

# LONGREACH OIL LIMITED



A.C.N. 000 131 797

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Sixty-fourth Annual General Meeting of **LONGREACH OIL LIMITED** will be held at **Level 27, 25 Bligh Street, Sydney NSW** on **Friday 30 November 2018 at 4 p.m.** (Sydney time).

### **BUSINESS**

To receive and consider the Financial Report for the year ended 30 June 2018 and the Reports of the Directors and Auditors.

There is no requirement for shareholders to approve these Reports.

### **Ordinary Resolutions**

To consider and if thought fit to pass the following resolutions, with or without modification, as Ordinary Resolutions:

1. **"THAT** the Remuneration Report of the Company and the entities it controlled, which forms part of the Directors' Report for the year ended 30 June 2018, be considered and adopted."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

2. **"THAT** Mr A Phillips, who retires by rotation and being eligible offers himself for re-election, be re-elected as a Director of the Company".

### **General**

To transact any other business which may be brought forward in accordance with the Company's Constitution.

By order of the Board

Longreach Oil Limited

A handwritten signature in dark ink, appearing to read "J Rosenberg".

J Rosenberg  
Managing Director

26.October 2018

### **PROXIES**

Members unable to attend the meeting are invited to complete and lodge the enclosed Proxy Form. A member entitled to attend and vote may appoint not more than two proxies, who need not be members. Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the member's voting rights. To be valid, proxies may be lodged at the Company's Registered Office - Level 27, 25 Bligh Street, Sydney, NSW, Australia - or may be transmitted to FAX number - (02) 9475 0154 - or sent via e-mail to **lgo@longreachoil.com** - and must be received no later than forty-eight (48) hours before the scheduled start of the meeting. A proxy form presented by a company can be under its Common Seal.



## INFORMATION FOR SHAREHOLDERS

### Explanatory Statement

This Notice of Annual General Meeting should be read in conjunction with the attached Explanatory Statement.

### Voting entitlements

The Directors have determined that in accordance with Regulation 7.11.37 and 7.11.38 of the Corporations Regulations 2001, the persons eligible to vote at the Meeting will be those persons who are registered shareholders as at **4 p.m. (Sydney time) on Wednesday 28 November 2018.**

### Appointment of Proxies

A shareholder entitled to attend and vote at the meeting is entitled to appoint not more than two proxies.

Where more than one proxy is appointed, each proxy may be appointed to represent a specified number or proportion of votes. If no such number or proportion is specified, each proxy may exercise half of the shareholder's votes. A proxy does not have to be a shareholder of the Company.

Shareholders are encouraged to consider how they wish to direct their proxies to vote.

The proxy form must be signed by the shareholder or his or her attorney in accordance with the directions on the proxy form.

To be valid, the proxy form and the power of attorney or other authority (if any) under which it is signed (or an attested copy) must be received by the Company at the address or fax number listed below not later than 48 hours before the time for holding the meeting; that is **no later than 4 p.m. on 28 November 2018.**

The proxy form must be lodged with the Company at either its Registered Office - Level 27, 25 Bligh Street, Sydney, NSW, Australia - or may be transmitted to FAX number - (02) 9475 0154 - or sent via e-mail to **lgo@longreachoil.com.**

### Corporate Representatives

A company wishing to appoint a person to act as its representative at the meeting must provide the person with:

- a letter or certificate executed in accordance with the Corporations Act authorising that person as the corporate shareholder's representative at the meeting; or
- a copy of the resolution appointing that person as the corporate shareholder's representative at the meeting, certified by a secretary or director of the corporate shareholder.

### Proxy voting on Resolution 1 (Remuneration Report)

The Key Management Personnel of the Group and their closely related parties will not be able to vote as your proxy on Resolution 1 unless you tell them how to vote, or the Chairman of the Meeting is your proxy. If you intend to appoint a member of the Key Management Personnel or one of their closely related parties as your proxy, please ensure that you direct them how to vote on Resolution 1, otherwise they will not be able to cast a vote as your proxy on that item. You can direct your proxy how to vote on an item of business (i.e. to vote "For", "Against" or "Abstain") by marking the appropriate box opposite the item on the proxy form.

However, if you appoint the Chairman of the Meeting as your proxy or the Chairman of the Meeting is appointed as your proxy by default, but you do not mark a voting box for Resolution 1, by signing and returning the proxy form you will be taken to have expressly authorised the Chairman of the Meeting to exercise the proxy in respect of that Resolution, even though that Resolution is connected with the Remuneration of the Company's Key Management Personnel.

**The Chairman of the Meeting intends to vote undirected proxies in FAVOUR of all Resolutions, including Resolution 1 (adoption of the Remuneration Report).**



**EXPLANATORY STATEMENT  
TO NOTICE OF ANNUAL GENERAL MEETING**

This Explanatory Statement has been prepared for the information of shareholders of **Longreach Oil Limited** in connection with the business to be conducted at the Annual General Meeting (AGM) of Shareholders to be held at Level 27, 25 Bligh Street, Sydney NSW, on **Friday 30 November 2018 at 4 p.m.** (Sydney time), specifically in respect of Resolution 1. This Explanatory Statement should be read in conjunction with the Notice of Meeting.

**FINANCIAL REPORT and REPORTS OF DIRECTORS AND AUDITORS**

This matter deals with the presentation of the Annual Financial Report, Directors' Report and Auditor's Report for the Company and its controlled entities for the year ended 30 June 2018. In accordance with the Corporations Act 2001, shareholders will be given a reasonable opportunity at the AGM to ask questions and make comments on the financial statements and reports and on the management of the Company.

During discussion of this item, the Company's auditor will be present and available to answer questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of financial statements or the independence of the auditor in relation to the conduct of the audit.

**No resolution is required to be moved in respect of this item of business.**

**RESOLUTION 1. ADOPTION OF REMUNERATION REPORT**

In accordance with the Corporations Act 2001, the Remuneration Report is put to shareholders for adoption. Details of the Remuneration Report are included in the Directors' Report and in Note 17.1 in the Financial Report. The vote on this resolution is advisory only and does not bind the Directors or the Company.

The Key Management Personnel of the Group are the Directors of Longreach Oil Limited (LGO entity), being persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly. The Remuneration Report identifies the Key Management Personnel of the Group for the year ended 30 June 2018. Their closely related parties are defined in the Corporations Act 2001, and include certain of their family members, dependants and companies they control.

The Key Management Personnel of the Group and their closely related parties will not be able to vote as your proxy on Resolution 1 unless you tell them how to vote, or the Chairman of the Meeting is your proxy. If you intend to appoint a member of the Key Management Personnel or one of their closely related parties as your proxy, please ensure that you direct them how to vote on Resolution 1, otherwise they will not be able to cast a vote as your proxy on that item. You can direct your proxy how to vote on an item of business (i.e. to vote "For", "Against" or "Abstain") by marking the appropriate box opposite the item on the proxy form.

However, if you appoint the Chairman of the Meeting as your proxy or the Chairman of the Meeting is appointed as your proxy by default, but you do not mark a voting box for Resolution 1, by signing and returning the proxy form you will be taken to have expressly authorised the Chairman of the Meeting to exercise the proxy in respect of that Resolution, even though that Resolution is connected with the Remuneration of the Company's Key Management Personnel.

The Corporations Act 2001 provides shareholders with the opportunity to remove the Directors from office if 25% or more of the votes are cast against adoption of the Remuneration Report at two consecutive Annual General Meetings (the Two Strikes Rule). If 25% or more of votes that are cast are cast against adoption of the Remuneration Report at two consecutive Annual General Meetings, the Company is required to put an ordinary resolution (Spill Resolution) to the second such meeting as to whether another general meeting should be held within 90 days at which all directors, other than a Managing Director, who were in office at the date of approval of the applicable Directors' Report must stand for re-election.



# LONGREACH OIL LIMITED

## EXPLANATORY STATEMENT TO NOTICE OF ANNUAL GENERAL MEETING

### RESOLUTION 1. ADOPTION OF REMUNERATION REPORT *(cont'd)*

Since the Remuneration Report put to the previous Annual General Meeting of the Company was adopted by a majority of more than 75% of the votes cast, there is no requirement to put a Spill Resolution to this Annual General Meeting.

During discussion on this item of business, there will be reasonable opportunity for shareholders to ask questions about, or comment on, the Remuneration Report.

*The Directors unanimously recommend that shareholders vote FOR the adoption of this Resolution 1*

### RESOLUTION 2. RE-ELECTION OF DIRECTOR

ASX Listing Rule 14.4 requires that a Director (except a Managing Director) must not hold office without re-election past the third annual general meeting following the Director's appointment or 3 years whoever is longer. Articles 92 and 93 of the Company's Constitution require that one third of the Directors (or the number nearest one third), except the Managing Director must retire at each general meeting and be eligible for re-election. The Directors to retire are those who have been in office for 3 years since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by lot unless otherwise agreed. Accordingly, Mr Phillips is required to retire by rotation and being eligible seeks re-election as a Director.

The Directors unanimously recommend the re-election of Mr A Phillips as a Director.

By order of the Board

Longreach Oil Limited

J Rosenberg  
Managing Director

26 October 2018

---

### Shareholders Communication

We encourage Shareholders to receive communication via email. This allows us to keep you informed promptly, is environmentally friendly and reduces print and mail costs.

If you wish to use this method, please notify us by email to [lgo@longreachoil.com](mailto:lgo@longreachoil.com) with your email address and Holder Identifier (Security Reference Number (SRN) or Holder Identification Number (HIN)).

# LONGREACH OIL LIMITED

ACN 000 131 797



## PROXY FORM

**Registered Office:**

Level 27, 25 Bligh Street,  
Sydney NSW 2000,  
Australia

Phone: (61 2) 8277 6683

Fax: (61 2) 9475 0154

**Postal Address:**

Level 27, 25 Bligh Street,  
Sydney NSW 2000,  
Australia

e-mail: lgo@longreachoil.com

I/We \_\_\_\_\_

of \_\_\_\_\_

being a shareholder/(s) of **Longreach Oil Limited**, entitled to attend and vote, hereby appoint:

☐

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 individual or body corporate you are appointing as proxy below:

Name: \_\_\_\_\_

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 **Longreach Oil Limited** to be held on **Friday 30 November 2018 at 4 p.m.** at **Level 27, 25 Bligh Street, Sydney NSW** and at any adjournment or postponement thereof.

**AUTHORITY FOR CHAIRMAN TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS**

Where I/we have appointed the Chairman as my/our proxy (or where the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where we have indicated a different voting intention below) even though Resolution 1 is connected directly with the remuneration of a member of the Key Management Personnel, which includes the Chairman.

**CHAIRMAN'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES**

The Chairman intends to vote undirected proxies in favour of all Resolutions.

**Voting directions to your proxy**

*Please mark "X" in the appropriate boxes below:*

**Resolution****FOR****AGAINST****ABSTAIN**

1 Adoption of Remuneration Report

☐☐☐

2 Re-election of Director - Mr Andrew Phillips

☐☐☐

**Please note:** If you mark the "Abstain" box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority if a poll is called.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: \_\_\_\_\_ %

**SIGNATURE OF SHAREHOLDER/S** This form **must** be signed to enable your directions to be implemented.

**Individual or Shareholder 1**

Individual/Sole Director  
and Sole Company Secretary

**Shareholder 2**

Director

**Shareholder 3**

Director/Company Secretary

**Date:** \_\_\_\_\_ / \_\_\_\_\_ / 2018

Contact name

Contact Number and/or e-mail address

[ pto - Instructions ]



## **COMPLETION OF PROXY FORM**

### **YOUR VOTE IS IMPORTANT**

**For your vote to be effective it must be received by the Company before 4 pm (Sydney time), 28 November 2018**

#### **1. APPOINTMENT OF PROXY**

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. Indicate on the Proxy Form who you want to appoint as your proxy. If you wish to appoint the Chairman of the Meeting as your proxy, mark the relevant box.

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

##### ***Appointment of a Second Proxy***

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

##### ***To appoint a second proxy you must:***

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

#### **2. VOTING DIRECTIONS TO YOUR PROXY**

To direct your proxy how to vote, mark one of the boxes opposite each item of business: "For", "Against" or "Abstain". All your shares will be voted in accordance with such a direction unless you indicate only a portion of shares are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your shares, your vote on that item will be invalid.

##### ***Proxy which is a Body Corporate***

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

#### **3. SIGN - and DATE - THE FORM**

The form must be signed as follows:

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

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

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

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

Date the Proxy Form when signed.

#### **4. LODGEMENT OF PROXY FORM**

**Proxy Forms (and any Power of Attorney under which it is signed) must be received by the Company no later than 48 hours before the commencement of the meeting; therefore by 4 pm (Sydney time) on 28 November 2018.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

**Proxy forms may be lodged as follows:**

by Mail:	Level 27, 25 Bligh Street, Sydney, NSW 2000 Australia or by Fax:
	(61 2) 9475 0154
or by e-mail:	lgo@longreachoil.com
or by Hand:	Level 27, 25 Bligh Street, Sydney, NSW 2000 Australia