



STOCK EXCHANGE ANNOUNCEMENT

21 October, 2016

Manager, Company Announcements Office
ASX Limited
Level 4, Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Annual General Meeting – Notice of Meeting and Voting Forms

Attached are the Notice of Meeting and Shareholder Voting Forms for the Annual General Meeting of Pan Pacific Petroleum NL (**PPP**), to be held on Tuesday, 22 November 2016.

The Notice of Meeting will be available today on PPP's website www.panpacpetroleum.com.au and will be mailed to all PPP shareholders who have not elected to receive the Notice of Meeting via electronic means.

All PPP shareholders who have elected to receive a printed copy of the 201 Annual Report will also receive the 2016 Annual Report in the same mailing.

A copy of the 2016 Annual Report has been lodged separately with the ASX and the NZX and is available on PPP's website.

Yours faithfully

A handwritten signature in black ink, appearing to read "Kim Ware", enclosed within a rectangular box.

Ms Kim Ware
Company Secretary

Notice Of Annual General Meeting – 22 November 2016

The 2016 Annual General Meeting of Pan Pacific Petroleum NL ACN 000 749 799 (the **Company**) will be held at the offices of the Company's at Level 3, 123 Walker Street, North Sydney NSW 2060, on Tuesday, 22 November 2016 at 11:00 am (AEST).

CONFIRMED ITEMS OF BUSINESS

The following items of business will be considered at this upcoming Annual General Meeting.

ITEM 1. FINANCIAL, DIRECTORS' AND AUDITOR'S REPORT

To receive and consider the financial report of the Company and the reports of the Directors and of the Auditors for the financial year ended 30 June 2016.

ITEM 2. REMUNERATION REPORT

To adopt the Remuneration Report as set out in the Annual Report for the financial year ended 30 June 2016.

ITEM 3. ELECTION OF MR PATRICK BURKE

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

"That Mr Patrick Burke, who has been nominated by the Directors in accordance with Rule 9.1(l)(2) of the Company's Constitution, and being eligible, is elected as a Director of the Company."

VOTING EXCLUSION STATEMENT

Please refer to the Explanatory Statement to Shareholders as to the voting exclusion that applies to Item 2 (Remuneration Report).

By Order of the Board
Dated: 21 October, 2016

Kim Ware

Company Secretary

EXPLANATORY STATEMENT TO SHAREHOLDERS

Introduction

This Explanatory Memorandum has been prepared for the shareholders of Pan Pacific Petroleum NL to provide information about the items of business to be considered at the Annual General Meeting of shareholders to be held on Tuesday, 22 November 2016 at 11:00 am (AEST).

Voting Entitlements

For the purposes of voting at this Annual General Meeting, a Shareholder's voting entitlement at this Annual General Meeting will be taken to be the entitlement of the person shown on the register of Shareholders at 7.00 pm AEST on Friday, 18 November 2016.

Proxies

A personalised Shareholder Voting Form is provided with this Notice. Please read the instructions and other information on the Shareholder Voting Form.

A Shareholder entitled to attend and vote at this Annual General Meeting may elect to appoint a Proxy and, if entitled to cast two or more votes, is entitled to appoint two Proxies.

A Proxy need not be a Shareholder of the Company and may be an individual or a body corporate. If a body corporate is appointed as Proxy, the body corporate must ensure that it appoints a body corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as Proxy at this Annual General Meeting.

Where a Shareholder elects to submit a Proxy vote and two Proxies are appointed, each Proxy may be appointed to represent a specified proportion of the Shareholder's voting rights. In the absence of any apportionment of voting rights, each Proxy shall be taken to be able to exercise half of the Shareholder's voting rights.

If you sign the enclosed Shareholder Voting Form and do not mark the appropriate box to appoint a Proxy or your named Proxy does not attend the upcoming Annual General Meeting, you will be deemed to have appointed the Chairman of this Annual General Meeting as your Proxy by default.

If you appoint the Chairman as your Proxy (or the Chairman of the Meeting becomes your Proxy by default), the Chairman will cast all undirected votes in favour of Item 2 (Remuneration Report).

Any Key Management Personnel or their Closely Related Parties (excluding the Chairman) who are nominated as Proxies may not cast any undirected votes in relation to Item 2 (Remuneration Report). Accordingly, if you appoint a member of the Key Management Personnel or their Closely Related Parties (other than the Chairman) as your Proxy, you must direct him/her how to vote on Item 2 (Remuneration Report), by marking either "for", "against" or "abstain" on the Shareholder Voting Form for that item otherwise your vote will not be counted on Item 2 (Remuneration Report).

For an appointment of a Proxy to be effective, Shareholder Voting Forms and, if applicable, the powers of attorney (or a certified copy of the powers of attorney) under which they are signed must be lodged at the Company's registered office or the Company's share registry.

Please return your Shareholder Voting Form to:

Link Market Services Limited

Mail: Locked Bag A14, Sydney South, NSW 1235, Australia

Hand Delivery: 1A Homebush Bay Drive, Rhodes NSW 2138, Australia

Online: www.linkmarketservices.com.au

Facsimile: +61 2 9287 0309

Telephone enquiries: 1300 306 276

From outside Australia: +61 1300 306 276

No later than 11.00 am AEST, 20 November 2016.

Item 1 – Financial, Directors' and Auditor's Report

To receive and consider the financial report of the Company and the reports of the Directors and of the Auditor for the financial year ended 30 June 2016.

No resolution is required for this item but shareholders will be given a reasonable opportunity at the meeting to ask questions or make comments with respect to the management or operations of the Company. In addition a reasonable opportunity will be given to shareholders to ask questions of the Company's external Auditors with respect to the conduct of the audit, the preparation and conduct of the Auditor's report or the accounting policies adopted by the Company.

Item 2 – Remuneration Report

The current Remuneration Report is set out in the Company's 2016 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for Directors and senior executives. As required by section 250(R) (2) of the Corporations Act, a listed company must put a non-binding resolution to Shareholders to adopt the Remuneration Report. In line with section 250(R) (3) of the Corporations Act, this vote will be advisory only, and it will not bind the Directors or the Company. A reasonable opportunity will be provided for discussion of the Remuneration Report at this Annual General Meeting.

Voting Exclusion for Item 2 (Remuneration Report)

As required by section 250(R) (4), a vote on this resolution must not be cast (in any capacity) by a member of the Key Management Personnel, including any Director or senior executive, whose remuneration details are included in the Remuneration Report or a Closely Related Party to a member of the Key Management Personnel.

However, the Company will not disregard a vote cast if:

it is cast by the Chairman as appointed Proxy (or the Chairman becomes your Proxy by default) and although the appointment does not specify the way the Proxy is to vote on the resolution, the appointment expressly authorises the Chairman to exercise the Proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; or it is cast by a member of the Key Management Personnel or a Closely Related Party (including the Chairman) as a Proxy appointed in writing that specifies how the Proxy is to vote, and the vote is not cast on behalf of a member of the Key Management Personnel or a Closely Related Party.

Any undirected Proxies held by a member of the Key Management Personnel or their Closely Related Parties (other than the Chairman) will not be voted on Item 2 (Remuneration Report). If you choose to appoint a Proxy who is a member of the Key Management Personnel or their Closely Related Parties (other than the Chairman), you are encouraged to direct your Proxy how to vote on Item 2 (Remuneration Report) by marking either “for”, “against” or “abstain” on the Shareholder Voting Form for that item of business.

A vote cast in contravention of section 250(R) (4) of the Corporations Act is taken not to be cast.

If you appoint the Chairman as your Proxy (or the Chairman of the Meeting becomes your Proxy by default), the Chairman will cast all undirected votes in favour of Item 2 (Remuneration Report).

The Directors recommend that Shareholders vote in favour of Item 2 (Remuneration Report).

Item 3 - Election of Mr Patrick Burke

Mr Patrick Burke, who has been nominated by the Directors in accordance with Rule 9.1(l)(2) of the Company's Constitution, and being eligible, is elected as a Director of the Company.

Mr Burke holds a Bachelor of Law degree from the University of Western Australia. He has over 20 years of legal and corporate advisory experience, and has acted as a Director and consultant to a large number of ASX small to midcap resources and oil & gas companies over the past 10 years. His legal expertise is in corporate commercial and securities law with an emphasis on capital raisings and mergers and acquisitions. His corporate advisory experience includes identification and assessment of acquisition targets, strategic advice, structuring and pricing, negotiation, funding, due diligence and management of process. He has extensive operational, business development and management experience in ASX small to midcaps as well as strong commercial and financial relationships. He contributes general commercial and legal skills.

Mr Burke is currently a Director of ASX listed Triton Minerals Limited, ATC Alloys Limited and dual NASDAQ and ASX listed Uranium Resources, Inc.

Mr Burke has held the following directorships in the past three years:

Shareroot Ltd (ASX:SRO) Resigned 12 January 2016, Anatolia Energy Limited (ASX:AEK) Resigned 10 November 2016, xTV Networks Limited (ASX:XTV) Resigned 2 February 2015, Emergent Resources Limited Resigned 31 May 2014, Assemblybay Limited (ASX:ASY) Resigned 23 December 2013, MSM Corporation International Limited (ASX:MSC) Resigned 2 December 2013

If you appoint the Chairman as your Proxy (or the Chairman of the Meeting becomes your Proxy by default), the Chairman will cast all undirected votes in favour of item 3 (Election of Mr Patrick Burke).

The Directors, unanimously recommend that Shareholders vote in favour of Item 3 (Election of Mr Patrick Burke).

Retirement of Mr Tattersfield

Mr Tattersfield, will retire by rotation at the conclusion of the AGM in accordance with Rules 9.1(e)(2)(A) and 9.1(e)(2)(B) of the Company's Constitution.

Glossary

In this Explanatory Statement, unless the context otherwise requires:

Annual General Meeting	means this Annual General Meeting of the Company;
Annual Report	means an Annual Report of the Company;
Auditor	means Ernst & Young ABN 75 288 172 749;
ASX	means ASX Limited ACN 008 624 691;
Audit Committee	means the audit committee of the Company;
Board	means the Board of Directors of the Company;
Chairman	means the Chairman of this Annual General Meeting;
Closely Related Party	means in relation to a KMP, a KMP's spouse, child, spouse's child, dependant of the KMP or their spouse, a company the KMP controls or family of a KMP that may be expected to influence the KMP, or be influenced by the KMP, in the KMP's dealings with the Company;
Company	means Pan Pacific Petroleum NL ACN 000 749 799;
Constitution	means the Constitution of the Company;
Corporations Act	means the <i>Corporations Act</i> 2001 (Cth);
Director	means a Director of the Company;
Explanatory Statement	means the Explanatory Statement accompanying the Notice;
KMP or Key Management Personnel	means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;
Listing Rules	means the Listing Rules of ASX;
Notice	means the notice of the 2016 Annual General Meeting of the Company attached to and forming part of this document;
Proxy or Proxies	means a proxy appointed by a shareholder for the purposes of this Annual General Meeting;
Remuneration Report	means a Remuneration Report of the Company;
Rule	means a rule in the Company's Constitution;
Shareholder Voting Form	means the shareholder voting form accompanying this Notice;
Shareholder	means a holder of shares in the Company; and
Share	means an ordinary share in the Company.

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Pan Pacific Petroleum NL
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138



ALL ENQUIRIES TO

Telephone: +61 1300 306 276

PROXY FORM

I/We being a member(s) of Pan Pacific Petroleum NL 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 **11:00am on Tuesday, 22 November 2016 at Pan Pacific Petroleum, Level 3, 123 Walker Street, North Sydney NSW 2060** (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 ☒

Resolutions

For Against Abstain*

2 Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3 Election of Mr Patrick Burke

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* 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 SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder'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 SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares 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 shareholder 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 shares 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 shares 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 share 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 shares 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 shareholder 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 share 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 **11:00am on Sunday, 20 November 2016**, 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, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

Pan Pacific Petroleum NL
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*
1A Homebush Bay Drive
Rhodes NSW 2138

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

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**