

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is given that the Extraordinary General Meeting of members of Byron Energy Limited ("Byron or the Company") will be held at the Christie Conference Centre, Yuan Room, Level 2, 3 Spring Street, Sydney NSW 2000 on Monday 15 February 2016 at 10:30am (Sydney time).

AGENDA**Ordinary Business****Resolutions 1A, 1B, 1C, 1D and 1E - Approval to Issue Shares to Directors or Their Associates (Placement Shares)**

To consider and, if thought fit to pass, the following resolutions as separate **ordinary resolutions**:

- A. *"That, for the purposes of Listing Rule 10.11 and for all other purposes, the Company be authorised to issue 1,666,667 fully paid ordinary Shares at an issue price of A\$0.15 per Share to Mr Douglas (Doug) Battersby and/or his associates, a Director of the Company, on the terms and conditions set out in the Explanatory Statement."*
- B. *"That, for the purposes of Listing Rule 10.11 and for all other purposes, the Company be authorised to issue: 2,860,000 fully paid ordinary Shares at an issue price of A\$0.15 per Share to Mr Paul Young and/or his associates, a Director of the Company, on the terms and conditions set out in the Explanatory Statement."*
- C. *"That, for the purposes of Listing Rule 10.11 and for all other purposes, the Company be authorised to issue 300,000 fully paid ordinary Shares at an issue price of A\$0.15 per Share to Mr William Sack and/or his associates, a Director of the Company, on the terms and conditions set out in the Explanatory Statement."*
- D. *"That, for the purposes of Listing Rule 10.11 and for all other purposes, the Company be authorised to issue 1,100,000 fully paid ordinary Shares at an issue price of A\$0.15 per Share to Mr Maynard Smith and/or his associates, a Director of the Company, on the terms and conditions set out in the Explanatory Statement."*
- E. *"That, for the purposes of Listing Rule 10.11 and for all other purposes, the Company be authorised to issue 135,000 fully paid ordinary Shares at an issue price of A\$0.15 per Share to Mr Prent Kallenberger and/or his associates, a Director of the Company, on the terms and conditions set out in the Explanatory Statement."*

Resolutions 2A, 2B, 2C and 2D - Approval to Issue Shares to Directors or Their Controlled Entities (Loan Conversion)

To consider and, if thought fit to pass, the following resolutions as separate **ordinary resolutions**:

- A. *"That, for the purposes of Listing Rule 10.11 and for all other purposes, the Company be authorised to issue 1,333,334 Fully Paid Ordinary Shares at an issue price of A\$0.15 per Share to Geogeny Pty Ltd (ABN 17 051 905 894), a company controlled by Mr Maynard Smith, a Director of the Company, on the terms and conditions set out in the Explanatory Statement."*
- B. *"That, for the purposes of Listing Rule 10.11 and for all other purposes, the Company be authorised to issue 3,333,334 Fully Paid Ordinary Shares at an issue price of A\$0.15 per Share to Veruse Pty Ltd (ABN 69 003 884 446), a company controlled by Mr Douglas (Doug) Battersby, a Director of the Company, on the terms and conditions set out in the Explanatory Statement."*
- C. *"That, for the purposes of Listing Rule 10.11 and for all other purposes, the Company be authorised to issue 2,314,815 Fully Paid Ordinary Shares at an issue price of A\$0.15 per Share to Mr Charles Sands, a Director of the Company, on the terms and conditions set out in the Explanatory Statement."*
- D. *"That, for the purposes of Listing Rule 10.11 and for all other purposes, the Company be authorised to issue 347,223 Fully Paid Ordinary Shares at an issue price of A\$0.15 per Share to Middle Fork Resources LLC, a*

company controlled by Mr Prent Kallenberger, a Director of the Company, on the terms and conditions set out in the Explanatory Statement."

Resolution 3 - Approval and Ratification of the Issue of 23,866,666 Shares

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

"That for the purposes of Listing Rule 7.4 and for all other purposes, approval and ratification is given to the issue and allotment of 23,866,666 fully paid ordinary Shares on the terms and conditions set out in the Explanatory Statement."

Resolution 4 - Approval of issue of options to William Sack or his nominee

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

"That for the purposes of Listing Rule 10.11, and for all other purposes, the Company is authorised to issue 1,700,000 Options to William Sack, Executive Director of the Company, or his nominee, on the terms set out in the explanatory memorandum."

Note: If approval is obtained under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

Voting Exclusion Statement

For the purposes of the Corporations Act and Listing Rule 14.11, the following voting exclusion statements apply to the Resolutions. The Company will disregard any votes on the following Resolutions cast by or on behalf of the following persons:

Resolution	Excluded Party(s)
Resolution 1A	Mr Doug Battersby and any of his associates.
Resolution 1B	Mr Paul Young and any of his associates.
Resolution 1C	Mr William Sack and any of his associates.
Resolution 1D	Mr Maynard Smith and any of his associates.
Resolution 1E	Mr Prent Kallenberger and any of his associates.
Resolution 2A	Geogeny Pty Ltd and any of its associates.
Resolution 2B	Veruse Pty Ltd and any of its associates.
Resolution 2C	Mr Charles Sands and any of his associates.
Resolution 2D	Middle Fork Resources LLC and any of its associates.
Resolution 3	A person who participated in the share issue the subject of Resolution 3 and any of their associates.
Resolution 4	Mr William Sack and any of his associates.

However, the Company need not disregard a vote on Resolutions 1 to 4 if it is cast by:

- the person as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form; or
- the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

By order of the Board



Nick Filipovic, Company Secretary

12 January 2016

Explanatory Statement to Shareholders to accompany Notice of the Extraordinary General Meeting

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Extraordinary General Meeting to be held at the Christie Conference Centre, Yuan Room, Level 2, 3 Spring Street Sydney NSW 2000 on Monday 15 February 2016 at 10:30am (Sydney time).

The purpose of this Explanatory Statement is to provide information that the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in this Notice of the Extraordinary General Meeting.

Your Vote is Important

The business of the Extraordinary General Meeting affects your shareholding and your vote is important.

Voting in Person

To vote in person, attend the Extraordinary General Meeting on the date and at the place set out above.

Proxy Voting and Undirected Proxies

Members may appoint a proxy to attend the meeting and vote on their behalf. To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) post (in the reply paid envelope) to Byron Energy Limited, C/- Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia;
- (b) in person to Byron Energy Limited, C/- Boardroom Pty Limited, Level 12, 225 George Street Sydney NSW 2000; or
- (c) facsimile to Byron Energy Limited C/- Boardroom Pty Limited on facsimile number + 61 2 9290 9655,

so that it is received not later than 10.30am (Sydney time) on Saturday 13 February 2016.

Proxy forms received later than this time will be invalid.

1 Resolutions 1A, 1B, 1C, 1D and 1E – Approval to Issue Shares to Directors or Their Associates (Placement Shares)

1.1 Background

In an announcement to the ASX, dated 30 December 2015, Byron announced a share placement ("The Placement"). The Placement consists of 29,928,333 fully paid new ordinary Shares to be issued at A\$0.15 per Share to raise \$A4.5 million ("Placement Shares").

The Placement Shares comprise two tranches:-

- (a) an unconditional placement of 23,866,666 Shares to raise approximately A\$3.6 million under the Company's existing 15% placement capacity ("Tranche 1 Placement Shares"); and
- (b) a conditional placement of 6,061,667 Shares ("Tranche 2 Placement Shares") to raise approximately A\$0.9 million comprising subscriptions from Byron directors and/or their associates.

1.2 Listing Rule 10.11

Listing Rule 10.11 requires a listed company to obtain shareholders' approval by ordinary resolution prior to the issue of securities to a related party. Mr Doug Battersby, Mr Paul Young, Mr William Sack, Mr Maynard Smith and Mr Prent Kallenbrger are related parties of Byron because they are Directors of Byron. In the event that Shareholders approve Resolutions 1A, 1B, 1C 1D and 1E under Listing Rule 10.11, further Shareholder approval for the issue of the Shares the subject of Resolutions 1A, 1B, 1C and 1D is not required under Listing Rule 7.1 (see Listing Rule 7.2, Exception 14).

1.3 Technical information required by Listing Rule 10.13

Pursuant to and in accordance with the requirements of Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Tranche 2 Placement Shares to Mr Doug Battersby, Mr Paul Young, Mr William Sack, Mr Maynard Smith and Mr Prent Kallenberger or their associates:

- (a) the Tranche 2 Placement Shares will be issued to Mr Doug Battersby, Mr Paul Young, Mr William Sack, Mr Maynard Smith and Mr Prent Kallenberger or their associates as noted above;
- (b) the maximum number of Tranche 2 Placement Shares to be issued to Mr Doug Battersby, Mr Paul Young, Mr William Sack, Mr Maynard Smith and Mr Prent Kallenberger or their associates is 6,061,667 at an issue price of A\$0.15 per Tranche 2 Placement Share;
- (c) the Tranche 2 Placement Shares will be allotted and issued on a date which will be no later than one month after the date of this Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (d) the Tranche 2 Placement Shares are fully paid ordinary Shares in the capital of Byron and will rank equally with Byron's current issued Shares; and
- (e) the funds raised under Tranche 2 Placement Shares will be used to fund the Company's exploration and development projects in the Gulf of Mexico and for working capital purposes.

1.4 Recommendations of Directors

The Directors (with Mr Doug Battersby abstaining in respect of Resolution 1A, Mr Paul Young abstaining in respect of Resolution 1B, Mr William Sack abstaining in respect of Resolution 1C, Mr Maynard Smith abstaining in respect to Resolution 1D and Mr Prent Kallenberger abstaining in respect to Resolution 1E) recommend that Shareholders vote in favour of Resolutions 1A, 1B, 1C, 1D and 1E.

2 Resolutions 2A, 2B, 2C and 2D – Approval to Issue Shares to Directors or Their Controlled Entities (Loan Conversion)

2.1 Background

In announcements to the ASX, dated 30 December 2015, Byron advised that Mr Maynard Smith (*through Geogeny Pty Ltd*), Mr Doug Battersby (*through Veruse Pty Ltd*), Mr Charles Sands and Mr Prent Kallenberger (*through Middle Fork Resources LLC*) (all current Directors and in the case of Messrs Smith and Battersby also substantial shareholders of Byron), agreed to convert their existing loans to Byron into ordinary shares in the Company. The conversion, if approved, will be at A\$0.15 per conversion Share, the same price as the issue price under the Placement resulting in the issue of 7,328,706 Shares in the Company ("Conversion Shares"), calculated as follows:-

Lender	Loan Balance (\$A)	Conversion price \$A/share	Shares to be issued
Mr Maynard Smith (through Geogeny Pty Ltd)	200,000	0.15	1,333,334
Mr Doug Battersby (through Veruse Pty Ltd)	500,000	0.15	3,333,334
Mr Charles Sands	347,222.22 (US\$250,000 loan converted at 0.72)	0.15	2,314,815
Mr Prent Kallenberger (through Middle Fork Resources LLC)	52,083.33 (US\$37,500 loan converted at 0.72)	0.15	347,223
Total			7,328,706

2.2 Listing Rule 10.11

Listing Rule 10.11 requires a listed company to obtain Shareholders' approval by ordinary resolution prior to the issue of securities to a related party. Mr Maynard Smith, Mr Doug Battersby, Mr Charles Sands and Mr Prent Kallenberger are related parties of Byron because they are Directors of Byron. In the event that Shareholders approve Resolutions 2A, 2B, 2C and 2D under Listing Rule 10.11, further Shareholder approval for the issue of the Shares the subject of Resolutions 2A, 2B, 2C and 2D is not required under Listing Rule 7.1 (see Listing Rule 7.2, Exception 14).

2.3 Technical information required by Listing Rule 10.13

Pursuant to and in accordance with the requirements of Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Conversion Shares to Mr Doug Battersby, Mr Maynard Smith, Mr Charles Sands and Mr Prent Kallenberger or their controlled entities:

- (a) the Conversion Shares will be issued to Mr Maynard Smith, Mr Doug Battersby, Mr Charles Sands and Mr Prent Kallenberger or their controlled entities as noted above;
- (b) the maximum number of Conversion Shares to be issued to Mr Maynard Smith, Mr Doug Battersby, Mr Charles Sands and Mr Prent Kallenberger or their controlled entities is 7,328,706 at a deemed issue price of A\$0.15;
- (c) the Conversion Shares will be allotted and issued on a date which will be no later than one month after the date of this Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (d) the Conversion Shares are fully paid ordinary shares in the capital of Byron and will rank equally with Byron's current issued shares;
- (e) the Conversion Shares will have a deemed issue price of A\$0.15. The application monies for the Conversion Shares will be used to offset the outstanding principal amount of the existing director loans. Accordingly, no funds will be raised from the issue of the Conversion Shares, however loans from Mr Maynard Smith, Mr Doug Battersby, Mr Charles Sands and Mr Prent Kallenberger will be extinguished.

2.4 Recommendations of Directors

The Directors (with Mr Maynard Smith abstaining in respect of Resolution 2A, Mr Doug Battersby abstaining in respect of Resolution 2B, Mr Charles Sands abstaining in respect of Resolution 2C and Mr Prent Kallenberger abstaining in respect of Resolution 2D) recommend that Shareholders vote in favour of Resolutions 2A, 2B, 2C and 2D.

Resolution 3 – Approval and Ratification of the Issue of 23,866,666 Shares

3.1 Background

As noted in Item 1.1 above, in an announcement to the ASX, dated 30 December 2015, Byron announced the Placement. As the Tranche 1 Placement Shares (which have not been issued at the date of this notice, but will have been issued before the date of the Meeting) used up part of Byron's Listing Rule 7.1 capacity, Byron now wishes to refresh its Listing Rule 7.1 capacity.

3.2 Listing Rule 7.4

Under Listing Rule 7.4, Shareholders may approve the issue of securities made within the limitation of Listing Rule 7.1. By obtaining the approval of Shareholders under Listing Rule 7.4, the Company will retain the flexibility to issue up to 15% of its issued capital, if required, in the next 12 months without the need to obtain prior Shareholder approval.

3.3 Technical information required by Listing Rule 7.5

Listing Rule 7.5 requires the following information to be provided to Shareholders:

- (a) the total number of shares issued under Tranche 1 Placement Shares was 23,866,666 at an issue price of A\$0.15 per share;
- (b) the Shares issued under Tranche 1 Placement Shares are fully paid ordinary Shares in the capital of Byron and will rank equally with Byron's current issued Shares;
- (c) the allottees were select sophisticated and professional investors introduced by Baron Partners Limited and the Directors; and
- (d) the funds raised under Tranche 1 Placement Shares will be used to fund the Company's exploration and development projects in the Gulf of Mexico and for working capital purposes.

3.4 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 3.

Resolution 4 Approval of issue of options to William Sack or his nominee

4.1 Background

The board has resolved to issue 1,700,000 options over Shares ("Options") to the Executive Director, William Sack, in recognition of:

- (a) his efforts in relation to Byron's successful acquisition of the Bivouac Peak leases, as announced on 4th December 2015; and
- (b) the provision to the Company of his significant oil and gas experience, including more than 25 years' experience in the Gulf of Mexico region in both technical and commercial roles. Mr Sack was co-founder/Managing Partner of Aurora Exploration, LLC, a private entity focused on generating and drilling Gulf of Mexico exploration opportunities. He has drilled more than 55 wells with a success rate in excess of 80%, resulting in the discovery of more than 185 bcf of gas and 4 million barrels of oil.

As such the board believes that the number of Options to be issued to Mr Sack is commensurate with his value to the Company and the potential for him to increase shareholder value.

4.2 Proposed shareholder approval

Shareholder approval is sought for the issue of 1,700,000 Options to William Sack or his nominee.

Listing Rule 10.11 also requires the approval of shareholders before equity securities can be issued to Mr Sack.

If Resolution 4 is passed, approval for the issue of the options will not be required under ASX Listing Rule 7.1 (see Listing Rule 7.2, Exception 14).

4.3 Information required by Listing Rule 10.13

For the purposes of Listing Rule 10.13, the following further information is provided:

- (a) Mr Sack or his nominee will be issued the Options;
- (b) a summary of the terms and conditions of the Options are as follows:

Issue Price	Nil
Exercise Price	A\$0.25
Expiry Date	5pm (Sydney time) on 30 September 2018
Conversion Ratio	<ul style="list-style-type: none">• each Option converts to one fully paid ordinary share in the capital of the Company• the exercise price or conversion ratio of the Options will be adjusted in accordance with the listing rules in the event of a reorganisation (including a consolidation, sub-division, reduction or return)• shares issued on conversion of the Options rank equally with existing fully paid ordinary shares in the capital of the Company
Transferable	yes
Listed or Unlisted	unlisted

- (c) The amount raised from the Options issued to William Sack in the future will be dependent on whether or not such Options are exercised. The maximum amount that could be raised from exercise of all such Options is approximately \$425,000. Any funds raised from the exercise of the Options will form part of the Company's working capital;
- (d) the Options to be issued to William Sack are intended to be issued no later than one month after the date of the Meeting;

- (e) the maximum number of options to be issued to Mr Sack is 1,700,000; and
- (f) the options are not subject to any vesting conditions.

4.4 Directors' Recommendation

The Directors (with Mr Sack abstaining) recommend that Shareholders vote in favour of Resolution 4.

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:30am (Sydney time) on Saturday 13 February 2016.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** www.votingonline.com.au/byronegm2016
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the 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.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark 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 securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:30am (Sydney time) on Saturday 13 February 2016.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

💻 **Online** www.votingonline.com.au/byronegm2016

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Byron Energy Limited

ABN 88 113 436 141

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Byron Energy Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Extraordinary General Meeting of the Company to be held at **Christie Conference Centre, Yuan Room, Level 2, 3 Spring Street Sydney NSW 2000 on Monday 15 February 2016 at 10:30am (Sydney time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS

* 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 vote will not be counted in calculating the required majority if a poll is called.

		FOR	AGAINST	ABSTAIN*			FOR	AGAINST	ABSTAIN*
Res 1A	Approval to Issue Shares to a Director or Their Associates (Placement) – Mr Douglas Battersby	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 2B	Approval to Issue Shares to Directors or Their Controlled Entities (Loan Conversion) – Veruse Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 1B	Approval to Issue Shares to a Director or Their Associates (Placement) – Mr Paul Young	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 2C	Approval to Issue Shares to Directors or Their Controlled Entities (Loan Conversion) – Mr Charles Sands	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 1C	Approval to Issue Shares to a Director or Their Associates (Placement) – Mr William Sack	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 2D	Approval to Issue Shares to Directors or Their Controlled Entities (Loan Conversion) - Middle Fork Resources LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 1D	Approval to Issue Shares to a Director or Their Associates (Placement) – Mr Maynard Smith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 3	Approval and Ratification of the Proposed Issue of 23,866,666 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 1E	Approval to Issue Shares to a Director or Their Associates (Placement) – Mr Prent Kallenberger	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 4	Approval of issue of options to William Sack or his nominee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 2A	Approval to Issue Shares to Directors or Their Controlled Entities (Loan Conversion)- Geogeny Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2016