

**Enhanced Oil & Gas Recovery Limited
ACN 097 771 581**

**Notice of Annual General Meeting
to be held on 30 November 2016**

**Explanatory Memorandum
for the Notice of Annual General Meeting**

**THIS DOCUMENT IS IMPORTANT AND REQUIRES
YOUR IMMEDIATE ATTENTION.
IF YOU ARE IN ANY DOUBT ABOUT THE ACTION YOU SHOULD TAKE
PLEASE CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT OR
OTHER PROFESSIONAL ADVISER.**

**NOTICE OF THE ANNUAL GENERAL MEETING TO BE HELD AT
LEVEL 14 AUSTRALIA SQUARE, 264 – 278 GEORGE STREET, SYDNEY NSW 2000
AT 2:30PM SYDNEY TIME ON WEDNESDAY, 30 NOVEMBER 2016**

**TO BE VALID, FORMS OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING MUST BE
COMPLETED AND RETURNED TO THE COMPANY NO LATER THAN
2:30PM SYDNEY TIME ON MONDAY, 28 NOVEMBER 2016**

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Section A - Letter from the Chair

Enhanced Oil & Gas Recovery Limited

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26 October 2016

Dear Shareholder

The Directors of Enhanced Oil & Gas Recovery Limited ACN 097 771 581 (**Company**) have convened the Annual General Meeting of Shareholders to be held on Wednesday, 30 November 2016 to:

- table the financial statements and reports of the Company for the financial year ended 30 June 2016;
- vote on the election and re-election of Directors;
- approve the issue of Shares and Options to certain converting noteholders of the Company in accordance with ASX Listing Rule 7.1;
- approve the issue of Shares and Options to entities associated with Troy Burns and Ross Hill on conversion of Converting Notes held by them in accordance with ASX Listing Rule 10.11;
- ratify the issue of Shares to certain consultants of the Company in accordance with ASX Listing Rule 7.4; and
- approve the issue of Shares to certain Directors of the Company in accordance with ASX Listing Rule 10.11.

At the Company's 2015 annual general meeting, the Company did not achieve at least 75% of votes cast in favour of the 2015 remuneration report. This constituted a "first strike" under the *Corporations Act 2001* (Cth). At this year's Annual General Meeting, Shareholders will be asked to cast a non-binding vote in relation to the adoption of the Remuneration Report for the financial year ended 30 June 2016. If the votes against the 2016 Remuneration Report are at least 25% of the votes cast, or likely to be cast, at the Annual General Meeting on this Resolution, the Company will receive a "second strike". If a "second strike" occurs, then a Board spill meeting Resolution will be put to the Annual General Meeting. If the "second strike" eventuates, the Board unanimously recommends that Shareholders vote against the spill meeting Resolution on the basis that it would be extremely disruptive to the ongoing operations of the Company.

Notice of Annual General Meeting and accompanying documents

This letter is accompanied by a Notice of Annual General Meeting (Section C) and an Explanatory Memorandum (Section D). The Notice of Annual General Meeting sets out the Resolutions to be considered by Shareholders. The Explanatory Memorandum explains in greater detail the background to the proposed Resolutions.

Shareholders are encouraged to read the enclosed Explanatory Memorandum closely in its entirety and to attend the Annual General Meeting and vote on the Resolutions. A proxy form is enclosed at Section E to enable any Shareholder who is unable to attend the Annual General Meeting to vote at the meeting.

The Directors support the Resolutions contained in the Notice of Annual General Meeting and recommend that you vote in favour of all Resolutions, full details of which are contained in the Notice of Annual General Meeting.

Yours faithfully

Troy Burns
Executive Chairman

Section B - Glossary

1. Definitions

The following definitions are used in the Letter from the Chair, the Notice of Annual General Meeting and the Explanatory Memorandum:

Annual General Meeting	means the general meeting of the Company to be held on Wednesday, 30 November 2016 pursuant to the Notice of Annual General Meeting.
Annual Report	means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ended 30 June 2016.
Associate	has the meaning given to that term in Part 1.2, Division 2 of the Corporations Act.
ASX	means ASX Limited ACN 008 624 691.
ASX Listing Rules	means the official listing rules issued and enforced by the ASX, as amended from time to time.
Board or Board of Directors	means the board of Directors.
Business Day	means a day which is not a Saturday, Sunday or public holiday in Sydney.
Chair	means the chair of the Company, who is currently Troy Burns.
Company or EOR	means Enhanced Oil & Gas Recovery Limited ACN 097 771 581.
Constitution	means the constitution of the Company, as amended from time to time.
Converting Notes	means the converting notes issued by EOR to each Converting Noteholder pursuant to the Converting Note Agreement.
Converting Note Agreement	means the converting note agreement entered into by the Company and each of the Converting Noteholders.

Converting Noteholder	means a converting noteholder set out in the Schedule of Converting Noteholders contained in paragraph 12 of the Explanatory Memorandum and Converting Noteholders means any two or more of them.
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
Directors	means the directors of the Company.
EOR or the Company	means Enhanced Oil & Gas Recovery Limited ACN 097 771 581.
Equity Securities	has the meaning given to that term in ASX Listing Rule 19.12.
Explanatory Memorandum	means the explanatory memorandum set out in Section D of this document.
Notice of Annual General Meeting or Notice	means the notice of Annual General Meeting set out in Section C of this document.
Option	means an option to acquire a Share and Options means any two or more of them.
Resolution	means a resolution passed by the requisite majority of Shareholders of the Company on a show of hands or by the requisite majority of votes given on a poll.
Share	means a fully paid ordinary share in the issued capital of the Company and Shares means any two or more of them.
Shareholder	means a holder of a Share.

2. Interpretation

For the purposes of interpreting the Letter from the Chair, the Explanatory Memorandum and the Notice of Annual General Meeting:

- (a) the singular includes the plural and vice versa;
- (b) words importing any gender include both genders;

- (c) reference to any statute, ordinance, regulation, rule or other law includes all regulations and other instruments and all consolidations, amendments, re-enactments or replacements for the time being in force;
- (d) all headings, bold typing and italics (if any) have been inserted for convenience of reference only and do not define, limit or affect the meaning or interpretation of the Letter, the Explanatory Memorandum and the Notice of Annual General Meeting;
- (e) reference to persons includes bodies corporate and government authorities and in each and every case, includes a reference to the person's executors, administrators, successors, substitutes (including without limitation persons taking by novation and assignment); and
- (f) reference to **\$, A\$, Australian Dollars** or **dollars** is a reference to the lawful tender for the time being and from time to time of the Commonwealth of Australia.

Section C - Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Shareholders of Enhanced Oil & Gas Recovery Limited ACN 097 771 581 (**EOR** or the **Company**) will be held at Level 14 Australia Square, 264 – 278 George Street, Sydney NSW 2000 on Wednesday, 30 November 2016 at 2:30pm (Sydney time).

Defined terms used in this Notice of Annual General Meeting have the meanings given to them in the Glossary accompanying this Notice of Annual General Meeting.

1. Ordinary Business

1.1 Annual Report

To table and consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2016, which includes the Financial Report, Directors' Report and Auditor's Report.

Note: The Financial Report, Directors' Report and Auditor's Report for the Company for the year ended 30 June 2016 will be laid before the meeting. There is no requirement for Shareholders to approve those reports. Shareholders will be given an opportunity to raise questions of the Directors and the Company's auditor on the Financial Report and Auditor's Report at the Annual General Meeting.

1.2 Resolution 1: Adoption of Remuneration Report

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

"That, the Remuneration Report for the year ended 30 June 2016 which is attached to the Annual Report as required under section 300A of the Corporations Act 2001 (Cth), be adopted by the Company."

Note: The Remuneration Report is set out in the Directors' Report, specifically on pages 14 and 15 of the Annual Report. In accordance with section 250R(3) of the Corporations Act, the votes cast in respect of this Resolution are advisory only and do not bind the Company.

Note: If the votes against this Resolution are at least 25% of the votes cast on this Resolution, then Resolution 9 will be put to Shareholders. If the votes against this Resolution are less than 25% of the votes cast on this Resolution, then Resolution 9 will not need to be put to Shareholders.

1.3 Resolution 2: Election of Troy Burns as Director

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

"That, Troy Burns having retired from his office as a Director in accordance with Rule 7.1(d) of the Constitution and, being eligible, having offered himself for election, be elected as a Director."

1.4 **Resolution 3: Re-election of Ross Hill as Director**

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

"That, Ross Hill having retired from his office as a Director in accordance with Rule 7.1(f) of the Constitution and, being eligible, having offered himself for re-election, be re-elected as a Director."

2. Special business

2.1 **Resolution 4: Issue of Shares to the Converting Noteholders**

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

"That, in accordance with ASX Listing Rule 7.1, the Company be permitted and authorised to issue up to 60,000,000 Shares and 40,000,000 Options to the Converting Noteholders in consideration for the conversion of 12 Converting Notes held by them, on the terms more fully described in paragraph 12 of the Explanatory Memorandum."

2.2 **Resolution 5: Issue of Shares and Option to an entity associated with Troy Burns**

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

"That, in accordance with ASX Listing Rule 10.11, the Company be permitted and authorised to issue up to 40,000,000 Shares and 26,666,667 Options to NVB Investments Pty Ltd <ATF NVB Investment Discretionary Trust>, an entity associated with Troy Burns, in consideration for the conversion of 8 Converting Notes held by it, on the terms more fully described in paragraph 13 of the Explanatory Memorandum."

2.3 **Resolution 6: Issue of Shares and Options to an entity associated with Ross Hill**

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

"That, in accordance with ASX Listing Rule 10.11, the Company be permitted and authorised to issue up to 5,000,000 Shares and 3,333,333 Options to AAMY Pty Ltd

<L & R Business Services Superannuation Fund>, an entity associated with Ross Hill, in consideration for the conversion of 1 Converting Note held by it, on the terms more fully described in paragraph 14 of the Explanatory Memorandum."

2.4 **Resolution 7: Past issue of Shares**

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

"That, in accordance with ASX Listing Rule 7.4, Shareholders ratify the past issue of a total of 77,408,215 Shares on the terms set out in paragraph 15 of the Explanatory Memorandum (Section D)."

2.5 **Resolution 8: Issue of Shares to the Directors in respect of outstanding fees**

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

"That, in accordance with ASX Listing Rule 10.11, the Company be permitted and authorised to issue up to 19,227,848 Shares to the Directors named in paragraph 16.1 of the Explanatory Memorandum in full and final payment of outstanding fees due and payable by the Company to those Directors, on the terms more fully described in paragraph 16 of the Explanatory Memorandum."

2.6 **Resolution 9: Board spill**

The following Resolution is conditional on at least 25% of the votes cast on Resolution 1 (adoption of Remuneration Report) being cast against Resolution.

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

"That subject to at least 25% of the votes in respect of Resolution 1 being cast against Resolution 1:

*(a) an extraordinary general meeting of the Company (**spill meeting**) be convened within 90 days of the date of this Annual General Meeting;*

(b) all of the Company's Directors who were Directors of the Company when the resolution to make the Director's Report, including the Remuneration Report, considered at the Annual General Meeting was passed by the Board of Directors of the Company, cease to hold office immediately before the end of the spill meeting; and

(c) resolutions to appoint persons to offices that will be vacated immediately before the end of the spill meeting be put to the vote at the spill meeting."

3. Voting exclusion statements

3.1 Resolution 1 (and if required, Resolution 9)

The Corporations Act prohibits any votes being cast on Resolution 1 (and if required, Resolution 9) by or on behalf of a person who is disclosed in the Remuneration Report as a member of the key management personnel of the Company (including the Directors and the Chair) or a closely related party of that key management personnel. However, such a person may cast a vote on Resolution 1 (and if required, Resolution 9) as a proxy for a person who is permitted to vote and the appointment of the proxy specifies the way the proxy is to vote on the resolution.

3.2 Resolution 4

In accordance with the notice requirements of ASX Listing Rule 7.3 for approval under ASX Listing Rule 7.1, and ASX Listing Rule 14.11.1, the Company will disregard any votes cast on Resolution 4 by:

- (a) the Converting Noteholders;
- (b) a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed; and
- (c) any Associate of that person(s).

However, the Company will not disregard a vote if:

- (d) 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
- (e) it is cast by 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.

3.3 Resolution 5

In accordance with the notice requirements of ASX Listing Rule 10.13.6 for approval under ASX Listing Rule 10.11 and ASX Listing Rule 14.11.1, the Company will disregard any votes cast on Resolution 5 by:

- (a) Troy Burns; and
- (b) any Associate of that person.

However, the Company will not disregard a vote if:

- (c) 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
- (d) it is cast by 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.

3.4 **Resolution 6**

In accordance with the notice requirements of ASX Listing Rule 10.13.6 for approval under ASX Listing Rule 10.11 and ASX Listing Rule 14.11.1, the Company will disregard any votes cast on Resolution 6 by:

- (a) Ross Hill; and
- (b) any Associate of that person.

However, the Company will not disregard a vote if:

- (c) 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
- (d) it is cast by 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.

3.5 **Resolution 7**

In accordance with the notice requirements of ASX Listing Rule 7.5.6 for approval under ASX Listing Rule 7.4, and ASX Listing Rule 14.11.1, the Company will disregard any votes cast on Resolution 7 by:

- (a) a person who participated in the issue of Shares referred to in Resolution 7; and
- (b) any Associate of that person(s).

However, the Company will not disregard a vote if:

- (c) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (d) it is cast by 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.

3.6 Resolution 8

In accordance with the notice requirements of ASX Listing Rule 10.13.6 for approval under ASX Listing Rule 10.11 and ASX Listing Rule 14.11.1, the Company will disregard any votes cast on Resolution 8 by:

- (a) John Carmody, Ross Hill and Siew Hong Koh; and
- (b) any Associate of that person.

However, the Company will not disregard a vote if:

- (c) 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
- (d) it is cast by 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.

4. Determination of membership and voting entitlement

For the purpose of determining a person's entitlement to vote at the Annual General Meeting, a person will be recognised as a member of the Company and the holder of Shares if that person is registered as a holder of those Shares at 5:00 pm Sydney time on Monday, 28 November 2016, being the second Business Day prior to the date of the Annual General Meeting.

5. Votes of members

On a show of hands, each member present in person or by proxy (or, in the case of a body corporate, by a representative) at the Annual General Meeting will have one vote.

On a poll, every member present in person or by attorney or by proxy (or, in the case of a body corporate, by a representative) shall have one vote for each Share held by him, her or it, provided that all Shares are fully paid.

6. Proxies

Please note that:

- (a) a member entitled to attend and vote at the Annual General Meeting is entitled to appoint no more than two proxies;
- (b) an instrument appointing a proxy must be in the form of the proxy form attached to this Notice of Annual General Meeting;
- (c) where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. If a member appoints two proxies, neither person may vote on a show of hands and on a poll, each person may only exercise the voting rights for the portion of votes the person holds;
- (d) a proxy may be a member of the Company;
- (e) a proxy need not be a member of the Company;
- (f) a proxy form may specify the manner in which the proxy is to vote in respect of a particular Resolution and, where a proxy form so provides, the proxy is not entitled to vote on the Resolution except as specified in the proxy form;
- (g) a proxy has the authority to vote on the member's behalf as he or she thinks fit, on any motion to adjourn the Annual General Meeting, or any other procedural motion, unless the member gives a direction to the contrary;
- (h) a valid proxy form will be deemed to confer authority to demand or join in demanding a poll;
- (i) to be valid, a proxy form must be signed by the member or the member's attorney or, if the member is a corporation, executed in accordance with the corporation's constitution and the Corporations Act (and may be signed on behalf of the corporation by its attorney); and
- (j) to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed (or an attested copy of it) must be received by no later than 2:30 pm on Monday, 28 November 2016;

by the Company's share registry:

- in person: Computershare Investor Services Pty Limited
Yarra Falls
452 Johnston Street
ABBOTSFORD VIC 3067
Australia

- or - by mail: Computershare Investor Services Pty Limited
GPO Box 242
MELBOURNE VIC 3001
Australia

- or - by facsimile: +61 3 9473 2555

By order of the Board

Eric Kam
Company Secretary

Dated: 26 October 2016
Sydney

Section D - Explanatory Memorandum

7. Introduction

This Explanatory Memorandum contains the information needed for Shareholders to assess the Resolutions to be put to them at the Annual General Meeting of the Company on Wednesday, 30 November 2016. A Notice of Annual General Meeting accompanies this Explanatory Memorandum.

This Explanatory Memorandum, as well as the Notice of Annual General Meeting, should be read carefully and in their entirety.

The Explanatory Memorandum and Proxy Form are part of this Notice of Annual General Meeting.

8. Annual Report

The Annual Report of the Company for the year ended 30 June 2016 will be laid before the meeting. There is no requirement for Shareholders to approve the Annual Report. Shareholders will be given an opportunity to:

- (a) raise questions to the Directors or make comment on the management of the Company; and
- (b) ask the Company's auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

9. Resolution 1 – Adoption of Remuneration Report

Resolution 1 is proposed for the adoption of the Remuneration Report contained in the Directors' Report referred to in the first item of the agenda set out in the Notice. Under the Corporations Act, the Company is required to present its Remuneration Report to Shareholders for adoption at its Annual General Meeting. The Remuneration Report of the Company for the financial year ended 30 June 2016 is set out in the Directors' Report, specifically on pages 14 and 15 of the Annual Report for the year ended 30 June 2016.

The Annual Report may be accessed on the ASX company announcements platform using the ASX code: EOR. Shareholders will be given a reasonable opportunity to raise questions of the Directors and make comments on the Remuneration Report prior to the Resolution being put to Shareholders. The Resolution to adopt the Remuneration Report is a non-binding Resolution on the Company and its Directors.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report, the Company's next Remuneration Report must explain the Board's proposed action in response or explain why no action has been taken.

At the Company's 2015 annual general meeting, 28% of the votes were cast against the adoption of the remuneration report for the financial year ended 30 June 2015. Accordingly, the Company received its "first strike". The Board did not take any further action in response to the "first strike" as during the financial year ended 30 June 2015, no Directors received any remuneration by way of salaries or Directors' fees. The executive Directors were paid for services rendered to the Company through their service-entities. No salaries or Director's fees will be paid to Directors until such time as the Company has re-complied with the requirements of Chapters 1 and 2 of the ASX Listing Rules.

If at least 25% of the votes cast on the resolution that the Remuneration Report be adopted are against adoption, the Company will receive its "second strike". Accordingly, the Company is required to put to the Shareholders at this Annual General Meeting a "spill resolution" convening an extraordinary general meeting to consider the appointment of Directors of the Company. A spill resolution has been included in the form of Resolution 9. If the Company receives its "second strike" at this Annual General Meeting, Shareholders will then vote on Resolution 9 to determine whether the Directors will need to stand for re-election. If more than 50% of the votes cast on Resolution 9 are in favour, a separate re-election meeting must be held within 90 days.

The Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report.

10. Resolution 2 – Election of Troy Burns

Resolution 2 relates to the election of Troy Burns as a Director.

Troy Burns was appointed as a Director in accordance with Rule 7.1(d) of the Constitution. Under Rule 7.1(d) of the Constitution, the Directors may appoint any natural person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed, other than the managing director, only holds office until the next general meeting and must then retire from office. Rule 7.1(i) of the Constitution provides that a retiring Director is eligible for election.

In accordance with the Constitution, Troy Burns will retire and seek election at the Annual General Meeting.

A brief summary of Troy Burns' qualifications and experience is set out below.

Mr Burns is a Chartered Tax Advisor and a Principal of a dedicated accounting and financial management practice. With a wealth of business experience, Mr Burns also manages a diverse portfolio of interests in the technology, resources and industrial sectors.

Mr Burns has not held any directorships of ASX entities in the past three years.

Resolution 2 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

Troy Burns makes no recommendation regarding Resolution 2 because he has an interest in it.

11. Resolution 3 – Re-election of Ross Hill

Resolution 3 relates to the re-election of Ross Hill as a Director. Under Rule 7.1(f) of the Constitution, one-third of the Company's Directors must resign at each annual general meeting.

Rule 7.1(i) of the Constitution provides that a Director who retires under Rule 7.1(f) of the Constitution is eligible for re-election.

In accordance with the Constitution, Ross Hill will retire by rotation and seek re-election.

Resolution 3 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

Each of Troy Burns, John Carmody, YuJiang Tong and Siew Hong Koh recommends that Shareholders vote in favour of Resolution 3. Ross Hill makes no recommendation regarding Resolution 3 because he has an interest in it.

12. Resolution 4 – Issue of Shares to the Converting Noteholders

12.1 Background

As announced to the market on 18 July 2016 and 19 September 2016, the Company has successfully completed a fundraising of \$525,000 in aggregate by way of the issue of 21 Converting Notes (each with a face value of \$25,000) to the Converting Noteholders.

The issue of Shares on conversion of nine Converting Notes held by two of the Converting Noteholders, namely NVB Investments Pty Ltd <ATF NVB Investment Discretionary Trust> and AAMY Pty Ltd <L & R Business Services Superannuation Fund> is the subject of Resolutions 5 and 6 as these entities are associated with Troy Burns and Ross Hill respectively, both of whom are Directors of the Company. Accordingly, the approval sought under Resolution 4 is in relation only to the issue of 60,000,000 Shares and 40,000,000 Options on conversion of 12 Converting Notes held by the Converting Noteholders.

The Converting Noteholders include sophisticated and professional investors (within the meanings ascribed to those terms in the Corporations Act).

The terms of the Converting Notes are set out in paragraph 12.2 below.

12.2 ASX Listing Rule 7.3 disclosure

ASX Listing Rule 7.1 provides that a company must not issue Equity Securities without the approval of its shareholders if the number of Equity Securities to be issued in any 12 month period exceeds 15% of the issued capital of the company preceding the issue.

In issuing the Converting Notes, the Company did not breach ASX Listing Rule 7.1, as the Converting Notes are not considered Equity Securities until such time as Shareholder approval is obtained. As the Converting Notes have been issued and may not be converted into Shares

without Shareholder approval, Resolution 4 seeks approval under the terms of the Converting Notes and ASX Listing Rule 7.1 in respect of the Converting Notes to be converted into Shares.

In accordance with the disclosure requirements set out in ASX Listing Rule 7.3, the following information is provided regarding this ASX Listing Rule 7.1 approval:

ASX Listing Rule Ref	Information Disclosure Requirement	Required Information
7.3.1	<i>Maximum number of securities to be issued</i>	60,000,000 Shares and 40,000,000 Options
7.3.2 and 7.3.7	<i>Date by which securities will be issued</i>	Subject to Shareholder approval, the issue and allotment of the Shares and the Options to the Converting Noteholders will occur two Business Days after the date of this Annual General Meeting, but in any case no later than three months after the date of this Annual General Meeting
7.3.3	<i>Issue price of securities</i>	\$0.005 per Share and nil issue price per Option
7.3.4	<i>Names of allottees</i>	The allottees are the Converting Noteholders identified in the Schedule of Converting Noteholders (below). Each is a sophisticated or professional investor. The Converting Noteholders are not related parties of the Company.
7.3.5	<i>Terms of securities</i>	<p>Each Converting Note:</p> <ul style="list-style-type: none"> • has a face value of \$25,000; • has a conversion price of \$0.005; • is unsecured; • is unlisted; • has a term of 12 months, and depending on the date of issue, expires on either 17 July 2017 or 18 September 2017 (Maturity Date); and • converts into 5,000,000 Shares on the date that Shareholder approval is obtained at the Annual General Meeting. <p>In addition, each Converting Noteholder is entitled to be issued with two free attaching Options for every three Shares issued on conversion of the Converting Notes. Each Option has an exercise price of \$0.012 and expires on the first anniversary of the date of issue of the Options.</p> <p>Each Share issued and allotted pursuant to conversion of a Converting Note or the exercise of an Option:</p> <ul style="list-style-type: none"> • ranks pari passu in all respects with other Shares of the Company on issue at the date of the issue and allotment; • may be subject to escrow conditions imposed by ASX for a maximum of 24 months after the Company is reinstated to Official

ASX Listing Rule Ref	Information Disclosure Requirement	Required Information
		<p>Quotation; and</p> <ul style="list-style-type: none"> will be quoted only at such time as the Company re-complies with Chapters 1 and 2 of the ASX Listing Rules <p>If Shareholder approval is not obtained at the Annual General Meeting, the Company must pay to each Converting Noteholder on the Maturity Date in respect of each Converting Note:</p> <ul style="list-style-type: none"> the principal amount; and all outstanding interest on the Converting Notes (accrued at the rate of 10% per annum from the date of issue of that Converting Note to the Maturity Date). <p>The rights of the Converting Noteholders in respect of the Converting Notes and the Options will change to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation, including ASX Listing Rule 7.22.1.</p> <p>In all other respects, the rights and entitlements of the Converting Noteholders in respect of the Shares to be issued to them on conversion of the Converting Notes or exercise of the Options will be identical to the rights and entitlements of the holders of issued Shares.</p>
7.3.6	<i>Intended use of the funds</i>	<p>No funds will be raised from the issue of Shares for the conversion of the Converting Notes into Shares.</p> <p>The funds raised by the issue of the Converting Notes were applied for the purpose of working capital, including preparation for re-listing the Company on the official list of the ASX.</p> <p>If all of the Options are exercised by the Converting Noteholders, \$840,000 will be raised, and will be applied by the Company for working capital purposes.</p>
7.3.8	<i>A voting exclusion statement</i>	<p>A voting exclusion statement is included at paragraph 3.2 of the Notice of Annual General Meeting (Section C)</p>

Schedule of Converting Noteholders

No.	Date of Issue	Number of Notes	Issue Price Per Note \$	Total Amount Paid \$	Name of Converting Noteholder	Purpose of Issue
1	18/7/2016	3	25,000	75,000.00	The Gregory Jones Superannuation Fund Pty Ltd <ATF The Gregory Jones Sperannuation Fund>	Working capital
2	18/7/2016	1	25,000	25,000.00	Jasabelle Pty Ltd <Sicard Superannuation Fund>	Working capital
3	18/7/2016	1	25,000	25,000.00	Mark Alexander Barbeliuk	Working capital
4	18/7/2016	2	25,000	50,000.00	Sacco Developments Australia Pty Limited <The Sacco Family A/C>	Working capital
5	19/9/2016	1	25,000	25,000.00	Sacco Developments Australia Pty Limited <The Sacco Family A/C>	Working capital
6	19/9/2016	2	25,000	50,000.00	Doyle SMSF Investing Pty Ltd <ATF Doyle Family Super Fund>	Working capital
7	19/9/2016	1	25,000	25,000.00	Lumous Pty Ltd <Family Trust Account>	Working capital
8	19/9/2016	1	25,000	25,000.00	Ken Wilson Roofing Pty Ltd <ATF Wilson Family Super Fund>	Working capital
Total:		12		300,000.00		

Resolution 4 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

13. Resolution 5 - Issue of Shares and Options to an entity associated with Troy Burns

13.1 Background

As set out in background to Resolution 4, in September 2016, the Company successfully completed a fundraising of \$525,000 in aggregate by way of the issue of 21 Converting Notes (each with a face value of \$25,000) to the Converting Noteholders.

NVB Investments Pty Ltd <ATF NVB Investment Discretionary Trust>, an entity associated with Troy Burns subscribed \$200,000 for 8 Converting Notes under the fundraising.

The terms of the Converting Notes are set out in paragraph 12.2 of this Explanatory Memorandum.

The Company is seeking the approval of Shareholders under ASX Listing Rule 10.11 for the issue of 40,000,000 Shares and 26,666,667 Options to NVB Investments Pty Ltd <ATF NVB Investment Discretionary Trust> on conversion of the 8 Converting Notes held by NVB Investments Pty Ltd <ATF NVB Investment Discretionary Trust>.

13.2 ASX Listing Rule requirements

Pursuant to ASX Listing Rule 10.13, the following information is provided regarding ASX Listing Rule 10.11 approval:

(a) **ASX Listing Rule 10.13.1:** *Name of person*

NVB Investments Pty Ltd <ATF NVB Investment Discretionary Trust>, an entity associated with Troy Burns

(b) **ASX Listing Rule 10.13.2:** *Maximum number of securities to be issued to the person*

40,000,000 Shares and 26,666,667 Options

(c) **ASX Listing Rule 10.13.3:** *Date by which the securities are to be issued*

If Shareholders approve Resolution 5, the issue and allotment of the Shares to NVB Investments Pty Ltd <ATF NVB Investment Discretionary Trust> will occur on a date which is two Business Days after the date of the Annual General Meeting, but in any case

no later than one month after the date of this Annual General Meeting or such later time as deemed appropriate by an ASX waiver.

(d) **ASX Listing Rule 10.13.4: *Nature of relationship***

NVB Investments Pty Ltd <ATF NVB Investment Discretionary Trust> is an entity associated with Troy Burns, who is a Director of the Company.

(e) **ASX Listing Rule 10.13.5: *Issue price of the securities and a statement of terms of issue***

\$0.005 per Share and nil issue price per Option.

The terms of issue of the securities is set out in paragraph 12.2.

(f) **ASX Listing Rule 10.13.6: *A voting exclusion statement***

A voting exclusion statement is included at paragraph 3.3 of this Notice of Annual General Meeting (Section C).

(g) **ASX Listing Rule 10.13.6A: *Intended use of the funds***

No funds will be raised from the issue of the Shares or Options to the Directors pursuant to this Resolution.

The funds raised by the issue of the Converting Notes were applied for the purpose of working capital, including preparation for re-listing the Company on the official list of the ASX.

Any funds raised from the exercise of the Options will be applied by the Company for working capital purposes.

Pursuant to ASX Listing Rule 7.2:

(h) **ASX Listing Rule 7.2, Exception 14: *Approval not required under ASX Listing Rule 7.1***

As approval for the issue of the Shares and Options referred to in Resolution 5 is being sought under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

The Board has determined that Shareholder approval is not required under Chapter 2E of the Corporations Act on the basis that the issue of the Shares and Options pursuant to this Resolution 5 is being undertaken on arm's length terms.

14. Resolution 6 - Issue of Shares and Options to an entity associated with Ross Hill

14.1 Background

As set out in background to Resolution 4, in September 2016, the Company successfully completed a fundraising of \$525,000 in aggregate by way of the issue of 21 Converting Notes (each with a face value of \$25,000) to the Converting Noteholders.

AAMY Pty Ltd <L & R Business Services Superannuation Fund>, an entity associated with Ross Hill subscribed \$25,000 for one Converting Note under the fundraising.

The terms of the Converting Notes are set out in paragraph 12.2 of this Explanatory Memorandum.

The Company is seeking the approval of Shareholders under ASX Listing Rule 10.11 for the issue of 5,000,000 Shares and 3,333,333 Options to AAMY Pty Ltd <L & R Business Services Superannuation Fund> on conversion of the one Converting Note held by AAMY Pty Ltd <L & R Business Services Superannuation Fund>.

14.2 ASX Listing Rule requirements

Pursuant to ASX Listing Rule 10.13, the following information is provided regarding ASX Listing Rule 10.11 approval:

(a) **ASX Listing Rule 10.13.1:** *Name of person*

AAMY Pty Ltd <L & R Business Services Superannuation Fund>, an entity associated with Ross Hill

(b) **ASX Listing Rule 10.13.2:** *Maximum number of securities to be issued to the person*

5,000,000 Shares and 3,333,333 Options

(c) **ASX Listing Rule 10.13.3:** *Date by which the securities are to be issued*

If Shareholders approve Resolution 6, the issue and allotment of the Shares to AAMY Pty Ltd <L & R Business Services Superannuation Fund> will occur on a date which is two Business Days after the date of the Annual General Meeting, but in any case no later than one month after the date of this Annual General Meeting or such later time as deemed appropriate by an ASX waiver.

(d) **ASX Listing Rule 10.13.4:** *Nature of relationship*

AAMY Pty Ltd <L & R Business Services Superannuation Fund> is an entity associated with Ross Hill, who is a Director of the Company.

(e) **ASX Listing Rule 10.13.5:** *Issue price of the securities and a statement of terms of issue*

\$0.005 per Share and nil issue price per Option.

The terms of issue of the securities is set out in paragraph 12.2.

(f) **ASX Listing Rule 10.13.6:** *A voting exclusion statement*

A voting exclusion statement is included at paragraph 3.4 of this Notice of Annual General Meeting (Section C).

(g) **ASX Listing Rule 10.13.6A:** *Intended use of the funds*

No funds will be raised from the issue of the Shares or Options pursuant to this Resolution.

The funds raised by the issue of the Converting Notes were applied for the purpose of working capital, including preparation for re-listing the Company on the official list of the ASX.

Any funds raised from the exercise of the Options will be applied by the Company for working capital purposes.

Pursuant to ASX Listing Rule 7.2:

(h) **ASX Listing Rule 7.2, Exception 14:** *Approval not required under ASX Listing Rule 7.1*

As approval for the issue of the Shares and Options referred to in Resolution 6 is being sought under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

The Board has determined that Shareholder approval is not required under Chapter 2E of the Corporations Act on the basis that the issue of the Shares and Options pursuant to this Resolution 6 is being undertaken on arm's length terms.

15. Resolution 7 – Past Issue of Shares

Pursuant to ASX Listing Rule 7.5, the following information is provided regarding ASX Listing Rule 7.4 approval.

ASX Listing Rule 7.1 provides that a company must not issue Equity Securities, or agree to issue Equity Securities (which includes shares and options) without the approval of shareholders if the number of Equity Securities to be issued in any 12-month period (including Equity Securities issued on the exercise of any convertible securities) exceeds 15% of the issued capital of the company preceding the issue. ASX Listing Rule 7.4 allows for subsequent shareholder approval if the company did not breach ASX Listing Rule 7.1 at the time of issue and the holders of ordinary shares subsequently approve it.

During the period commencing 1 April 2016 and ending 17 October 2016, the Company issued a total of 92,408,215 to various allottees, including the issue of 19,808,215 Shares in lieu of a portion of consultancy service fees due and payable by the Company to consultant creditors of the Company.

The Company is seeking approval of the issue of the 77,408,215 Shares in the manner provided by ASX Listing Rule 7.4. Details of these issues are set out in the schedule that is included in this paragraph 15 of this Explanatory Memorandum (Schedule of Past Issues of Shares). None of the allottees is related to the Company.

The Company was not required to provide any of the allottees with a disclosure document.

Although Shareholder approval was not required for the issue of these Shares, the Company now seeks Shareholder approval for these issues in the manner provided by ASX Listing Rule 7.4, because this will enable the Company to issue, pursuant to ASX Listing Rule 7.1, further Equity Securities up to the 15% limit from time to time as required by the Company, to capitalise on future opportunities without needing to obtain prior Shareholder approval.

These Shares rank equally with all the other Shares on issue.

The amount raised by the issue of Shares for which Shareholder approval is sought is set out in the Schedule of Past Issues of Shares below.

A voting exclusion statement is included in paragraph 3.5 of the Notice of Annual General Meeting (Section C).

Schedule of Past Issues of Shares

No.	Date of Issue	Number of Shares	Issue Price Per Share \$	Total Amount Paid \$	Name of Allottee	Purpose of Issue
1	12/4/2016	9,000,000	\$0.005	45,000.00	Sacco Developments Australia Pty Limited	Working capital
2	12/4/2016	4,000,000	\$0.005	20,000.00	BPS Corporation Pty Ltd	Working capital
3	15/7/2016	2,600,000	\$0.005	13,000.00	Blue Valley Pty Ltd <ATF The Ivy Superannuation Fund>	Working capital
4	15/7/2016	6,500,000	\$0.005	32,500.00	Bestrawl Pty Ltd <ATF The J B Family Trust>	Working capital
5	15/7/2016	6,500,000	\$0.005	32,500.00	D'Souza Kevin	Working capital
6	15/7/2016	10,000,000	\$0.005	50,000.00	Chifley Portfolios Pty Ltd	Working capital
7	15/7/2016	10,000,000	\$0.005	50,000.00	Mr David Francis Schwede & Mrs Janine Ann Schwede <THE SCHWEDE SUPER FUND A/C>	Working capital
8	21/07/2016	6,319,443	\$0.012	75,833.31	Drumcliff Investments Pty Limited	In lieu of consultancy fees
9	21/07/2016	2,500,000	\$0.012	30,000.00	Eric Kam	In lieu of consultancy fees
10	21/07/2016	4,927,313	\$0.012	59,127.75	Barney Cheung	In lieu of consultancy fees
11	21/07/2016	6,061,459	\$0.012	72,737.50	Chi Shing Import Export Co Pty Ltd.	In lieu of consultancy fees
12	14/10/2016	2,000,000	\$0.005	10,000.00	Nick Vrabac	Working capital
13	14/10/2016	2,000,000	\$0.005	10,000.00	Bill Savellis	Working capital
14	14/10/2016	1,000,000	\$0.005	5,000.00	Jonathan Michael O'Brien	Working capital
15	14/10/2016	4,000,000	\$0.005	20,000.00	J&K Jedinak Holdings Pty Ltd <J&K Jedinak Family Trust Account	Working capital
Total:		77,408,215		525,698.56		

16. Resolution 8 - Issue of Shares to Directors in respect of outstanding fees

16.1 Background

The following amounts are due and payable by the Company to the following Directors in respect of outstanding consultancy and director's fees:

- (a) \$20,734.17 to John Carmody;
- (b) \$150,000 to Ross Hill; and
- (c) \$60,000 to Siew Hong Koh.

The Board has resolved, subject to obtaining Shareholder approval pursuant to ASX Listing Rule 10.11, to issue Shares to these Directors (or their nominees) in full and final payment of the consultancy and director's fees due and payable by the Company to them.

16.2 ASX Listing Rule requirements

Pursuant to ASX Listing Rule 10.13, the following information is provided regarding ASX Listing Rule 10.11 approval:

(a) **ASX Listing Rule 10.13.1:** *Name of person*

John Carmody

Ross Hill

Siew Hong Koh

(b) **ASX Listing Rule 10.13.2:** *Maximum number of securities to be issued to the person*

19,227,848 Shares in aggregate, as follows:

- (i) 1,727,848 Shares to John Carmody or his nominee;

(ii) 12,500,000 Shares to Ross Hill or his nominee; and

(iii) 5,000,000 Shares to Siew Hong Koh or his nominee.

(c) **ASX Listing Rule 10.13.3:** *Date by which the securities are to be issued*

If Shareholders approve Resolution 8, the issue and allotment of the Shares to John Carmody, Ross Hill and Siew Hong Koh will occur on a date which is two Business Days after the date of the Annual General Meeting, but in any case no later than one month after the date of this Annual General Meeting or such later time as deemed appropriate by an ASX waiver.

(d) **ASX Listing Rule 10.13.4:** *Nature of relationship*

Each of John Carmody, Ross Hill and Siew Hong Koh is a Director of the Company.

(e) **ASX Listing Rule 10.13.5:** *Issue price of the securities and a statement of terms of issue*

\$0.012 per Share.

Each Share issued and allotted pursuant to this Resolution:

(i) ranks pari passu in all respects with other Shares of the Company on issue at the date of the issue and allotment;

(ii) may be subject to escrow conditions imposed by ASX for a maximum of 24 months after the Company is reinstated to Official Quotation; and

(iii) will be quoted only at such time as the Company re-complies with Chapters 1 and 2 of the ASX Listing Rules.

In all other respects, the rights and entitlements of the Directors in respect of the Shares to be issued to them will be identical to the rights and entitlements of the holders of issued Shares.

(f) **ASX Listing Rule 10.13.6:** *A voting exclusion statement*

A voting exclusion statement is included at paragraph 3.6 of this Notice of Annual General Meeting (Section C).

(g) **ASX Listing Rule 10.13.6A:** *Intended use of the funds*

No funds will be raised from the issue of the Shares to the Directors pursuant to this Resolution.

Pursuant to ASX Listing Rule 7.2:

(h) **ASX Listing Rule 7.2, Exception 14:** *Approval not required under ASX Listing Rule 7.1*

As approval for the issue of the Shares referred to in Resolution 8 is being sought under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

The Board has determined that Shareholder approval is not required under Chapter 2E of the Corporations Act on the basis that the issue of the Shares pursuant to this Resolution 8 is being undertaken on arm's length terms.

17. Resolution 9 - Board spill

This Resolution is a conditional Resolution - it will only be put to the Annual General Meeting if at least 25% of the votes cast on Resolution 1 (adoption of the Remuneration Report) are cast against Resolution 1.

The Corporations Act provides that, if at least 25% of the votes cast on the Resolution to adopt the remuneration report at two consecutive annual general meetings are against adoption of the remuneration report, shareholders must be given the opportunity to vote on a resolution in the form of Resolution 9 at the second annual general meeting.

As previously noted, at the 2015 annual general meeting, 28% of the votes were cast against the adoption of the remuneration report. This constitutes the Company's "first strike".

Under section 250U of the Corporations Act, if at least 25% of the votes cast on the adoption of the Remuneration Report at this Annual General Meeting are against adoption, the Company will receive its "second strike". Accordingly, the Company is required to put to the Shareholders at this Annual General Meeting a "spill resolution" convening an extraordinary general meeting to consider the appointment of Directors of the Company. A spill resolution has been included in the form of Resolution 9.

If the Company receives its "second strike" at this Annual General Meeting, Shareholders will then vote on Resolution 9 to determine whether the Directors will need to stand for re-election.

If more than 50% of the votes cast on Resolution 9 are in favour, a separate re-election meeting (**spill meeting**) must be held within 90 days. If a spill meeting is required, the date of the meeting will be notified to Shareholders in due course.

If a spill meeting is held, the following Directors (**Spilled Directors**) will automatically cease to hold office as Directors of the Company at the conclusion of the spill meeting, unless they are willing to stand for re-election and are re-elected at the spill meeting:

- Troy Burns;
- John Carmody;
- Ross Hill;
- YuJiang Tong; and
- Siew Hong Koh.

Each of the Spilled Directors will be eligible to seek re-election at the spill meeting. However, there is no assurance that any of them would do so.

The Board unanimously recommends that Shareholders vote against Resolution 9 if it is put to the Annual General Meeting. The Chairman of the Annual General Meeting intends to vote all "open" proxies against Resolution 9 if it is put to the Annual General Meeting.

Section E Proxy Form

ENHANCED OIL & GAS RECOVERY LIMITED

ABN 67 097 771 581

Lodge your vote:



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

FOR

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

XX

For your vote to be effective it must be received by 2:30pm (Sydney time) on Monday, 28 November 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

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.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- ☒ Review your securityholding
- ☒ Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



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

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



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.



I 9999999999

IND

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 **Enhanced Oil & Gas Recovery 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 Enhanced Oil & Gas Recovery Limited to be held at Level 14 Australia Square, 264 - 278 George Street, Sydney NSW 2000 on Wednesday, 30 November 2016 at 2:30pm (Sydney time) 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 Item/s 1 and 9 (except where I/we have indicated a different voting intention below) even though Item/s 1 and 9 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

The Chairman of the Meeting intends to vote undirected proxies in favour of each Item of business with the exception of Item 9 where the Chairman of the Meeting intends to vote against.

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 Item/s 1 and 9 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	Abstain
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Troy Burns as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Ross Hill as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Issue of Shares to the Converting Noteholders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Issue of Shares and Option to an entity associated with Troy Burns	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Issue of Shares and Options to an entity associated with Ross Hill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Past issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Issue of Shares to the Directors in respect of outstanding fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Board spill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business with the exception of Item 1 where the Chairman of the Meeting intends to vote against Item 9. 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 / /

EOR

2 1 7 1 6 8 A

Computershare +