



ABN 65 086 630 373

ANNUAL GENERAL MEETING

Perth

Friday 6 May 2016

The Nido Petroleum Limited Annual General Meeting ("**AGM**") will be held at Nido's offices, Level 3, 1 Preston Street, Como, Western Australia, commencing at 2.00 pm (AWST) on 6 May 2016, with registration from 1.30 pm.

The following documents relate to the AGM:

- Notice of how to access a copy of the Company's electronic Annual Report for the year ended 31 December 2015;
- Notice of Annual General Meeting;
- Explanatory Memorandum; and
- Proxy Form and return envelope.

The Notice of Meeting, Explanatory Memorandum and Proxy Form should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

If you are attending the AGM in Perth and have not lodged a Proxy Form, please bring the Proxy Form with you to assist with registration.

If you are not attending the AGM in Perth, you can lodge a completed Proxy Form by returning it in the enclosed envelope, by facsimile or online.

Please be aware that the Proxy Form needs to be received by the Nido Share Registrar by no later than 2.00 pm (AWST) on 4 May 2016. Proxy Forms received later than this time will be invalid. Further details on lodging your Proxy Form can be found on the reverse side of the Proxy Form.

CONTENTS

Notice of How to Access a Copy of the Company's Electronic Annual Report for the Year Ended 31 December 2015	page 3
Notice of Annual General Meeting	page 4
Explanatory Memorandum	page 10
Glossary	page 14
Proxy Form	

NOTICE OF HOW TO ACCESS A COPY OF THE COMPANY'S ELECTRONIC ANNUAL REPORT FOR THE YEAR ENDED 31 DECEMBER 2015.

Nido has adopted regulations that enable it to no longer distribute a hard copy Annual Report, unless a Shareholder elects to continue to receive a hard copy.

In accordance with the Corporations Act, Nido advises that a copy of its Annual Report for the year ended 31 December 2015 is available to view or download at the website address, www.nido.com.au.

Please note that if you have elected to continue to receive a hard copy of the Company's Annual Report, the Annual Report will accompany this Notice of Meeting or alternatively it will be mailed to you no later than 21 days before the Annual General Meeting.

However, if you did not elect to continue to receive a hard copy of the Company's Annual Report and now (or sometime in the future) wish to receive a hard copy of the Company's Annual Report then please contact Nido's Share Registrar on +61 8 9323 2000. They will be pleased to mail you a copy.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the AGM for Nido Petroleum Limited (ACN 086 630 373) ("**Nido**" or "**the Company**") for 2016 will be held at Nido's offices, Level 3, 1 Preston Street, Como, Western Australia, on Friday, 6 May 2016 at 2.00 pm (AWST).

Terms used in this Notice and the Explanatory Memorandum are defined in the glossary on page 15 of this document.

Important: The resolutions set out in this Notice should be read together with the accompanying Explanatory Memorandum.

AGENDA

ORDINARY BUSINESS

Annual Financial Report

To consider the Annual Financial Report, the Directors' Report and the Auditor's Report of Nido and its consolidated entities for the financial year ended 31 December 2015.

Resolution 1: Adoption of the Remuneration Report (non-binding)

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

'That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Annual Remuneration Report for Nido (which is contained in the Directors' Report) for the financial year ended 31 December 2015 be adopted.'

Note: In accordance with section 250R(3) of the Corporations Act, the vote on this resolution is advisory only and does not bind the Directors or the Company. However, see the Explanatory Memorandum for the implications if at least 25% of votes cast on this resolution are against its adoption.

Voting exclusion

The Company will disregard any votes cast on this resolution by certain persons. Details of the applicable voting exclusions are set out in the 'Voting Exclusions' section of the Notes to this Notice.

Election of Directors

Resolution 2: Election of Director – Mr Krairit Nilkuha

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

'That, Mr. Krairit Nilkuha who, having been appointed by the Board as a Director since the last annual general meeting, retires in accordance with the Constitution and ASX Listing Rules and being eligible, offers himself for election, be elected as a Director of the Company.'

Resolution 3: Election of Director – Mr William Bloking

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

'That, Mr William Bloking, who retires by rotation in accordance with the Constitution and the ASX Listing Rules and being eligible, offers himself for re-election, be elected as a Director of the Company.'

Approval of Retention Rights

Resolution 4: Approval of allocation of Retention Rights to Dr. Michael Fischer

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 Shareholders approve and authorise the Directors to grant 350,000 Retention Rights to Dr. Michael Fischer and to allot and issue Shares on the vesting of those Retention Rights, on the terms and conditions detailed in the Explanatory Memorandum.'

By order of the Board



John Newman
Company Secretary
Dated 4 April 2016

NOTES

These notes form part of the Notice of Meeting.

Background information

To assist you in deciding how to vote on the above Resolutions, background information to the Resolutions is set out in the Explanatory Memorandum.

Eligibility to Vote

Regulation 7.11.37 of the Corporations Regulations permits the Company to specify a time, not more than 48 hours before a general meeting, at which a 'snap-shot' of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the AGM.

The Board has determined that the registered holders of Shares at 7.00pm (AEST) on 4 May 2016 will be taken to be Shareholders for the purposes of the Annual General Meeting and accordingly, will be entitled to attend and vote at the AGM.

How to Vote

Shareholders may vote by attending the AGM in person, by proxy or by an authorised representative.

Voting in Person

Shareholders can vote in person at the AGM. Shareholders wanting to vote in person are asked to arrive at the AGM venue 30 minutes prior to the time designated for the meeting, if possible, so that the Company may check their shareholding against the Company's share register and note attendances.

Voting by Proxy

A Shareholder can appoint a proxy or, where a Shareholder is entitled to two or more votes, two proxies. An appointed proxy need not themselves be a Shareholder of the Company. A proxy can be an individual or a body corporate. A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body corporate may exercise as a proxy at the AGM. The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Where two proxies are appointed, a Shareholder may specify the number or percentage of votes to be exercised by each proxy. If no number or percentage of votes is specified, each proxy appointed will be taken to exercise half of that Shareholder's votes (disregarding fractions).

To be valid, the appointment of a proxy (made using a properly completed and executed Proxy Form) must be received by the Share Registrar of Nido no later than 2.00 pm (AWST) on 4 May 2016 (Proxy Forms received after that time will be invalid).

Proxy Forms can be submitted via any of the following methods:

By Post: Computershare Investor Services Pty Limited
 GPO Box 242
 Melbourne, Victoria 3001

By Facsimile: (within Australia) 1800 783 447

By Facsimile: (outside Australia) +61 3 9473 2555

Online: www.investorvote.com.au

Instructions on how to complete the Proxy Form are on the reverse of the Proxy Form attached to this Notice.

If a Proxy Form is signed by an attorney, a Shareholder must also send in the original or a certified copy of the power of attorney or other authority under which the Proxy Form is signed.

Undirected Proxies

The Chair of the AGM intends to vote undirected proxy votes in favour of all resolutions (subject to the voting exclusions below).

Voting by Corporate Representatives

A Shareholder or proxy which is a corporation and entitled to attend and vote at the AGM may appoint an individual to act as its representative to vote at the AGM. The appointment must comply with section 250D of the Corporations Act in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The representative should bring to the AGM evidence of his or her appointment unless it has previously been provided to the Company and/or the Company's Share Registrar, Computershare Investor Services.

Certificates of appointment of corporate representatives are available at www.computershare.com or on request by contacting Computershare Investor Services on telephone number +61 1300 557 010.

Voting by Attorney

A Shareholder entitled to attend and vote at the AGM is entitled to appoint an attorney to attend and vote at the AGM on the Shareholder's behalf. An attorney need not themselves be a Shareholder.

The power of attorney appointing the attorney must be in writing, signed and specify the name of each of the Shareholder, the Company and the attorney, and also specify the meeting(s) at which the appointment may be used. The appointment may be a standing one.

To be effective, the power of attorney must also be returned in the same manner, and by the same time, as specified for Proxy Forms.

Voting Exclusions

The Corporations Act and the ASX Listing Rules require that certain persons must not vote, and the Company must disregard any votes cast by or on behalf of certain persons, on two of the resolutions to be considered at the AGM. These voting exclusions are described below.

Resolution 1: (Remuneration Report)

Votes may not be cast, and the Company will disregard any votes cast, on Resolution 1:

- by or on behalf of any KMP member whose remuneration details are included in the Remuneration Report, or any of their closely related parties, regardless of the capacity in which the votes are cast; or
- by any person who is a KMP member as at the time the resolution is voted on at the AGM, or any of their closely related parties, as a proxy,

unless the votes are cast as a proxy for a person who is entitled to vote on the resolution:

- in accordance with a direction in the proxy appointment; or
- by the Chair of the AGM in accordance with an express authorisation in the proxy appointment to cast the votes even if the resolution is connected directly or indirectly with the remuneration of a KMP member.

If the Chair is to act as a Shareholder's proxy (whether by appointment or by default) and the Shareholder has not given directions on how to vote by completing the appropriate box in the voting directions section of the proxy form for Resolution 1 (Remuneration Report), the Proxy Form includes an express authorisation for the Chair to cast the Shareholder's votes "for" Resolution 1.

Resolution 4: (Retention Rights)

Votes may not be cast, and the Company will disregard any votes cast, on this Resolution 4 by Dr. Fischer or any of his Associates. However, the Company will not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by the Chairman of 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.

For the purposes of these voting exclusions:

The *KMP* (or *key management personnel*) are those persons having authority and responsibility for planning, directing and controlling the activities of the Nido consolidated group, either directly or indirectly. This includes all Directors (executive and non-executive) and all executives reporting to the Managing Director and Chief Executive Officer. The KMP for the Nido Petroleum Limited consolidated group during the year ended 31 December 2015 are listed in the Remuneration Report contained in the Company's 2015 Annual Report.

A *closely related party* of a KMP member means:

- a spouse or child of the member; or
- a child of the member's spouse; or
- a dependant of the member or of the member's spouse; or
- anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity;
- a company the member controls; or
- a person prescribed by the Corporations Regulations.

The Company will also apply these voting exclusions to persons appointed as attorney by a Shareholder to attend and vote at the AGM under a power of attorney, as if they were appointed as a proxy.

Resolutions

All items of business involving a vote by Shareholders require ordinary resolutions, which means that, to be passed, the item needs the approval of a simple majority of the votes cast by Shareholders entitled to vote on the resolution.

Questions from Shareholders

The Chair of the meeting will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management and performance of the Company.

Mr Graham Hogg of KPMG, as the auditor responsible for preparing the Auditor's Report for the year ended 31 December 2015 (or his representative), will attend the AGM. The Chair of the meeting will allow a reasonable opportunity for the Shareholders to ask the auditor questions at the meeting about:

- the conduct of the audit; and
- the content of the Auditor's Report.

To assist the Board and the auditor of the Company in responding to any questions you may have, please submit any questions you may have by fax or to the address below by no later than 5.00pm (Perth time) on 29 April 2016.

By mail: Level 3, 1 Preston Street, Como, Western Australia

By fax: + 61 (8) 9474 0099

In person at the Registered Office: Level 3, 1 Preston Street, Como, Western Australia

As required under section 250PA of the Corporations Act, at the meeting, the Company will make available those questions directed to the auditor received in writing at least 5 business days prior to the AGM, being questions which the auditor considers relevant to the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report for the year ended 31 December 2015. The Chair of the meeting will allow a reasonable opportunity for the auditor to respond to the questions set out on this list.

Enquiries

Shareholders are invited to contact the Company Secretary, John Newman, on +61 8 9474 0000 if they have any queries in respect of the matters set out in these documents.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum (including any annexures) is an important document and should be read carefully. If you have any questions regarding the matters set out in this Explanatory Memorandum or the preceding Notice, please contact the Company Secretary, John Newman, on +61 8 9474 0000, your stockbroker or other professional adviser.

This Explanatory Memorandum (including any annexures) forms part of the notice convening the AGM of the Company to be held on 6 May 2016 at 2.00 pm (AWST) at Nido's offices, Level 3, 1 Preston Street, Como, Western Australia.

This Explanatory Memorandum has been prepared for the Shareholders of the Company and its purpose is to provide Shareholders with information that the Board believes to be material to Shareholders in deciding whether or not to approve the Resolutions detailed in the Notice.

Annual Financial Report

As required by section 317 of the Corporations Act, the Annual Financial Report, Directors' Report, and the Auditor's Report of the Company and its consolidated entities for the most recent financial year (namely the period ended 31 December 2015) will be laid before the AGM. Shareholders will be provided with the opportunity to ask questions about the reports.

A copy of the Company's 2015 Annual Report can be accessed on-line at www.nido.com.au. Alternatively, a hard copy will be made available on request.

There is no requirement for a Shareholder resolution on this item. Accordingly, there will be no resolution put to the AGM. However, Shareholders attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the financial statements and reports.

Mr Graham Hogg of KPMG, as the auditor responsible for preparing the Auditor's Report for the year ended 31 December 2015 (or his representative), will attend the AGM and Shareholders will have the opportunity to ask the auditor questions in relation to the conduct of the audit, the Auditor's Report, the Company's accounting policies, and the independence of the auditor.

Resolution 1: Approval of the Remuneration Report

The Remuneration Report is required to be considered by Shareholders in accordance with section 250R(2) of the Corporations Act.

The Remuneration Report for the year ended 31 December 2015 contains:

- the remuneration policy for the Company;
- an overview of the relationship between the remuneration policy and the Company's performance; and
- a report on the remuneration arrangements in place for each Director, including the Managing Director and certain members of senior management.

The Remuneration Report is contained within the Directors' Report in the Company's 2015 Annual Report which is available in the Annual Report section of the website at www.nido.com.au. If you wish to receive a hard copy of the Company's 2015 Annual Report, please refer to page 3 of this document.

Shareholders will have an opportunity to ask questions and make comments about the Remuneration Report at the AGM. Shareholders will be asked to vote on a resolution to adopt the Remuneration Report. Under the Corporations Act, the vote on the resolution is only advisory and does not bind the Directors or the Company.

However, if at least 25% of the votes cast on the resolution are voted against the adoption of the Remuneration Report at the meeting, then:

- (a) if comments are made on the Remuneration Report at the AGM, the Company's Remuneration Report for the next financial year will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this; and
- (b) if at the next AGM, at least 25% of the votes cast on the resolution for the adoption of the Remuneration Report are against such adoption, the Company will be required to put to Shareholders a resolution proposing that a general meeting be called to consider the election of Directors of the Company ("**Spill Resolution**"). If a Spill Resolution is passed, all of the Directors, other than the Managing Director (if any), will cease to hold office at the subsequent general meeting, unless re-elected at that meeting.

Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company (as described in the Remuneration Report) and, that each Director (or any closely related party of a Director) is excluded from voting their shares on the resolution (as described in the 'Voting Exclusions' section of the Notes to the Notice), the Directors unanimously recommend that Shareholders vote in favour of the adoption of the Remuneration Report Resolution 1.

Resolution 2: Election of Director - Mr Krairit Nilkuha

On 21 August 2015, Mr Krairit Nilkuha was appointed by the other Directors as an addition to the Board in accordance with rule 35(a) of the Constitution. The ASX Listing Rules and the Constitution require that a Director appointed by the other Directors retire from office at the next AGM of the Company.

In accordance with the ASX Listing Rules and rule 35(a) of the Constitution, Mr Krairit Nilkuha retires from office and offers himself for election as a Director of the Company.

Details of the background of Mr Krairit Nilkuha including his experience, knowledge and skills and his status as a non-independent Director are set out in the Company's 2015 Annual Report, which is available on the Company's website at www.nido.com.au. Mr Nilkuha is considered a non-independent Non-Executive Director due to being nominated as a Non-Executive Director by the Company's controlling shareholder, BCP Energy International Pte Ltd.

In accordance with the Company's protocols for the appointment of Non-Executive Directors the Company carried out extensive due diligence with respect to Mr Nilkuha prior to his appointment of the Board including professional qualification verification and police clearance checks. Mr Nilkuha was also required to complete a statutory declaration attesting to his qualifications and financial standing.

Recommendation

The Board (with the candidate abstaining) unanimously recommends that Shareholders vote in favour of Mr Krairit Nilkuha's election as a Director.

Resolution 3: Election of Director - Mr William Bloking

The ASX Listing Rules require the Company to hold an election of Directors each year. The Constitution requires that at every annual general meeting one third of the Directors (to the nearest whole number), excluding the Managing Director, must retire from office. In accordance with the ASX Listing Rules and rule 35(c) of the Constitution, Mr William Bloking retires from office and offers himself for re-election.

Details of the background of Mr William Bloking including his experience, knowledge and skills and his status as an independent Director, are set out in the Company's 2015 Annual Report, which is available on the Company's website at www.nido.com.au.

Recommendation

The Board (with the candidate abstaining) unanimously recommends that Shareholders vote in favour of Mr William Bloking's election as a Director.

Resolution 4: Approval of allocation of Retention Rights to Dr. Michael Fischer

Dr. Fischer is the Managing Director of the Company. Under the terms of Dr. Fischer's employment contract with the Company, Dr. Fischer is entitled to the award of 350,000 Retention Rights subject to Shareholder approval.

If approved by Shareholders these Retention Rights will be issued within 30 days following the AGM and subject to Dr. Fischer's ongoing employment with the Company, will convert into Shares in eight equal tranches of 43,750 Shares over a four year period. The first tranche will be converted immediately following the issue of the Retention Rights and the subsequent tranches will convert into Shares on or around 26 August 2016 and every six month period thereafter until 26 August 2019.

The Board considers that this retention incentive is important in that the proposed grant assists the Company to retain the services of Dr. Fischer by providing an attractive long term retention tool that builds an ownership of the Company mindset. The Board considers that the proposed grant of Retention Rights to Dr. Fischer is reasonable given the circumstances of the Company and Dr. Fischer.

Key Terms

The following information summarises the key terms of the Retention Rights:

- Each Retention Right will entitle Dr. Fischer to one Share in the Company subject to Dr. Fischer's ongoing employment by the Company. The Retention Rights are awarded at nil cost;
- If the Company terminates Dr. Fischer's employment contract without cause, Dr. Fischer is entitled to a maximum of 43,750 Shares in respect of any yet to be vested Retention Rights as at the date of termination of his employment;
- If Dr. Fischer resigns from the Company or is terminated for cause any yet to be vested Retention Rights will lapse;
- Each Retention Right is subject to the restrictions within the Listing Rules with respect to restructures of the Company's share capital;
- Retention Rights do not entitle the holder to participate in any entitlement offering or other offer that is available to Shareholders such as a share purchase plan; and
- Upon a Change of Control or Change in Status of the Company all of the Retention Rights granted to Dr. Fischer will vest.

A **Change-of-Control** occurs if an entity who, either alone or together with any person who is an associate of the person for the purposes of Chapter 6 of the *Corporations Act 2001*:

- does not have the capacity to control the composition of a majority of the Board of the Company; or
- is not in a position to cast, or Control the casting of, more than 50% of the maximum number of votes that might be cast at a General Meeting of the Company; or
- does not have a relevant interest in more than 50% of the issued share capital of the Company; subsequently has the ability to do so.

A **Change-of-Status** occurs if:

- a takeover bid is made to the holders of fully paid ordinary shares in the Company;
- pursuant to an application made to the court, the court orders a meeting to be held in relation to a proposed compromise or arrangement for the purpose of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with any other companies under Part 5.1 of the *Corporations Act 2001*;
- the Company passes a resolution for voluntary winding up, or
- an order is made for the compulsory winding up of the Company.

Control means control as that expression is defined in Section 50AA of the *Corporations Act 2001*.

Listing Rule requirements

Listing Rule 10.11 provides that a company must not issue or agree to issue equity securities to a Related Party without the prior approval of holders of ordinary securities. Accordingly, under Resolution 4, approval is sought for the issue of Retention Rights, and Shares upon the vesting of those Retention Rights, to Dr. Fischer.

Listing Rule 10.13 requires the following information to be included in this Notice of Meeting:

- the Retention Rights will be issued to Dr. Michael Fischer, Managing Director;
- subject to Shareholder approval being obtained, the maximum number of Shares that the Company may issue to Dr. Fischer, for the purposes of the approval sought is 350,000. The Company will grant Dr. Fischer 350,000 Retention Rights and if all Retention Rights vest Dr. Fischer will be entitled to 350,000 Shares;

- The Retention Rights will be issued to Dr. Fischer within 30 days following the AGM by operation of Dr. Fischer's employment contract if Resolution 4 is approved by the Shareholders of the Company at the Annual General Meeting;
- Dr. Fischer is the Managing Director and is considered a Related Party of the Company pursuant to section 228(2)(a) of the Corporations Act, as he is a Director of the Company;
- any Shares issued to Dr. Fischer on vesting of the Retention Rights will rank equally in all respects with other Shares in the Company and the Company will apply for the Shares to be quoted on ASX;
- the proposed grant of the Retention Rights to Dr. Fischer will be made on terms and conditions set out in Dr. Fischer's employment contract with the Company;
- the key terms of the Retention Rights are set out in this Explanatory Memorandum;
- no consideration is payable by Dr. Fischer at the time of grant of the Retention Rights or upon the issue of Shares to which he may become entitled on the vesting dates. Therefore no funds will be raised by the grant of the Retention Rights, or the issue of Shares upon the vesting of those Retention Rights, to Dr. Fischer; and
- a voting exclusion statement is provided at Resolution 4 of the Notice.

If approved by Shareholders, the grant of the Retention Rights to Dr. Fischer pursuant to Resolution 4 will not be included in the 15% calculation of the Company's annual placement capacity under Listing Rule 7.1, given the issue would fall under Listing Rule 7.2 Exception 14 (if approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1).

Corporations Act requirements

Under Chapter 2E of the Corporations Act, a public company cannot give a "financial benefit" to a "Related Party" unless one of the statutory exceptions applies or shareholders have in a general meeting approved the giving of that financial benefit.

Dr. Fischer is a "Related Party" of the Company as defined in the Corporations Act because he is a Director of the Company, and the issue of Retention Rights to him constitutes the giving of a "financial benefit".

The Retention Rights are being issued to Dr. Fischer as part of his employment contract with the Company. Consistent with the Board's award of Retention Rights to the previous Managing Director, Mr Philip Byrne, the Board included Retention Rights in Dr. Fischer's contract as a form of long term retention incentive.

The Board considers that the issue of Retention Rights to Dr. Fischer is an important component of the Company's long term retention strategy for Dr. Fischer and believes it is in the best interests of the Company's Shareholders that Dr. Fischer is appropriately incentivised for this purpose.

Section 211 of the Corporations Act provides an exception to the need to obtain shareholder approval to the giving of a financial benefit to a Related Party where the financial benefit is remuneration to an officer of a public company and giving the remuneration would be reasonable given the respective circumstances of the public company and the Related Party (including the responsibilities involved in the office or employment).

The Board considers that the grant of Retention Rights to Dr. Fischer is reasonable given the circumstances of the Company and Dr. Fischer.

Recommendation

Noting that Dr. Fischer has a personal interest in the award of the Retention Rights and that Dr. Fischer and his Associates are therefore excluded from voting their shares on the resolution (as described in the 'Voting Exclusions' section of the Notes to the Notice), the Board, with the exception of Dr. Michael Fischer, unanimously recommends that Shareholders vote in favour of the allocation of 350,000 Retention Rights to Dr. Michael Fischer.

GLOSSARY

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

Annual Report means the Company's Annual Financial Report, Directors' Report, and the Auditor's Report.

ASIC means the Australian Securities and Investment Commission.

Associate means the same as that term is defined in the Corporations Act.

ASX means the Australian Securities Exchange, operated by ASX Limited (ABN 98 008 624 691).

ASX Listing Rules or **Listing Rules** means the listing rules of ASX and any other rules of ASX which are applicable while the Company is admitted to the official list of ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by ASX.

Board means the Board of Directors of the Company.

Closely Related Party of a KMP member means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations.

Company or **Nido** means Nido Petroleum Limited (ABN 65 086 630 373).

Constitution means the Company's constitution, as amended from time to time.

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

Corporations Regulations means *Corporations Regulations 2001* (Cth).

Directors means the directors of the Company from time to time and **Director** means any one of them.

Explanatory Memorandum means this explanatory memorandum which accompanies the Notice.

KMP (or **key management personnel**) means those persons having authority and responsibility for planning, directing and controlling the activities of the Nido consolidated group, either directly or indirectly. This includes all Directors (executive and non-executive) and all executives reporting to the Managing Director and Chief Executive Officer. The KMP for the Nido Petroleum Limited consolidated group during the year ended 31 December 2015 are listed in the Remuneration Report contained in the Company's 2015 Annual Report.

Notice or Notice of Meeting means the notice convening the Annual General Meeting for Nido Petroleum Limited for 2016 will be held at Nido's offices, Level 3, 1 Preston Street, Como on Friday, 6 May 2016 at 2.00 pm (AWST).

Proxy Form means the proxy form attached to the Notice.

Related Party has the meaning given to that term in section 228 of the Corporations Act.

Resolution means a resolution contained in the Notice.

Retention Right means a right to acquire a Share in the Company subject to the terms of Dr. Fischer's employment contract with the Company.

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

Shareholder means a holder of one or more Shares.

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

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

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

XX



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 138495

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



 **For your vote to be effective it must be received by 2.00pm (AWST) Wednesday, 4 May 2016**

How to Vote on Items of Business

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

Appointment of Proxy

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

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

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

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

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

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

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

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

Attending the Meeting

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

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

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

☐

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

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Nido Petroleum Limited hereby appoint

☐

the Chairman
of the Meeting OR



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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Nido Petroleum Limited to be held at Nido's offices, Level 3, 1 Preston Street, Como, Western Australia on Friday, 6 May 2016 at 2.00pm (AWST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 4 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 4 by marking the appropriate box in step 2 below.

STEP 2 Items of Business



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

		For	Against
Resolution 1	Adoption of the Remuneration Report (non-binding)	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Director – Mr Krairit Nilkuha	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Director – Mr William Bloking	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of allocation of Retention Rights to Dr. Michael Fischer	<input type="checkbox"/>	<input type="checkbox"/>

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

SIGN

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /
