



Notices of Meeting

Lantern Hotel Group (ASX: LTN)

LANTERN REAL ESTATE TRUST (ARSN 108 982 627)

LANTERN HOTEL GROUP LIMITED (ACN 145 967 899)

The Annual General Meeting of shareholders of Lantern Hotel Group Limited (**Company**) and a General Meeting of unitholders of Lantern Real Estate Trust (**Fund**) (together the **Group**) will be held at Level 22, MLC Centre, 19-22 Martin Place, Sydney on Friday 14 November 2014 at 10.30 am (AEDT) (**Meeting**).

The Explanatory Notes and the Proxy Form form part of these notices.

GENERAL INFORMATION

As investors will know, the shares in the Company are stapled to the units of the Fund and are quoted jointly on ASX. As a result the securities cannot be traded separately. For this reason, the meetings for the two entities will be held together at the same place and on the same day.

The meetings for the Company and the Fund will be conducted simultaneously subject to the discretion of the Chairman to adjourn or reconvene any specific meeting. Each resolution will be voted on separately.

For information on how to vote, please see the heading 'Voting options and proxies'.

Certain capitalised terms are defined in the Constitutions of the Fund and the Company unless the context requires otherwise.

For further general queries about meetings and voting arrangements, please email the Investor Relations Team at investors@lanternhotels.com.au.

NOTICE OF GENERAL MEETING

Lantern Real Estate Trust (ARSN 108 982 627)

Lantern RE Limited (ACN 145 968 574) (**Responsible Entity**) gives notice that a meeting of the unitholders of the Lantern Real Estate Trust (ARSN 108 982 627) will be held at Level 22, MLC Centre, 19-22 Martin Place, Sydney on Friday 14 November 2014 at 10.30 am (AEDT), to transact the following business: a general discussion of the activities of the Fund.

No formal resolutions or motions are proposed to be moved at this meeting.

NOTICE OF ANNUAL GENERAL MEETING

Lantern Hotel Group Limited (ACN 145 967 899)

Notice is given that an Annual General Meeting of the shareholders of Lantern Hotel Group Limited (ACN 145 967 899) will be held at Level 22, MLC Centre, 19-22 Martin Place, Sydney on Friday 14 November 2014 at 10.30 am (AEDT), to transact the following business:

ORDINARY BUSINESS OF THE MEETING

Item 1: Financial Statements and Reports of Lantern Hotel Group Limited

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2014.

Item 2: Remuneration Report

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

"To adopt the Remuneration Report for the year ended 30 June 2014."

Notes:

- (i) In accordance with section 250R of the Corporations Act 2001, the vote on this resolution will be advisory only and will not bind the directors or the Company.
- (ii) A voting exclusion statement applies to this resolution (see Explanatory Notes for details).

Item 3: Removal of Directors – Mr Bryan Mogridge

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

"That Mr Bryan Mogridge, be removed as a director of the Company, with immediate effect."

Item 4: Removal of Directors – Mr Russell Naylor

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

"That Mr Russell Naylor, be removed as a director of the Company, with immediate effect."

Item 5: Removal of Directors – Ms Deborah Cartwright

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

"That Ms Deborah Cartwright, be removed as a director of the Company, with immediate effect."

Item 6: Removal of Directors – Mr Julian Davidson

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

"That Mr Julian Davidson, be removed as a director of the Company, with immediate effect."

Item 7: Re-Election of Directors – Mr Julian Davidson

NOTE: This resolution will only be put before securityholders if Resolution 6 is not passed by the requisite majority.

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

“That, subject to Resolution 6 as set out in this Notice not being passed by the requisite majority, Mr Julian Davidson, being a director who is retiring in accordance with rule 21.2 of the Company’s constitution and Listing Rule 14.5, and being eligible be re-elected as a director of the Company.”

ENTITLEMENT TO VOTE

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered securityholders of the Group as at Wednesday 12 November 2014 at 10:30 am (**Entitlement Time**), subject to any applicable voting exclusion.

This means that if you are not the registered holder of a security in the Group at the Entitlement Time, you will not be entitled to attend and vote at the Meeting.

ANNUAL REPORTS

Copies of the Company's full 2014 Annual Report may be accessed at our website www.lanternhotels.com.au.

VOTING OPTIONS AND PROXIES

If you do not plan to attend the meeting in person, you are encouraged to complete and return the Proxy Form which accompanies this Notice of Meeting.

Voting by Proxy

A security holder who is entitled to attend and vote at this meeting is entitled to appoint not more than 2 proxies to attend and vote on the securityholder’s behalf.

If the security holder appoints 2 proxies, the securityholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the securityholder’s votes. If the specified proportion or number of votes exceed that which the securityholder is entitled to, each proxy may exercise half of the securityholder’s votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

A proxy need not be a securityholder of the Group. A body corporate appointed as a securityholder’s proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. 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 Group.

Subject to the specific proxy provisions applying to Item 2 (see the Explanatory Notes below):

- If a securityholder has not directed their proxy how to vote, the proxy may vote as the proxy determines, and
- If a securityholder appoints the Chairman of the Meeting as proxy and does not direct the Chairman how to vote on an item of business, the Chairman will vote in accordance with his voting intention as stated in this Notice of Meeting, namely in favour of proposed resolutions Items 1,2 and 7 and against all other resolutions as set out in the Notice of Meeting.

Proxy Voting by the Chairman

For Item 2 (Remuneration Report), where the Chairman is appointed as a securityholder's proxy and that securityholder has not specified the way in which the Chairman is to vote on Item 2, the securityholder is directing the Chairman to vote in accordance with the Chairman's voting intentions for this item of business.

The Chairman intends to vote all undirected proxies in favour of the resolutions outlined in items 2 and 7, and against the resolutions outlined in items 3, 4, 5 and 6, put in the Notice of Meeting.

Proxy Forms

To be effective, the Proxy Form must be completed, signed and lodged (together with the relevant original power of attorney or a certified copy if the proxy is signed by an attorney) with the Group's Share Registry, no later than 10.30 am on Wednesday 12 November 2014 (AEDT) (**Proxy Deadline**).

Proxy forms may be submitted to the Registry in one of the following ways:

- (i) **By mail** to Link Market Services Pty Ltd using the reply paid envelope or Locked Bag A14, Sydney South NSW 1235. Please allow sufficient time so that it reaches the Registry by the Proxy Deadline;
- (ii) **By fax** to Link Market Services Pty Ltd on +61 2 9287 0309;
- (iii) **Online** via the Registry website at www.linkmarketservices.com.au. Please refer to the Proxy Form for more information; or
- (iv) **By hand** delivery to Link Market Services Pty Ltd at Level 12, 680 George Street, Sydney NSW 2000.

Proxy Forms and Powers of Attorney must be received by the Proxy Deadline.

CORPORATE REPRESENTATIVES

Where a securityholding is registered in the name of a corporation, the corporate security holder may appoint a person to act as its representative to attend the meeting by providing that person with:

- (i) a letter or certificate authorising him or her as the corporation's representative, executed in accordance with the corporation's constitution; or
- (ii) a copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'L. Ralph', with a large, stylized flourish at the end.

Leanne Ralph
Company Secretary
14 October 2014

Explanatory Notes

Notes on Business

Item 1: Financial Statements and Reports

As required by section 317 of the Corporations Act, the financial report, directors' report and auditor's report of the Company for the most recent financial year will be presented to the meeting. The financial report contains the financial statements of the Company.

There is no formal resolution to be voted on in relation to this item.

The Chairman of the meeting will allow a reasonable opportunity at the meeting for securityholders to ask questions about or make comments on the management of the Group. Securityholders will also be given a reasonable opportunity at the meeting to ask the Group's auditor, HLB Mann Judd questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2014, the preparation and content of its audit report, the accounting policies adopted by the Group in its preparation of the financial statements and the independence of HLB Mann Judd in relation to the conduct of the audit.

Securityholders may submit written questions to HLB Mann Judd to be answered at the meeting, provided the question is relevant to the content of HLB Mann Judd's audit report or the conduct of the audit of the Group's financial report for the year ended 30 June 2014.

Written questions must be received no later than 5.00pm (AEDT) on Monday 10 November 2014. Any written questions to HLB Mann Judd can be sent to Link Market Services, Locked Bag A14, Sydney South NSW 1235 (or by Fax: +61 2 9287 0309).

Item 2: Adoption of Remuneration Report

2.1 Reasons for Resolution

In accordance with section 300A of the *Corporations Act 2001* and the ASX Corporate Governance Principles and Recommendations, the Company has included in its Annual Report a remuneration report for the consideration of security holders.

The security holders' resolution on this item of business is advisory only and does not bind the Board or the Company.

The objective of the Company's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with achievement of strategic objectives and the creation of value for security holders, and conforms with market practice for delivery of reward.

In summary, the remuneration report in the Annual Report:

- explains the principles used for determining the nature and amount of remuneration of directors and senior managers of the Group;
- sets out remuneration details for each director and senior executives of the Group; and
- outlines service contracts of key management personnel.

Directors' Recommendations

The Directors unanimously recommend that you vote in FAVOUR of Resolution 2.

2.2 Voting Exclusion Statement

A vote on this Resolution must not be cast (in any capacity) by or on behalf of the following persons:

- (a) a member of the Key Management Personnel; or
- (b) a Closely Related Party of such a member.

However, a person described above may cast a vote on this Resolution if:

- the person does so as a proxy that specifies how the proxy is to vote on the resolution; or
- the person is the Chairman and has been appointed as a proxy (expressly or by default) without being directed how to vote on the resolution; and
- in either case, the vote is not cast on behalf of a person described in (a) or (b) above.

The directors recommend that you vote AGAINST the resolutions under items 3, 4, 5 and 6 (other than the relevant Director in relation to his/her removal).

ITEMS 3, 4, 5 and 6: Removal of Directors – Mr Bryan Mogridge, Mr Russell Naylor, Ms Deborah Cartwright and Mr Julian Davidson

3.1 Reasons for Resolutions

The Company received notices under sections 203D and 249N of the Corporations Act from Millinium Asset Services Pty Ltd (**MAS**) who holds at least 5% of the votes that may be cast at a general meeting to consider MAS' proposed resolutions to remove Mr Bryan Mogridge, Mr Russell Naylor, Ms Deborah Cartwright and Mr Julian Davidson as directors. The Company confirms that the notices received are valid and for this reason the resolutions below are being put before shareholders.

Each of the resolutions under items 3, 4, 5 and 6 for the removal of all the directors of the Company has been proposed by MAS, **NOT** by the Company Board.

The Company believes, on the grounds set out in section 4.2 below, that it would not be in the interests of the Company as a whole if all the directors of the Company are removed from office.

3.2 Reasons not to vote in favour of the resolutions under items 3, 4, 5 and 6

3.2.1 Concerns regarding MAS' conduct in relation to the Company

The Company has concerns about MAS' conduct in relation to the Company. The manner in which notices have been served without the provision of any reasons, proposed replacement Board, strategy and direction for the Company, appears to be with the intent of destabilising the Group. The Company believes it is important for all stakeholders that the business is not left directionless or departs from the articulated strategy that has been endorsed by all stakeholders and the current Board is implementing.

As disclosed to ASX through various announcements, the Borg Fund (of which MAS is trustee) made a binding offer to the Group on 4 February 2014 pursuant to which the Group was to buy-back all of the Lantern securities held by MAS.

Despite the binding offer, in on 28 February 2014 and 5 March 2014 MAS entered into inconsistent call option agreements with Totem Holdings Pty Limited and CVC Limited, respectively, in relation to the same Lantern securities.

On 7 March 2014, the Group commenced legal action to enforce its rights under the binding offer and agreed a settlement which, as previously disclosed, resulted in a payment of \$1.4 million by the Group. This payment facilitated a revised agreement between all parties to allow the proposed buy-back to proceed as the Group's Board continued, and continues, to consider that buy-back transaction to be in the best interests of all securityholders. Of the \$1.4 million, Totem Holdings Pty Limited and CVC Limited were paid \$400,000 each and Millinium Capital Management (a related entity of MAS) received \$600,000.

Lantern securityholders supported the buy-back transaction with an approval of approximately 94% at the general meetings held on 31 July 2014. The Group continues to move forward with the Administrative Appeals Tribunal application relating to ASIC relief necessary to implement the buy-back.

3.2.2 Strategy and future direction of the Group's business

The Group's Board is successfully implementing its articulated strategy for rebuilding the business.

Plans to upgrade the Group's venues are well ahead of schedule with renovations completed at six of the Group's hotels and renovations underway at a further two hotels. These renovations are now beginning to contribute the earnings anticipated, after falling short for a period due to the natural disturbance to business that occurs when capital works are in progress. Further, the Group is building its promotional and support base for all its hotels, creating a platform for each hotel that once refurbished can gain immediate profitable operational and promotional benefits.

The Group has fully recovered the Panthers assets and has undertaken a full debt restructuring with its main banker, CBA and is also in favourable discussions with another banker, St George, to renew and extend the Group's existing loan. The overall gearing level remains low and is anticipated to progressively increase to a target level of 40%-50% as additional acquisitions are made.

In the past financial year, the Group purchased the Crown Hotel in Surry Hills and since the balance date has purchased the Waterworks Hotel in Botany and has entered into an unconditional agreement to purchase the Beaumont Exchange Hotel in Hamilton, Newcastle. These hotels are well positioned to add value to the Group. The Board of directors continue to undertake due diligence on a number of pre-screened quality assets.

In summary, the Group is well positioned for solid profit growth in the next 3 years due to the completed and planned renovations delivering the returns anticipated and growth in the Group's portfolio through strategic acquisitions.

If you vote in favour of removing all the current directors of the Board, this will have an unknown impact on the anticipated profit growth that the Group is positioned for.

As outlined in our recent market update on 11 September 2014, the focus of the Board over the coming financial year is –

- Incremental margin improvement.
- Optimising growth and operating performance from completed venues.
- Continued reinvestment in the existing portfolio (majority considered expansionary in nature).
- Acquisitions – disciplined approach being maintained but strong pre-screened quality pipeline.
- Finalise exit from New Zealand.
- Ongoing capital management via buybacks.

3.3 Risks to the Company if the resolutions under items 3, 4, 5 and 6 are approved

3.3.1 Risk of withdrawal of support from CBA and St George

The Group is concerned about the potential for the relationship with CBA and St George to be adversely affected if the resolutions under items 4, 5, 6 and 7 are passed. It should not be assumed that CBA or St George will provide any continuing support in the event of a change of Board or in strategic direction of the Group.

3.3.2 Risk of losing key experienced employees and directors

If the resolutions under items 3, 4, 5 and 6 are approved, there is a very real risk that staff members may depart due to the change in composition of the Board. This would result in a loss of business know-how and may result in a loss of relationships with relevant customers and suppliers which would be detrimental to the Group 's growth and returns for shareholders.

The Managing Director has focused on building a quality team of experienced industry professionals who are likely to explore other opportunities if there is a change in Board or strategic direction of the Group.

3.3.4 Lack of strategy

No strategy or reasons for wholesale change of Board, is set out in MAS' notices to the Company. The Company is concerned that MAS will pursue strategies that are inconsistent with the current planned strategy and future direction for profit growth . Any such activities present a risk to shareholders in respect of, amongst other things, returns, profitability and effectiveness.

MAS conduct to date does not demonstrate alignment with the interests of all other securityholders.

We have already raised some of our concerns in our announcement "Board comment on AFR Article" released to ASX on 2 October 2014.

Under s201A(2) of the Corporations Act 2001 (Cth), a public company like the Company must have at least 3 directors at all times. This requirement is also included in the Company's constitution.

If two or more of the resolutions under items 3 to 6 are passed, then the Company will be in breach of the Act and may be fined or prosecuted by ASIC for a breach of the Corporations Act.

Further, ASX has confirmed that if as a result of the passing of resolutions at this AGM the Company has less than 3 directors then the ASX may suspend the Company until the situation is rectified.

Directors' Recommendations

The Directors recommend that you vote AGAINST each of the Resolutions 3, 4, 5 and 6 (other than the relevant Director in relation to his/her removal).

ITEM 7: Election of Directors – Mr Julian Davidson

Subject to resolution under item 6, not being passed by the requisite majority, Julian Davidson may be re-elected as a director of the Company.

In accordance with the Company's constitution an election of directors must be held at each Annual General Meeting. If no directors are scheduled to be elected by virtue of a casual appointment or in accordance with the ASX Listing Rules, then one director must retire and be re-elected by the members of the Company. Normally, this would be the director (other than the Managing Director) who has held office the longest since being appointed or last being elected. Two Directors were have held office the longest as they were appointed on the same day. In accordance with clause 21.4, the directors have determined that Julian Davidson will retire and stand for re-election at this Meeting.

Julian Davidson is a highly experienced Australasian senior executive with extensive business leadership experience within the liquor industry. Julian is currently the CEO of Independent Liquor (New Zealand, USA and Canada) and has over 20 years senior experience within the liquor industry including Managing Director of Lion Breweries Limited from 2002 to 2005.

Julian is a member of the Audit and Risk Committee and is considered an independent, non-executive Director.

Directors' Recommendations

The Directors (other than Julian Davidson) recommend that you vote in FAVOUR of Resolution 8.

The Chairman of the Meeting intends to vote:

- in favour of resolution 2 and 8; and
- against resolutions 3, 4, 5, and 6.

GLOSSARY

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of the ASX.

Board means the current board of directors of the Company.

Closely Related Party has the meaning as defined in section 9 of the Corporations Act.

Company means Lantern Hotel Group Limited (ACN 145 967 899).

Constitution means the Company's Constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Explanatory Notes means the Explanatory Notes accompanying the Notice.

Key Management Personnel has the meaning as defined in section 9 of the Corporations Act.

Notice or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting and the explanatory notes accompanying the Notice and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's Report section of the Company's annual financial report for the year ended 30 June 2013.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

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

Security Holder means a holder of a Stapled Security.

AEDT means Australian Eastern Daylight Savings Time as observed in Sydney, Australia.



PROXY FORM

I/We being a member(s) of Lantern Hotel Group and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

the Chairman
of the Meeting
(mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy.

Failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to vote on my/our behalf (including in accordance with the directions set out below or, if no directions have been given, to vote as the proxy sees fit, to the extent permitted by the law) at the Annual General Meeting of the Company to be held at **10:30am (AEDT) on Friday, 14 November 2014 at Level 22, MLC Centre, 19-22 Martin Place, Sydney** (the Meeting) and at any postponement or adjournment of the Meeting.

I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

STEP 2

VOTING DIRECTIONS

	For	Against	Abstain*		For	Against	Abstain*
Item 2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 5 Removal of Directors - Ms Deborah Cartwright	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Removal of Directors - Mr Bryan Mogridge	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 6 Removal of Directors - Mr Julian Davidson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Removal of Directors - Mr Russell Naylor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 7 Re-Election of Directors - Mr Julian Davidson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

STEP 3

SIGNATURE OF SECURITYHOLDERS - THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Securityholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Securityholder 3 (Individual)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

LTN PRX401R



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the Company's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the Meeting.

Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either securityholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's security registry or online at www.linkmarketservices.com.au.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:30am (AEDT) on Wednesday, 12 November 2014**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE  www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



by mail:

Lantern Hotel Group
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000.

If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.