

NOTICE OF 2019 ANNUAL MEETING

The 2019 Annual Meeting of New Zealand Oil & Gas Limited (the Company) will be held at Te Wharewaka Function Centre, Odilins Square, 109 Jervois Quay, Wellington at 2.00pm (NZ Daylight Saving Time) on Thursday, 12 December 2019.

A webcast of audio from the Annual Meeting will be available on www.nzog.today

Business

Chair's Address

Shareholder Questions

Consideration of any shareholder questions submitted prior to the Annual Meeting [to the extent these questions have not already been addressed in the Chair's Address and Chief Executive Officer's Presentation].

For further details, see Explanatory Note 1.

Special Resolution

To consider and, if thought fit, pass the following Special Resolution, requiring approval by a majority of 75% or more of the votes of shareholders entitled to vote and voting:

AMENDMENT TO CONSTITUTION

Resolution 1: That the Company's Constitution be amended, with effect from the close of the Annual Meeting, as described in Explanatory Note 2 and set out in detail in the marked up Constitution which may be viewed at www.nzog.com.

For further details, see Explanatory Note 2.

Ordinary Resolutions

To consider and, if thought fit, pass the following Ordinary Resolutions, requiring approval by a simple majority of the votes of shareholders entitled to vote and voting:

ELECTION OF DIRECTORS

Resolution 2: That Mr R Ritchie be elected as a Director.

Resolution 3: That Mr B Roulston be elected as a Director.

Resolution 4: That Ms S Sharif be elected as a Director.

For further details, see Explanatory Note 3.

SHAREHOLDER PROPOSAL: RELEASE OF CONFIDENTIAL INFORMATION

Resolution 5: That the Board release to all shareholders all relevant reports and analysis (including but not limited to technical and financial chance of success projections) for the Ironbark Prospect which was initially announced to the NZX by the Company on 26 October 2018.

This Resolution is proposed by a shareholder. For further details, see Explanatory Note 4.

AUDITOR'S REMUNERATION

Resolution 6: That the Board be authorised to fix the auditor's remuneration.

For further details, see Explanatory Note 5.

General Business

Attendance and voting

Your rights to vote may be exercised by:

- a) Attending and voting in person; or
- b) Postal Voting. The Board has determined that postal voting is permitted. Postal voting instructions are included in the Voting Card which accompanies this Notice of Annual Meeting. You can cast a postal vote online, or complete and send the Voting Card by post in the enclosed reply paid envelope provided, email [as a scanned attachment] or fax so that your vote is received by Computershare Investor Services Ltd no later than 2.00PM on Tuesday, 10 December 2019; or
- c) Appointing a proxy [or representative] to attend and vote in your place. The proxy need not be a shareholder of the Company and the form of appointment of a proxy and voting instructions accompany this Notice of Annual Meeting. You can appoint a proxy online or complete and send the Voting Card by post, email [as a scanned attachment] or fax so that it is received by Computershare Investor Services Ltd by no later than 2.00PM on Tuesday, 10 December 2019.

Following the formal part of the meeting, the Directors invite shareholders to join them for light refreshments.

On behalf of the Board



Paris Bree
Company Secretary

11 November 2019

Please Note:

- 1) If you wish to exercise your vote for the above resolutions by proxy please refer to Explanatory Note 6.
- 2) If you are attending the Annual Meeting in person, please return the enclosed RSVP form to assist us in our planning and please bring the Voting Card with you.

EXPLANATORY NOTES

NOTE 1 – SHAREHOLDER QUESTIONS

Shareholders may submit written questions to be considered at the Annual Meeting. Written questions should be sent by post to “Annual Meeting,” New Zealand Oil & Gas Limited, Level 1, 36 Tennyson Street, Wellington 6011 or by email to enquiries@nzog.com. The Company reserves the right not to address any questions that, in the Board’s opinion, are not reasonable to address in the context of an annual meeting, or any question received fewer than 5 working days prior to the Annual Meeting.

NOTE 2 – AMENDMENT TO CONSTITUTION

RESOLUTION 1

NZX Limited has replaced the NZX Main Board/Debt Market Listing Rules dated 1 October 2017 with updated Listing Rules dated 1 January 2019 [“Updated Listing Rules”]. The Updated Listing Rules were adopted by the Company with effect from 11 March 2019.

The Company proposes to amend its Constitution to reflect the requirements of the Updated Listing Rules [as required by Listing Rule 2.18.1]. A number of supplemental changes are also proposed, to reflect amendments to the Companies Act 1993 and the introduction of the Financial Markets Conduct Act 2013. If Resolution 1 is not passed, the Constitution will not reflect the Updated Listing Rules and current legislation.

Key proposed changes include:

- Amending clauses relating to director rotation, so that that no Director may hold office without re-election past the third annual meeting following the Director’s appointment.
- Reducing the term of a Managing Director from five to three years, and removing the exception to rotation that previously applied to Managing Directors.
- Aligning provisions relating to the method and place of holding shareholder meetings, and the content of notices of shareholder meetings, with the requirements of the Updated Listing Rules, and enabling participation at shareholder meetings by electronic means.
- Requiring voting at meetings of shareholders to be conducted by poll.
- Expressly setting out requirements that apply to the content and lodgement of proxy forms.

In addition, references to repealed or amended legislation have been updated and changes have been made for consistency with terminology in the Updated Listing Rules and new legislation.

A copy of the Constitution, marked up to show all changes to the current Constitution, can be found on the Company’s website: www.nzog.com. A copy of the Updated Listing Rules can be found on the NZX website: www.nzx.com.

The amendments to the Constitution do not impose or remove a restriction on the activities of the Company or affect the rights attaching to shares and, accordingly, the proposed special resolution approving the amendments does not trigger shareholder minority buy-out rights under the Companies Act 1993.

The Companies Act 1993 requires that the amendments to the Constitution must be approved by a special resolution of shareholders. The Board unanimously recommends that shareholders vote in favour of the amendments to the Constitution.

NOTE 3 – ELECTION OF DIRECTORS

RESOLUTIONS 2-4

The Board has set the maximum number of Directors at seven.

Under NZX Listing Rule 2.7.1, a Director must not hold office [without re-election] past the third annual meeting following the Director’s appointment, or 3 years, whichever is longer. Mr Ritchie was last elected as a Director at the 2016 Annual Meeting on 28 October 2016. Accordingly, he is retiring as a Director and, being eligible, seeks re-election.

Three candidates, including Mr Ritchie, have offered themselves for election as a Director by Ordinary Resolution. However, because there is only one available position on the Board, the person who is appointed to that position will be the person who:

- receives a majority of the votes of shareholders entitled to vote and voting on the Resolution approving their appointment; and
- receives the greatest number of votes of shareholders cast in favour of their appointment, as compared to the number of votes of shareholders cast in favour of the appointment of other candidates. If there are candidates who have an equal number of ‘For’ votes, then the candidate with fewer ‘Against’ votes will be the higher polling candidate.

BOARD RECOMMENDATION

The Board has determined that Mr Ritchie, Mr Roulston and Ms Sharif are independent.

The Board believes that Mr Rod Ritchie brings experience of the Company, experience in major international oil and gas companies and HSSE skills that would not otherwise be represented on the Board. For these reasons the Board believes it is in the interests of shareholders that Mr Ritchie be elected as a member of the Board.

The Board recommends that shareholders vote in favour of Resolution 2.

The election of Mr Ritchie would fill the seven person quota of board appointments and therefore the Board does not recommend a vote in favour of Resolution 3 or 4.

A biography of each of the three candidates is set out below.

Roderick Ritchie is a petroleum engineer with 38 years of global experience as a line manager and a Health, Safety, Security and Environment [HSSE] Executive in the oil and gas industry. Most recently, Rod was the Corporate Senior Vice President of HSSE at OMV based in Vienna, Austria. During his oilfield career Rod has worked in Australia, New Zealand, North Sea, Austria, Romania, Indonesia, Middle East, Peru, and West Africa. Rod was also on the Management Committee of the Association of Oil and Gas producers. Rod is a graduate of Tulsa University [BSc Petroleum Engineering] and is a member of the Society of Petroleum Engineers. Rod has been a member of the New Zealand Oil & Gas Board since October 2013, is the Chairman of the Health, Safety, Security, Sustainability and Operational Risk Committee and a member of the Nomination and Remuneration Committee and the Audit Committee.

Brian Roulston has a background in administration and management including development projects, greenfield manufacturing and resource projects, farming operations, forestry projects, and property development. His experience includes providing corporate administration services to listed public companies, in particular board administration, governance and compliance, audit committees, shareholder relations and communications, fundraising, and stock exchange listing compliance.

Brian was chairman of ASPEQ Limited from its formation in 1992 through to November 2015. ASPEQ provides assessments and examinations for licensing purposes in regulated industries such as aviation, land transport, maritime, building, auditors, and investment advisers, and provides its services to the UK, Australia, Singapore and elsewhere.

EXPLANATORY NOTES

In 2003 Brian was appointed a director of ActiveDocs Limited to look after shareholders' interests upon that company reaching a distressed state and requiring turn-around action. A rescue package was implemented and subsequently the company developed its software as a sophisticated enterprise version. ActiveDocs has clients in North America, Australia, and Europe. Brian was appointed chairman of the board of directors in 2005.

Brian has experience in petroleum exploration and development through management and administration services. He worked with New Zealand Oil & Gas and its board and subsidiaries for seven years from 2000. Earlier he was involved in the formation of the original Horizon Petroleum NL, and with the administration of Cultus Petroleum NL. Brian also acted as resident agent for Pan Pacific Petroleum NL's two New Zealand based subsidiary companies.

Brian has experience in the financial services sector. He was general manager-administration of Fay, Richwhite & Company Limited, Merchant Bankers, for ten years, and later a director of a niche investment advisory firm. Brian developed several of his own business interests to the stage these were purchased by larger companies. He is a director of several SME companies, is an independent trustee of several family trusts, and is a member of the advisory board for Unison Workspaces Limited.

He was a member of the Institute of Chartered Secretaries [FCIS], the New Zealand Institute of Chartered Accountants [ICANZ], and the Institute of Directors.

Samantha Sharif is a Professional Director and investor. She has been an NZOG Shareholder for many years and is passionate about NZ success on the global stage. Her key expertise is in logistics, infrastructure and energy sectors. She is an active member of the NZ Shareholders' Association.

Samantha graduated with an LLB (Hons) from the London School of Economics and holds an LLM [First Class Hons] from Victoria University of Wellington. She also has a Post-Graduate Diploma in finance and corporate governance from Chartered Secretaries Australia. Samantha practised commercial law at senior levels in London, Australia and New Zealand before moving into Chief Executive and governance roles.

Samantha has 20 years of global leadership experience in the aviation industry, including being Chief Executive of CANSO based in Amsterdam and Aviation New Zealand.

She is an experienced Board Chair, as well as Chair of Audit & Risk, HSSE and Remuneration Committees; is an award winning director and a Chartered Member of the Institute of Directors. She is actively engaged in NZ energy policy, supply and distribution in her current and previous Board roles, including:

- Chair - Greater Wellington Regional Holdings [oversight of Centreport]
- Independent Adviser - Coastal Oil Logistics [Joint Venture Z Energy, BP, Mobil, Caltex]
- Chair - Greater Wellington Rail Ltd
- Independent Director - Motor Trades Association Group

NOTE 4 – IRONBARK PROSPECT

RESOLUTION 5

The Company has received the text of Resolution 5 from Peter Cormack [a shareholder].

The Board unanimously does not support Resolution 5. The Company owes obligations of confidentiality to Ironbark joint venture parties, and the Board considers it is highly unlikely that those parties would consent to the release of commercially sensitive technical and financial information relating to exploration prospects. Accordingly, it is unlikely that the Company will be able to comply with the Resolution if it is approved by shareholders [the Resolution, if approved, will not be binding on the Company because it relates to management matters].

Mr Cormack has also proposed the following two matters for discussion at the Annual Meeting, which the Company intends to raise for discussion under the "Shareholder Questions" agenda item:

- "The Ironbark Prospect"
- "The two current independent Directors"

NOTE 5 – AUDITOR'S FEE

RESOLUTION 6

KPMG are automatically reappointed as auditor under section 207T of the Companies Act 1993. This Resolution authorises the Board to fix the fees and expenses of the auditor.

NOTE 6 – VOTING BY PROXY

If you are unable to attend the Annual Meeting, you may appoint a proxy to attend in your place. A proxy need not be a shareholder of the Company.

The Chair of the meeting is willing to act as proxy for any shareholder who may wish to appoint him for that purpose. The Chair will vote as directed on any resolutions, and intends to vote any discretionary proxies in favour of all Resolutions except Resolutions 3, 4 and 5 [to the extent permitted by the NZX Listing Rules and the Company's Constitution].

If you select a proxy to vote on your behalf [including the Chair], and you either [i] confer on the proxy a discretion on the Voting Card or [ii] do not provide any instructions on the Voting Card about how the proxy should vote, you acknowledge that the proxy may exercise your proxy at his or her discretion and may vote as he or she thinks fit or abstain from voting. In so doing you acknowledge that the proxy may exercise your right to vote even if he or she has an interest in the outcome of the Resolution[s] [provided that interest does not disqualify him or her from voting under the NZX Listing Rules].

If you do not attend the meeting, exercise your vote by postal vote or appoint a proxy, then no vote will be exercised in respect of your shareholding.

ENTITLEMENT TO VOTE

All persons registered on the Company's register of shareholders as the holders of shares as at 5:00pm [NZDST] on Tuesday, 10 December 2019 will be entitled to vote on the Resolutions at this Annual Meeting.

If you have appointed a proxy to attend the Annual Meeting in your place, you may still observe the Annual Meeting by webcast [but only your proxy may cast your votes].

Voting on all of the Resolutions is to be by way of poll. No persons are restricted from voting on, or acting as a discretionary proxy in relation to, any of the Resolutions referred to in this Notice of Annual Meeting.

POSTAL VOTING

The Board has authorised Computershare Investor Services Ltd to receive and count postal votes at the Annual Meeting.

WEBCAST AND RESULTS

Live and subsequently archived audio of the Annual Meeting will be available at www.nzog.today

Following the Annual Meeting, the results will be posted at www.nzog.com and on www.NZX.com

