



Marion Energy Limited

Extraordinary General Meeting
30 September 2015



Meeting Agenda

- Chairman's address
- Business



Chairman's Address



Resolution 1: Consolidation of capital

"That, subject to each of the other Recapitalisation Resolutions being passed, pursuant to and in accordance with section 254H of the Corporations Act and for all other purposes, the issued capital of the Company be consolidated on the basis that:

- a) every 100 Shares be consolidated into 1 Share; and
- b) every 100 Options be consolidated into 1 Option,

and, where this Consolidation results in a fraction of a Share or an Option being held, the Company be authorised to round that fraction up to the nearest whole Share or Option (as the case may be)."

Proxy votes received are as follows:

For	Against	Open proxies (see below)	Abstain	Percentage in favour (inc. open proxies)
38,274,043	25,052,135	21,120,957	10,300	70.33%

Open proxies in favour of the chair of the meeting at the time of the meeting will be voted in favour.



Resolution 2: Approval to issue Creditor Shares

"That, subject to each of the other Recapitalisation Resolutions being passed, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 10,000,000 Shares (on a post-Consolidation basis) to the Creditors' Trust established under the DOCA on the terms and conditions set out in the Explanatory Memorandum."

Proxy votes received are as follows:

For	Against	Open proxies (see below)	Abstain	Percentage in favour (inc. open proxies)
3,523,358	10,873,127	21,120,957	10,000	69.37%

Open proxies in favour of the chair of the meeting at the time of the meeting will be voted in favour.



Resolution 3: Approval to distribute Creditor Shares to related party – Nick Stretch Legal

"That, subject to each of the other Recapitalisation Resolutions being passed, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 1,710,401 Shares (on a post-Consolidation basis) to the Creditors' Trust established under the DOCA, to be distributed to Nick Stretch Legal on the terms and conditions set out in the Explanatory Memorandum."

Proxy votes received are as follows:

For	Against	Open proxies (see below)	Abstain	Percentage in favour (inc. open proxies)
38,904,490	24,421,538	21,120,957	10,450	71.07%

Open proxies in favour of the chair of the meeting at the time of the meeting will be voted in favour.



Resolution 4: Approval to issue Placement Shares

"That, subject to each of the other Recapitalisation Resolutions being passed, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 50,000,000 Shares (on a post-Consolidation basis) on the terms and conditions set out in the Explanatory Memorandum."

Proxy votes received are as follows:

For	Against	Open proxies (see below)	Abstain	Percentage in favour (inc. open proxies)
38,293,669	25,025,692	21,121,624	16,450	70.35%

Open proxies in favour of the chair of the meeting at the time of the meeting will be voted in favour.



Resolution 5: Approval to issue Placement Options

"That, subject to each of the other Recapitalisation Resolutions being passed, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 25,000,000 Options (on a post-Consolidation basis) on the terms and conditions set out in the Explanatory Memorandum."

Proxy votes received are as follows:

For	Against	Open proxies (see below)	Abstain	Percentage in favour (inc. open proxies)
38,299,089	25,020,939	21,120,957	16,450	70.36%

Open proxies in favour of the chair of the meeting at the time of the meeting will be voted in favour.



Resolution 6: Election of Director – Mr Faldi Ismail

"That, subject to each of the other Recapitalisation Resolutions being passed, Mr Faldi Ismail, being eligible and offering himself for election, be elected as a Director."

Proxy votes received are as follows:

For	Against	Open proxies (see below)	Abstain	Percentage in favour (inc. open proxies)
38,281,393	25,044,635	21,120,957	10,450	70.33%

Open proxies in favour of the chair of the meeting at the time of the meeting will be voted in favour.



Resolution 7: Election of Director – Mr Nicholas Young

"That, subject to each of the other Recapitalisation Resolutions being passed, Mr Nicholas Young, being eligible and offering himself for election, be elected as a Director."

Proxy votes received are as follows:

For	Against	Open proxies (see below)	Abstain	Percentage in favour (inc. open proxies)
39,688,001	23,658,477	21,110,507	450	71.99%

Open proxies in favour of the chair of the meeting at the time of the meeting will be voted in favour.



Resolution 8: Election of Director – Mr Steven Bryson Haynes

"That, subject to each of the other Recapitalisation Resolutions being passed, Mr Steven Bryson Haynes, being eligible and offering himself for election, be elected as a Director."

Proxy votes received are as follows:

For	Against	Open proxies (see below)	Abstain	Percentage in favour (inc. open proxies)
39,680,001	23,658,477	21,118,507	450	71.99%

Open proxies in favour of the chair of the meeting at the time of the meeting will be voted in favour.



Resolution 9: Removal of auditor

"That, pursuant to and in accordance with section 329(1) of the Corporations Act and for all other purposes, approval is given for the removal of Grant Thornton Audit Pty Ltd as the current auditor of the Company effective from the date of the Meeting."

Proxy votes received are as follows:

For	Against	Open proxies (see below)	Abstain	Percentage in favour (inc. open proxies)
39,672,300	23,667,428	21,110,507	7,200	71.97%

Open proxies in favour of the chair of the meeting at the time of the meeting will be voted in favour.

Resolution 10: Appointment of auditor

"That, subject to Resolution 9 being passed, pursuant to and in accordance with section 327D of the Corporations Act and for all other purposes, Ernst & Young, being qualified and having been nominated and consented in writing to act in the capacity of auditor of the Company, be appointed as auditor of the Company effective from the date of the Meeting and the Directors be authorised to agree the remuneration of Ernst & Young."

Proxy votes received are as follows:

For	Against	Open proxies (see below)	Abstain	Percentage in favour (inc. open proxies)
39,738,910	23,601,334	21,110,507	6,684	72.05%

Open proxies in favour of the chair of the meeting at the time of the meeting will be voted in favour.



Resolution 11: Replacement of Constitution

"That, pursuant to and in accordance with section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to repeal its existing Constitution and adopt a new constitution in its place in the form as signed by the Chair for identification purposes."

Proxy votes received are as follows:

For	Against	Open proxies (see below)	Abstain	Percentage in favour (inc. open proxies)
38,311,610	25,029,868	21,110,507	5,450	70.36%

Open proxies in favour of the chair of the meeting at the time of the meeting will be voted in favour.



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