise value for **all** shareholders.

The Tap Board will continue to keep you advised of all material developments in relation to this matter.

We look forward to your continued support, and to seeing you at Tap's 2015 Annual General Meeting.

Yours sincerely

A handwritten signature in blue ink, appearing to read 'DB', with a long, sweeping horizontal line extending to the right.

**DOUGLAS BAILEY**  
**CHAIRMAN**

For further information regarding **Tap Oil Limited**, please contact:

**Troy Hayden** (Managing Director/CEO)

**Anna Sudlow** (Investor Relations & Commercial Manager)

Telephone: +61 8 9485 1000

Email: [info@tapoil.com.au](mailto:info@tapoil.com.au)

Website: [www.tapoil.com.au](http://www.tapoil.com.au)



**NOTICE OF  
2015 ANNUAL GENERAL MEETING**

**10.00am (WST)**  
**Tuesday, 26 May 2015**  
Grevillea Room  
Rendezvous Hotel  
24 Mount Street, Perth, Western Australia



**Tap Oil Limited**  
ABN 89 068 572 341

Level 1, 47 Colin Street  
West Perth WA 6005  
Australia

**T:** +61 8 9485 1000  
**F:** +61 8 9485 1060  
**E:** [info@tapoil.com.au](mailto:info@tapoil.com.au)  
[www.tapoil.com.au](http://www.tapoil.com.au)

## **SHAREHOLDER LETTER AND PROXY FORM 2015 ANNUAL GENERAL MEETING**

Dear Shareholder,

I am pleased to invite you to the 2015 Annual General Meeting of Tap Oil Limited to be held on Tuesday, 26 May 2015 at 10.00am (WST) in the Grevillea Room at the Rendezvous Hotel, 24 Mount Street, Perth, Western Australia.

**If you are attending the Annual General Meeting, you will need to register at the registration desk on the day. Prompt registration will be facilitated if you bring your Proxy Form with you which includes a bar code at the top. Your Proxy Form is enclosed with this notice.**

If you are unable to attend the Annual General Meeting but wish to vote on the resolutions being considered at the meeting, you may appoint a proxy to act on your behalf in accordance with the directions in your enclosed Proxy Form. You may also appoint your proxy online at [www.investorvote.com.au](http://www.investorvote.com.au). To be valid, your Proxy Form or electronic proxy instructions must be received by 10.00am (WST) on Sunday, 24 May 2015.

Your Directors and the management of Tap Oil Limited look forward to seeing you at the Annual General Meeting. Should you require any further information, please contact me on +61 8 9485 1000.

Yours sincerely

A handwritten signature in black ink, appearing to read "Melanie Williams".

**MELANIE WILLIAMS**  
**COMPANY SECRETARY**  
17 April 2015

# NOTICE OF 2015 ANNUAL GENERAL MEETING

Notice is given that the 2015 Annual General Meeting of shareholders of Tap Oil Limited ABN 89 068 572 341 (**Company**) will be held in the Grevillea Room at the Rendezvous Hotel, 24 Mount Street, Perth, Western Australia on Tuesday, 26 May 2015 at 10.00am (WST).

The Explanatory Statement that accompanies and forms part of this Notice of Annual General Meeting describes the business to be considered at the meeting.

## AGENDA

### ORDINARY BUSINESS

#### 1. Financial Report for the year ended 31 December 2014

To receive and consider the financial statements of the Company and its controlled entities, and the reports of the Directors and of the auditors, for the financial year ended 31 December 2014.

#### 2. Resolution 1: Re-election of Dr Douglas Schwebel

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

*"That, Dr Douglas Schwebel, who retires by rotation in accordance with Article 6.3(e) of the Company's Constitution, and being eligible for election, be re-elected as a Director of the Company."*

Details of the qualifications and experience of Dr Douglas Schwebel and the recommendation of the directors (other than Dr Schwebel) in relation to Dr Schwebel's re-election are set out in the attached Explanatory Statement.

#### 3. Resolution 2: Adoption of Remuneration Report for the year ended 31 December 2014

To consider and, if thought fit, to pass the following resolution as a non-binding resolution:

*"That the Remuneration Report for the year ended 31 December 2014 (which is contained in the Company's 2014 Annual Report) be adopted."*

*Note:*

- This vote is advisory only and does not bind the Company or the directors of the Company (**Directors**).
- Shareholders should note that the result of the vote on this Resolution 2 may affect the 2016 Annual General Meeting. Under the *Corporations Act 2001* (Cth) (**Corporations Act**), if 25% or more of the votes cast at the meeting are against this Resolution 2 (constituting the 'first strike'), a resolution on whether to hold a further meeting to spill the board of the Company would be put to shareholders if a 'second strike' occurs at the 2016 Annual General Meeting. Any such spill resolution would be included in the meeting documentation of the 2016 Annual General Meeting.

#### Voting prohibition

In accordance with the Corporations Act, a vote on Resolution 2 must not be cast by or on behalf of any of the key management personnel (as defined in section 9 of the Corporations Act) (**KMP**) whose remuneration is included in the Remuneration Report, or by any of their closely related parties. KMPs are the Company's Directors and all other persons having authority and responsibility (directly or indirectly) for planning, directing and controlling the activities of the Company. The Remuneration Report identifies the Company's KMP for the financial year ended 31 December 2014. "Closely related party" is defined in the Corporations Act and includes certain family members, dependants and companies controlled by the relevant KMP.

However, a person described above may cast a vote on this Resolution 2 if the vote is not cast on behalf of such a person and either:

- the vote is cast as proxy appointed by writing that specifies how the proxy is to vote on Resolution 2; or
- the vote is cast by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy.

If you are a KMP or a closely related party of a KMP (or are acting on behalf of any such person) and purport to cast a vote that will be disregarded by the Company (as indicated above), you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

## **SPECIAL BUSINESS**

### **4. Resolution 3: Proportional Takeover Provisions Renewal**


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

*"That the Company renew the proportional takeover provisions contained in Article 4.5 and Schedule 5 of the Company's Constitution for a period of 3 years from the date of this Resolution."*

### **5. Other Business**

To transact any other business as may be brought before the Annual General Meeting.

**By Order of the Board**

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

**MELANIE WILLIAMS**  
**COMPANY SECRETARY**  
17 April 2015

# EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of shareholders of Tap Oil Limited ABN 89 068 572 341 (**Company**) in connection with the business to be conducted at the 2015 Annual General Meeting, and should be read in conjunction with the accompanying Notice of Annual General Meeting.

## ORDINARY BUSINESS

### 1. Financial Report for the year ended 31 December 2014

In accordance with the Company's Constitution and the *Corporations Act 2001* (Cth) (**Corporations Act**), the business of the Annual General Meeting will include receipt and consideration of the Company's financial statements of the Company and its controlled entities, and the reports of the Directors and of the auditors, for the year ended 31 December 2014.

The Company's annual financial report has been made available to shareholders and is available on its website at [www.tapoil.com.au](http://www.tapoil.com.au).

The Company does not provide a hard copy of the Company's annual financial report to shareholders unless specifically requested to do so.

Shareholders are not required to vote on the financial statements and the reports of the directors and auditors. During this item of business, there will be an opportunity for shareholders to comment on and ask questions about the financial statements and the reports of the directors, auditors and the management of the Company.

### 2. Resolution 1: Re-election of Dr Douglas Schwebel, Non-Executive Director

It is a requirement under Article 6.3(b) of the Company's Constitution that directors of the Company (**Directors**) (other than the Managing Director) must retire no later than the longer of the third Annual General Meeting or 3 years from the date of their appointment. In addition, the Company's Constitution specifies that one third of Directors (rounded down to the nearest whole number) must retire at each Annual General Meeting. Accordingly, Dr Douglas Schwebel retires and, being eligible, has offered himself for re-election as a Director of the Company.

Dr Schwebel has over 35 years of experience in the oil and gas sector working in both large and small companies.

During his 26-year career with ExxonMobil between 1980 and 2006, Dr Schwebel held various technical and managerial positions in Australia, the USA and Asia. His roles covered the upstream value chain, from strategy development to exploration, resource commercialisation, development and production. He has managed large successful exploration drilling campaigns in Australia and SE Asia. He was responsible for the discovery of the giant Jansz-lo gas field on the NW Shelf and played a key role in its integration into the Gorgon LNG project. He also had a lead role in efforts to commercialise the giant Hides gas field in PNG.

Between 2008 and 2011, Dr Schwebel was Chief Executive Officer of the privately owned Pexco NV and its Australian subsidiary Benaris International Pty Ltd. During his time with Pexco he oversaw a period of growth during which the company increased its interests in the Geographe-Thylacine gas project in offshore Victoria and expanded its exploration footprint in SE Asia.

Dr Schwebel has also served as a Non-Executive Director on the Boards of Roc Oil Limited and Great Artesian Oil & Gas Limited, and is currently a Non-Executive Director of Beach Energy.

Dr Schwebel's technical and commercial experience across all aspects of the upstream oil and gas business has given him a set of skills which complement the other members of the Company's Board.

All of the Directors (other than Dr Schwebel who declines to make a recommendation because of his interest in this Resolution) fully support Dr Schwebel's re-election, and recommend that shareholders vote in favour of Resolution 1.

### 3. Resolution 2: Adoption of Remuneration Report for the year ended 31 December 2014

In accordance with section 250R(2) of the Corporations Act, the Board is presenting the Company's Remuneration Report for the year ended 31 December 2014 to shareholders for consideration and adoption by way of a non-binding resolution.

The Remuneration Report details the Company's policy on the remuneration of non-executive directors, the Chief Executive Officer and other senior executives and is set out on pages 10 to 24 of the Directors' Report in the Company's Financial Report for the financial year ended 31 December 2014, which has been made available to shareholders and is available on the Company's website at [www.tapoil.com.au](http://www.tapoil.com.au).

The vote on Resolution 2 is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

The Chairman of the Annual General Meeting will allow a reasonable opportunity for shareholders as a whole to ask about, or make comments on, the Remuneration Report.

The Directors recommends that shareholders vote in favour of adopting the Remuneration Report.

The Corporations Act prohibits certain persons from voting on this resolution (see voting prohibition in Resolution 2).

## **SPECIAL BUSINESS**

### **4. Resolution 3: Proportional Takeover Provision Renewal**

Resolution 3 proposes to renew existing provisions of the Company's Constitution which have the effect that transfers of shares acquired under a proportional takeover bid will not be registered unless a resolution approving the bid is passed by holders of bid class securities. In accordance with the Corporations Act, the existing provisions (which were approved by shareholders at the 2012 Annual General Meeting) cease to operate three years after their adoption unless members resolve by special resolution to renew them in accordance with the statutory procedure.

This provision will only apply to proportional offers, that is, to takeover offers for less than 100% of each holder's holding.

The provisions will have no application to those takeover bids under which an offer is made for all of the securities in a class of securities.

If the provisions are renewed and a proportional takeover bid is made for securities of the Company, the Directors will call a meeting of holders of bid class securities to vote on a resolution to approve that bid. Each security holder affected will be entitled to vote (except for the bidder and persons associated with the bidder, who may not vote). Approval of the bid will require a simple majority of the votes cast.

The meeting must be held at least 15 days before offers close under the bid, so that holders should know the result of the voting before they have to make up their minds whether or not to accept for their own securities.

The provisions will again contain a "sunset clause". They will cease to operate after three years of adoption unless members resolve by special resolution to further renew them in accordance with the statutory procedure.

### **Strategic Review**

As announced on 5 March 2015, the Company is currently conducting a formal strategic review process to investigate all available options to maximise value for its shareholders. These options include the potential sell down of some or all of the Company's interest in the Manora project in Thailand, as well as investigating any 'whole of company' proposals that may emerge.

As part of this process, the Company has been and continues to enter into discussions with a range of industry and market participants who have expressed an interest in investing in the Company and/or its assets. However, as at the day on which this Explanatory Statement is prepared, the Company has not received any binding proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company. So far as the Company is aware, none of these expressions of interest involve the potential making of a proportional takeover bid for the Company's shares, nor impacted the process to put to shareholders the renewal of the existing provisions governing proportional takeover bids as set out in Resolution 3.

The Company will keep shareholders advised of any material developments as the strategic review progresses.

### **Advantages of the proposal to shareholders**

- (a) The proposal would enable shareholders to act in a cohesive manner and thereby avoid the coercion of shareholders that arises where they believe the offer to be inadequate, but nevertheless accept through fear that other shareholders will accept.
- (b) The proposal would enable shareholders, by combining together, to veto a change of control that would lock them into a minority position.
- (c) The existence of the approval machinery in the Company's Constitution would make it more probable that any takeover bid will be a full bid for the whole shareholding of each member, so that shareholders may have the opportunity of disposing of all their shares rather than only a proportion of their shares.
- (d) If a proportional takeover bid should be made, the existence of the approval machinery will make it more probable that a bidder will set its offer price at a level that will be attractive to the shareholders who vote.

### **Disadvantages of the proposal to shareholders**

- (a) By placing obstacles in the way of proportional takeover bids, the proposal may tend to discourage proportional takeover bids, thus reducing the opportunity for shareholders to sell a portion of their holding.
- (b) It is possible (though, in the opinion of the Board, unlikely) that the existence of the provisions might have an adverse effect on the market value of the Company's shares by making a proportional takeover bid less likely and thereby reducing any takeover speculation element in the share price.
- (c) An individual shareholder who wishes to accept a proportional takeover bid will be unable to sell to the bidder unless a majority of shareholders favour the proportional takeover bid.

### **Advantages and disadvantages of the proposal for the Directors**

If the Directors consider that a proportional takeover bid should be opposed, they will be assisted in preventing the bidder from securing control of the Company if the bidder needs a majority of the votes cast by the independent shareholders before it can succeed.

On the other hand, under the proposal, if a proportional takeover bid is commenced, the Directors must call a meeting to seek the shareholders' views. The Directors must do so even though they believe that the bid should be accepted.

Under the approval machinery, the most effective view on the proportional takeover bid will become the view expressed by the vote of the shareholders themselves at the meeting.

### **Reasons for proposing the resolution**

The reasons why the Board has proposed that the Company's Constitution should continue to provide for shareholder approval on proportional takeover bids are set out above as the advantages of the proposal.

Your Directors consider that the advantages associated with the proportional takeover provisions outweigh the disadvantages. They consider that shareholders should have the power to prevent the control of the Company from passing to a bidder without it making a bid for all the bid class shares. They believe that the approval procedure is the best procedure available to shareholders to ensure that they are not forced to accept a proportional offer even though they do not wish the bidder to obtain control of the Company.

The Directors therefore consider Resolution 3 to be in the interests of the shareholders, and recommend that shareholders adopt it by voting in favour of this Resolution 3.

### **Enquiries**

Shareholders should contact the Company Secretary, Ms Melanie Williams, on +61 8 9485 1000 if they have any queries in respect of the matters set out in this Notice of Annual General Meeting or the accompanying Explanatory Statement.

# NOTES

The Notice of Annual General Meeting, Explanatory Statement and proxy form should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser prior to voting.

## Determination on entitlement to attend and vote

Pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Directors have determined that the persons eligible to vote at the Annual General Meeting are those registered shareholders of the Company at 5.00pm (WST) on Monday, 25 May 2015. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

## Proxies, attorneys and representatives

A shareholder of the Company who is entitled to attend and cast two or more votes at a meeting of shareholders is entitled to appoint no more than two proxies. Where two proxies are appointed, the shareholder may specify the proportion of the shareholder's votes that each proxy may exercise. If the shareholder appoints two proxies and the proportions are not specified, each proxy may exercise half of the votes. If there are two proxies for a shareholder present at a meeting, neither proxy may vote on a show of hands.

A body corporate may appoint an individual as its representative to attend and vote at the meeting and exercise any other powers the body corporate can exercise at the meeting. The appointment may be a standing one. The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

A proxy, attorney or (in the case of a shareholder which is a body corporate) corporate representative of a shareholder need not be a shareholder of the Company.

An appointment of proxy, attorney or corporate representative for this meeting is effective only if the Company receives the appointment (and any authority under which the appointment was signed or a certified copy of the authority) not less than 48 hours before the meeting by one of the following means of delivery:

- online at [www.investorvote.com.au](http://www.investorvote.com.au);
- by hand to Computershare Investor Services Pty Limited, Level 2, 45 St Georges Terrace, Perth WA;
- by post to Tap Oil Limited, c/- Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001 Australia;
- by fax to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or
- for Intermediary Online subscribers only (custodians or nominees), online at [www.intermediaryonline.com](http://www.intermediaryonline.com).

## Undirected and directed proxies

The Company encourages all shareholders who submit proxies to direct their proxy how to vote on each resolution.

The Company will not disregard any votes cast on a resolution by a person if the person is the chairman of the meeting (**Chairman**) voting an undirected proxy and their appointment expressly authorises the Chairman to exercise the proxy.

If you intend to appoint the Chairman as your proxy, you can direct him how to vote by marking the boxes for each resolution (for example, if you wish to vote "for", "against" or "abstain" from voting), or you can not mark any of the boxes and give the Chairman your express authority to vote your undirected proxy (in which case the Chairman will vote in favour of all resolutions).

If you intend to appoint another member of the KMP (such as one of the directors) or one of their closely related parties as your proxy, please ensure that you direct them how to vote on Resolution 2. If you leave your proxy form undirected on Resolution 2, the relevant KMP (other than the Chairman) and their closely related parties will not be able to vote your shares on Resolution 2. If the Chairman of the Annual General Meeting is your proxy and you do not direct the Chairman how to vote in respect of Resolution 2 on the proxy form, you will be deemed to have directed and expressly authorised the Chairman to vote your proxy **in favour** of Resolution 2. This express authorisation acknowledges that the Chairman may vote your proxy even though Resolution 2 is connected directly or indirectly with the remuneration of a KMP and even though the Chairman may have an interest in the outcome of the resolution and is prohibited from voting on the resolution (other than as authorised proxy holder) because of that interest.

In accordance with the Corporations Act, any directed proxies that are not voted on a poll at the meeting will automatically default to the Chairman of the meeting, who is required to vote proxies as directed.

## Enquiries

Shareholders are invited to contact the Company Secretary, Ms Melanie Williams, on +61 8 9485 1000 if they have any queries in respect of the matters set out in the Notice of Annual General Meeting.



Tap Oil Limited  
ABN 89 068 572 341

000001 000 TAP  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Lodge your vote:



**Online:**  
[www.investorvote.com.au](http://www.investorvote.com.au)



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

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**  
(within Australia) 1300 749 354  
(outside Australia) +61 3 9938 4333

## Proxy Form



### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

### Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

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



**For your vote to be effective it must be received by 10:00am (WST) Sunday, 24 May 2015**

### How to Vote on Items of Business

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

#### Appointment of Proxy

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

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

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

**A proxy need not be a securityholder of the Company.**

### Signing Instructions for Postal Forms

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

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

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

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

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form** ➔

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

☐

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



I 9999999999

I ND

## Proxy Form

Please mark ☒ to indicate your directions

### STEP 1

#### Appoint a Proxy to Vote on Your Behalf

XX

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

☐

the Chairman  
of the Meeting **OR**



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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Tap Oil Limited to be held in the Grevillea Room, Rendezvous Hotel, 24 Mount Street, Perth, Western Australia on Tuesday, 26 May 2015 at 10:00 am (WST) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolution:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 2 (except where I/we have indicated a different voting intention below) even though Resolution 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 2 by marking the appropriate box in step 2 below.

### STEP 2

#### Items of Business



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

		For	Against	Abstain
Resolution 1	Re-election of Dr Douglas Schwebel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Adoption of Remuneration Report for the year ended 31 December 2014	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Proportional Takeover Provisions Renewal	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

### SIGN

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact  
Name

\_\_\_\_\_

Contact  
Daytime  
Telephone

\_\_\_\_\_

Date / /

TAP

1 9 8 3 3 6 A

Computershare +