

Notices of Meeting

LANTERN HOTEL GROUP (ASX: LTN)

LANTERN REAL ESTATE TRUST (ARSN 108 982 627)

LANTERN HOTEL GROUP LIMITED (ACN 145 967 899)

The Annual General Meeting of shareholders of Lantern Hotel Group Limited (**Company**) and a General Meeting of unitholders of Lantern Real Estate Trust (**Fund**) (together the **Group**) will be held at Level 22, MLC Centre, 19-22 Martin Place, Sydney on Monday 18 November 2013 at 10.30 am (AEDT) (**Meeting**).

The Explanatory Notes and the Proxy Form form part of these notices.

GENERAL INFORMATION

As investors will know, the shares in the Company are stapled to the units of the Fund and are quoted jointly on ASX. As a result the securities cannot be traded separately. For this reason, the meetings for the two entities will be held together at the same place and on the same day.

The meetings for the Company and the Fund will be conducted simultaneously subject to the discretion of the Chairman to adjourn or reconvene any specific meeting. Each resolution will be voted on separately.

For information on how to vote, please see the heading 'Voting options and proxies'.

Certain capitalised terms are defined in the Constitutions of the Fund and the Company unless the context requires otherwise.

For further general queries about meetings and voting arrangements, please email the Investor Relations Team at investors@lanternhotels.com.au.

NOTICE OF GENERAL MEETING

Lantern Real Estate Trust (ARSN 108 982 627)

Lantern RE Limited (ACN 145 968 574) (**Responsible Entity**) gives notice that a meeting of the unitholders of the Lantern Real Estate Trust (ARSN 108 982 627) will be held at Level 22, MLC Centre, 19-22 Martin Place, Sydney on Monday 18 November 2013 at 10.30 am (AEDT), to transact the following business: a general discussion of the activities of the Fund.

No formal resolutions or motions are proposed to be moved at this meeting.

NOTICE OF ANNUAL GENERAL MEETING

Lantern Hotel Group Limited (ACN 145 967 899)

Notice is given that an Annual General Meeting of the shareholders of Lantern Hotel Group Limited (ACN 145 967 899) will be held at Level 22, MLC Centre, 19-22 Martin Place, Sydney on Monday 18 November 2013 at 10.30 am (AEDT), to transact the following business:

ORDINARY BUSINESS OF THE MEETING

Item 1: Financial Statements and Reports of Lantern Hotel Group Limited

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2013.

Item 2: Remuneration Report

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

"To adopt the Remuneration Report for the year ended 30 June 2013."

Notes:

- (i) In accordance with section 250R of the Corporations Act 2001, the vote on this resolution will be advisory only and will not bind the directors or the Company.
- (ii) A voting exclusion statement applies to this resolution (see Explanatory Notes for details).

Item 3: Re-Election of Directors - Ms Deborah Cartwright

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

"That Ms Deborah Cartwright, being a director who is retiring in accordance with rule 21.2 of the Company's constitution and Listing Rule 14.5, and being eligible offers herself for re-election as a director of the Company."

ENTITLEMENT TO VOTE

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered securityholders of the Group as at Saturday 16 November 2013 at 10:30 am (**Entitlement Time**), subject to any applicable voting exclusion.

This means that if you are not the registered holder of a security in the Group at the Entitlement Time, you will not be entitled to attend and vote at the Meeting.

ANNUAL REPORTS

Copies of the Company's full 2013 Annual Report may be accessed at our website www.lanternhotels.com.au.

VOTING OPTIONS AND PROXIES

If you do not plan to attend the meeting in person, you are encouraged to complete and return the Proxy Form which accompanies this Notice of Meeting.

Voting by Proxy

A security holder who is entitled to attend and vote at this meeting is entitled to appoint not more than 2 proxies to attend and vote on the securityholder's behalf.

If the security holder appoints 2 proxies, the securityholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the securityholder's votes. If the specified proportion or number of votes exceed that which the securityholder is entitled to, each proxy may exercise half of the securityholder's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

A proxy need not be a securityholder of the Group. A body corporate appointed as a securityholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Group.

Subject to the specific proxy provisions applying to Item 2 (see the Explanatory Notes below):

- If a securityholder has not directed their proxy how to vote, the proxy may vote as the proxy determines, and
- If a securityholder appoints the Chair of the Meeting as proxy and does not direct the Chair how to vote on an item of business, the Chair will vote in accordance with his voting intention as stated in this Notice of Meeting, namely in favour of each of the proposed resolutions set out in the Notice of Meeting.

Proxy Voting by the Chair

For Item 2 (Remuneration Report), where the Chair is appointed as a security holder's proxy and that security holder has:

- Marked the Chair's box on the proxy form; and
- Has not specified the way in which the Chair is to vote on Item 2,

the securityholder is directing the Chair to vote in accordance with the Chair's voting intentions for this item of business.

The Chair intends to vote all undirected proxies in favour of the resolutions put in the Notice of Meeting.

Proxy Forms

To be effective, the Proxy Form must be completed, signed and lodged (together with the relevant original power of attorney or a certified copy if the proxy is signed by an attorney) with the Group's Share Registry, no later than 10.30 am on Saturday 16 November 2013 (AEDT) (**Proxy Deadline**).

Proxy forms may be submitted to the Registry in one of the following ways:

- (i) **By mail** to Link Market Services Pty Ltd using the reply paid envelope or Locked Bag A14, Sydney South NSW 1235. Please allow sufficient time so that it reaches the Registry by the Proxy Deadline;
- (ii) **By fax** to Link Market Services Pty Ltd on +61 2 9287 0309;
- (iii) **Online** via the Registry website at www.linkmarketservices.com.au. Please refer to the Proxy Form for more information; or
- (iv) **By hand** delivery to Link Market Services Pty Ltd at Level 12, 680 George Street, Sydney NSW 2000.

Proxy Forms and Powers of Attorney must be received by the Proxy Deadline.

CORPORATE REPRESENTATIVES

Where a securityholding is registered in the name of a corporation, the corporate security holder may appoint a person to act as its representative to attend the meeting by providing that person with:

- (i) a letter or certificate authorising him or her as the corporation's representative, executed in accordance with the corporation's constitution; or
- (ii) a copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'L. Ralph', with a large, stylized flourish at the end.

Leanne Ralph
Company Secretary
23 September 2013

74 Great North Road
FIVE DOCK NSW 2046

Explanatory Notes

Notes on Business

Item 1: Financial Statements and Reports

As required by section 317 of the Corporations Act, the financial report, directors' report and auditor's report of the Company for the most recent financial year will be presented to the meeting. The financial report contains the financial statements of the Company.

There is no formal resolution to be voted on in relation to this item.

The Chair of the meeting will allow a reasonable opportunity at the meeting for securityholders to ask questions about or make comments on the management of the Group. Securityholders will also be given a reasonable opportunity at the meeting to ask the Group's auditor, HLB Mann Judd questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2013, the preparation and content of its audit report, the accounting policies adopted by the Group in its preparation of the financial statements and the independence of HLB Mann Judd in relation to the conduct of the audit.

Securityholders may submit written questions to HLB Mann Judd to be answered at the meeting, provided the question is relevant to the content of HLB Mann Judd's audit report or the conduct of the audit of the Group's financial report for the year ended 30 June 2013.

Written questions must be received no later than 5.00pm (AEDT) on Thursday 14 November 2013. Any written questions to HLB Mann Judd can be sent to Link Market Services, Locked Bag A14, Sydney South NSW 1235 (or by Fax: +61 2 9287 0309).

Item 2: Adoption of Remuneration Report

2.1 Reasons for Resolution

In accordance with section 300A of the *Corporations Act 2001* and the ASX Corporate Governance Principles and Recommendations, the Company has included in its Annual Report a remuneration report for the consideration of security holders.

The security holders' resolution on this item of business is advisory only and does not bind the board or the Company.

The objective of the Company's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with achievement of strategic objectives and the creation of value for security holders, and conforms with market practice for delivery of reward.

In summary, the remuneration report in the Annual Report:

- explains the principles used for determining the nature and amount of remuneration of directors and senior managers of the Group;
- sets out remuneration details for each director and senior executives of the Group; and
- outlines service contracts of key management personnel.

2.2 Voting Exclusion Statement

As required by the Corporations Act 2001, the Group will disregard any votes cast on Item 2 by any member of the Group's key management personnel (**KMP**) or a closely related party of any such member unless the person:

- (i) votes as a proxy appointed by writing that specifies how the person is to vote on the resolution; or
- (ii) is the Chair of the Meeting and votes as a proxy appointed by writing that authorises the Chair to vote on the resolution even though that resolution is connected with the remuneration of a member of the Group's KMP.

ITEM 3: Election of Directors - Ms Deborah Cartwright

In accordance with the Company's constitution an election of directors must be held at each Annual General Meeting. If no directors are scheduled to be elected by virtue of a casual appointment or in accordance with the ASX Listing Rules, then one director must retire and be re-elected by the members of the Company. Normally, this would be the director (other than the Managing Director) who has held office the longest since being appointed or last being elected. All directors except the Managing Director were appointed to the board at the last Annual General Meeting. In accordance with clause 21.4, the directors have determined that Deborah Cartwright will retire and stand for re-election at this Meeting.

Deborah Cartwright has 30 years' experience as a chartered accountant at Pitcher Partners Sydney, where she is currently the head of Corporate Advisory and Transaction Services. She is a fellow of the Institute of Chartered Accountants, a fellow of the Taxation Institute of Australia, a registered company auditor, a registered tax agent and has extensive experience working with the hospitality industry.

Deborah is Chair of the Audit and Risk Committee and is considered an independent, non-executive Director.

Directors' Recommendation

The Directors unanimously recommend that you vote in favour of all resolutions.

The Chairman of the Meeting intends to vote all available proxies in favour of all resolutions.

GLOSSARY

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of the ASX.

Board means the current board of directors of the Company.

Closely Related Party has the meaning as defined in section 9 of the Corporations Act.

Company means Lantern Hotel Group Limited (ACN 145 967 899).

Constitution means the Company's Constitution.

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

Directors means the current directors of the Company.

Explanatory Notes means the Explanatory Notes accompanying the Notice.

Key Management Personnel has the meaning as defined in section 9 of the Corporations Act.

Notice or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting and the explanatory notes accompanying the Notice and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's Report section of the Company's annual financial report for the year ended 30 June 2013.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

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

Security Holder means a holder of a Stapled Security.

AEDT means Australian Eastern Daylight Savings Time as observed in Sydney, Australia.



X99999999999

SECURITYHOLDER VOTING FORM

I/We being a member(s) of Lantern Hotel Group and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

the Chairman
of the Meeting
(mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy. I/we appoint the Chairman of the Meeting as an alternate proxy to the person named.

If no person/body corporate is named, the Chairman of the Meeting, is appointed as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 10:30am (AEDT) on Monday, 18 November 2013, at Level 22, MLC Centre, 19-22 Martin Place, Sydney and at any adjournment or postponement of the meeting. I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting. Please read the voting instructions overleaf before marking any boxes with an

STEP 2

VOTING DIRECTIONS

Item 2

To adopt the Remuneration Report for the year ended 30 June 2013

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Item 3

That Ms Deborah Cartwright be re-elected as a director of the Company

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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 * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF SECURITYHOLDERS - THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Securityholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Securityholder 3 (Individual)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

LTN PRX301R



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the company's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the meeting.

Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's security registry or you may copy this form and return them both together. The appointment of the Chairman of the Meeting as your alternate proxy also applies to the appointment of the second proxy.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities 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.
- return both forms together.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either securityholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the company's security registry.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:30am (AEDT) on Saturday, 16 November 2013**, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the proxy form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).



by mail:

Lantern Hotel Group
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000.

If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.