

Notice of Meetings

Lantern Hotel Group (ASX: LTN)

LANTERN HOTEL GROUP LIMITED (ACN 145 967 899)

LANTERN REAL ESTATE TRUST (ARSN 108 982 627)

RESPONSIBLE ENTITY:

LANTERN RE LIMITED (ACN 145 968 574)

Notice is hereby given that 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 Lantern Hotel Group) will be held at Lantern Hotel Group Boardroom, Level 8, 1 York Street, Sydney NSW 2000 on Monday 30 November 2015 at 10.00 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 Lantern Hotel Group (ASX: LTN). 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 '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 Lantern Hotel Group Boardroom, Level 8, 1 York Street, Sydney NSW 2000 on Monday 30 November 2015 at 10.00 am (AEDT), to transact the following business: a general discussion of the activities of the Fund.

No formal resolutions are proposed 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 Lantern Hotel Group Boardroom, Level 8, 1 York Street, Sydney NSW 2000 on Monday 30 November 2015 at 10.00 am (AEDT), to transact the following business.

BUSINESS OF THE MEETING

Item 1: Lantern Hotel Group Financial Statements and Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report of the Lantern Hotel Group for the year ended 30 June 2015.

Item 2: Remuneration Report

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

"To adopt the Remuneration Report for the year ended 30 June 2015."

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: Spill Resolution

Note: this Resolution will only be voted on if the outcome of Item 2 of this Notice of Meeting is such that at least 25% of the votes cast are against the adoption of the Remuneration Report. See Item 3 of the Explanatory Notes for further details.

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

"That subject to Item 2 not being passed by more than 75% of votes cast at the 2015 AGM, that within 90 days of the date of this resolution another meeting of shareholders (**Spill Meeting**) be held and those Directors of the Company prescribed by section 250V(1)(b) of the Corporations Act 2001 (Cth) will cease to hold office immediately prior to the end of the Spill Meeting and resolutions to appoint persons to fill those vacancies be put at the Spill Meeting."

Item 4: Election of Director – Ms Shirley Liew

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

"That Ms Shirley Liew, being a Director who was appointed by the Directors on 17 June 2015 and whose appointment as a Director expires at the conclusion of the Annual General Meeting of the Company and, being eligible, offers herself for election, 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 10.00am (AEDT) on Saturday 28 November 2015 (Entitlement Time), subject to any applicable voting exclusion.

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

ANNUAL REPORTS

Copies of the Annual Report for Lantern Hotel Group 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 Securityholder 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 Securityholder 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 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 all proposed 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 these items of business; even though Item 2 is connected with the remuneration of Key Management Personnel.

The Chairman intends to vote all undirected proxies in favour of resolutions outlined in Items 2 (Remuneration Report) and 4 (Election of Ms Liew). The Chairman intends to vote all undirected proxies against the resolution outlined in item 3 (Spill Resolution).

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 10.00am (AEDT) on Saturday 28 November 2015 (**Proxy Deadline**).

Proxy forms may be submitted 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

Leanne Ralph Company Secretary 27 October 2015

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 must be laid before the Meeting.

The Company's financial report comprises the consolidated financial report of the Company and its controlled entities, including Lantern Real Estate Trust.

There is no requirement for a formal resolution on 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 the Audit Report, the conduct of its audit of the Group's Financial Report for the year ended 30 June 2015, the preparation and content of the Auditor's 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 the Company in relation to the above matters.

A form to facilitate the submission of questions is attached to this Notice and it includes details on the return of this form to the share registry.

Item 2: Adoption of Remuneration Report

In accordance with section 300A of the Corporations Act the Company has included in its Annual Report a Remuneration Report for the consideration of Securityholders.

As provided by section 250R(3) the resolution on this item of business is advisory only and does not bind the Board or the Company.

The Board points out that the Remuneration Report that Securityholders are being asked to consider at this Meeting is in relation to the year ended 30 June 2015 and reflects remuneration paid to the previous directors (including the previous chief executive officer).

The Company has designed a remuneration framework to support both a high performance culture and a team focus on adhering to agreed business objectives and directions.

The objective of the Group'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 Securityholders, and conforms with market practice for delivery of reward.

Directors' Recommendation

The Board unanimously recommends that Securityholders vote in favour of this resolution.

Voting Exclusion Statement

As required by the Corporations Act, the Group will disregard any votes cast on Item 2 by any member of the Group's key management personnel (**Key Management Personnel** or **KMP**) or a Closely Related Party of any such member unless:

- (i) The person votes as a proxy appointed by writing that specifies how the person is to vote on the resolution; or
- (ii) The person is the Chairman of the Meeting and votes as a proxy appointed by writing that authorises the Chairman to vote on the resolution even though that resolution is connected with the remuneration of a member of the Group's KMP.

What this means for Securityholders: If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on the proposed resolution in Item 2. If you intend to appoint the Chairman of the Meeting as your proxy, you can direct him how to vote by marking the boxes for Item 2 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for Item 2 and give the Chairman your express authority to vote as your undirected proxy (in which case the Chairman will vote in favour of this item of business).

ITEM 3 - Spill Resolution

Item 3 is subject to the result of Item 2.

Item 3 (**Spill Resolution**) is required to be included in this Notice of Meeting by Division 9 of Part 2G.2 of the Corporations Act because the adoption of the Remuneration Report contained in the Company's 2014 Annual Report was passed by a majority of less than 75% at the 2014 Annual General Meeting.

If, at this AGM, Item 2 is not passed, or passes by not more than 75% of the votes cast, then the Company is required to put the Spill Resolution to a vote.

To allow the Company to progress the business of this AGM without the need for any adjournment to consider the results of Item 2, the Company will proceed to put the Spill Resolution to a vote on a conditional basis. A contingent poll will be held on this basis. The result of the vote on the Spill Resolution will only be valid if Item 2 is not passed, or passes but not by more than 75% of the votes cast. Conversely, if Item 2 passes on a majority of more than 75%, the Spill Resolution will be deemed withdrawn and any votes cast on the Spill Resolution prior to the withdrawal of the Spill Resolution will be treated as invalid.

Majority required for Spill Resolution

The Spill Resolution will be carried by ordinary majority (more than 50%). If the Spill Resolution is valid and carried, a spill meeting must be held within 90 days of the passing of the Spill Resolution (**Spill Meeting**).

The Spill Meeting

If a Spill Meeting is held, the Directors who will cease to hold office immediately before the end of the Spill Meeting (unless they resign before the Spill Meeting) will be, pursuant to section 250V(1)(b)(i) of the Corporations Act:

- (i) Ms Shirley Liew*;
- (ii) Mr John Murphy; and
- (iii) Mr Graeme Campbell.

Each of these Directors is eligible to stand for re-election at the Spill Meeting and intend to seek re-election.

^{*}This assumes Ms Shirley Liew is re-elected at this AGM.

The Spill Meeting, if required, will be subject to a separate notice in accordance with the Constitution of the Company and the Corporations Act. Nominations for director appointments at the Spill Meeting may be made in accordance with the Constitution of the Company and may include the Directors listed above.

A voting exclusion applies to Item 3 (see below). This voting exclusion will not apply to the Spill Meeting and all Securityholders will be entitled to vote on the director appointments at the Spill Meeting.

Directors' Recommendation

The Board unanimously recommends that Securityholders vote against this resolution.

Voting Exclusion Statement

As required by the Corporations Act, the Group will disregard any votes cast on Item 3 by any member of the Group's key management personnel (**Key Management Personnel** or **KMP**) or a Closely Related Party of any such member unless:

- (i) The person votes as a proxy appointed by writing that specifies how the person is to vote on the resolution; or
- (ii) The person is the Chairman of the Meeting and votes as a proxy appointed by writing that authorises the Chairman to vote on the resolution even though that resolution is connected with the remuneration of a member of the Group's KMP.

ITEM 4 - Election of a Director - Ms Shirley Liew

In accordance with the Company's Constitution and ASX Listing Rule 14.5, an election of Directors must be held at each AGM. Pursuant to clause 20.5 of the Company's Constitution and ASX Listing Rule 14.4 any director appointed to fill a casual vacancy or as an additional director holds office until the next AGM and is then eligible for re-election.

Ms Shirley Liew was appointed to fill a casual vacancy as a Director of the Company on 17 June 2015. Ms Liew therefore retires at this AGM and being eligible, has offered herself for re-election.

Ms Liew is an experienced non-executive director with a strong finance and hospitality background. Ms Liew has over 20 years' experience in the finance sector, including as a partner with Moore Stephens and Grant Thornton, during which time she was audit partner for various large hospitality groups.

Ms Liew currently holds a number of non-executive director positions and audit committee chair roles. She is Chair of the Group's Audit and Risk Committee.

Having had regard to the ASX Corporate Governance Principles and Recommendations (3rd edition) (ASX Principles), the Board considers Ms Liew to be an independent director.

Directors' Recommendation

The Board unanimously (other than Ms Liew) supports the election of Ms Liew and recommends that Securityholders vote in favour of this resolution.

GLOSSARY

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

Annual General Meeting, AGM or Meeting means the meeting convened by the Notice.

Associate has the meaning given to that term in sections 10 and 11 and sections 13 to 17 of the Corporations Act.

ASX means ASX Limited ACN 008 624 691.

ASX Listing Rules means the Listing Rules of the ASX, as amended or replaced from time to time except to the extent of any express written waiver by ASX.

ASX Principles means the ASX Corporate Governance Principles and Recommendations (3rd edition).

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.

Fund means Lantern Real Estate Trust (ASRN 108 982 627).

LTN means the Lantern Hotel Group (ASX code: LTN), a stapled vehicle made up of a share in Lantern Hotel Group Limited and a unit in Lantern Real Estate Trust.

LTN Security means a Stapled Security in LTN.

Lantern or Group means the Lantern Hotel Group (ASX code: LTN), a stapled vehicle made up of a share in Lantern Hotel Group Limited and a unit in Lantern Real Estate Trust.

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

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

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

Proxy Form means the proxy form accompanying the Notice.

Related Body Corporate has the meaning set out in in section 50 of the Corporations Act.

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 2015.

Responsible Entity means Lantern RE Limited (ACN 145 968 574).

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.

Securityholder means a holder of a Stapled Security.

Shareholder means a holder of a Share in the Company.

Stapled Security means one stapled security comprised of a Share and Unit.

Unit means a unit in the Fund.

Unitholder means a holder of a unit in the Fund.



Lantern Hotel Group comprising: Lantern Hotel Group Ltd (ABN 71 145 967 899) Lantern RE Ltd (ABN 54 145 968 574 Licence 386569) as responsible entity for Lantern Real Estate Trust (ARSN 108 982 627)

LODGE YOUR VOTE

ONLINE

www.linkmarketservices.com.au

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BY MAIL

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

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BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited Level 12, 680 George Street, Sydney NSW 2000

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ALL ENQUIRIES TO

Telephone: +61 1300 554 474

PROXY FORM

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

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 you are appointing as your proxy

or 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 act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 10:00am on Monday, 30 November 2015 at Lantern Hotel Group Boardroom, Level 8, 1 York Street, Sydney NSW 2000 (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolution 2: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 2, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

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 \boxtimes

Items

For Against Abstain*

- 2 Remuneration Report
- 3 Spill Resolution
- 4 Election of Director Ms Shirley Liew



* 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.

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Joint Securityholder 2 (Individual)

Joint Securityholder 3 (Individual)

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Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

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).

HOW TO COMPLETE THIS SECURITYHOLDER 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 PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a securityholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

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:

- (a) 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
- (b) 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 **10:00am on Saturday, 28 November 2015,** 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 MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your securityholding.



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



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

* During business hours (Monday to Friday, 9:00am-5:00pm)