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**TALON PETROLEUM LIMITED**  
**ACN 153 229 086**  
**(COMPANY)**  
**ADDENDUM TO NOTICE OF GENERAL MEETING**

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The Company hereby gives notice to shareholders of the Company (**Shareholders**) that, in relation to the Notice of General Meeting released to ASX on 19 February 2021 (**Notice of Meeting**) in respect of a General Meeting of Shareholders to be held at 10:00am (WST) on 26 March 2021 at 1202 Hay Street, West Perth, Western Australia (**Meeting**), the Directors have determined to amend the items of business to be considered by Shareholders at the Meeting for the purposes set out below.

Definitions in the Notice of Meeting have the same meaning in this Addendum unless otherwise updated in this Addendum.

The purpose of this Addendum is to include an additional resolution seeking approval for the issue of 54,000,000 Shares to Macallum Group Limited (ACN 145 638 697) (**Additional Resolution**).

This Addendum is supplemental to the Notice of Meeting and should be read in conjunction with the Notice of Meeting. Apart from the amendments set out below, all Resolutions and the Explanatory Statement in the original Notice of Meeting remain unchanged.

**The Notice of Meeting is amended by inclusion (as applicable) of the following resolution:**

**Resolution 10 be included as follows:**

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**10. RESOLUTION 10 – APPROVAL TO ISSUE SHARES IN CONSIDERATION FOR ACQUISITION**

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 54,000,000 Shares to Macallum Group Limited (or its nominee/s) on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion Statement be included for Resolution 10:**

A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely, Macallum Group Limited) or an associate of that person (or those persons).

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## EXPLANATORY STATEMENT

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Section 8 of the Explanatory Statement be included and read as follows:

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### 8. RESOLUTION 10 - APPROVAL TO ISSUE SHARES IN CONSIDERATION FOR ACQUISITION

#### 8.1 Background

As announced by the Company on 21 January 2021, the Company has entered into a non-binding term sheet (**Terms Sheet**) with Macallum Group Limited (ACN 145 638 697) (**Macallum**) for the acquisition of a 100% interest in the Muchea Area (defined below) located onshore Perth Basin, from Macallum, subject to certain conditions being satisfied (the **Proposed Transaction**).

A summary of the material terms and conditions of the Proposed Transaction, as agreed upon under the Terms Sheet, are set out below.

- (a) **Acquisition:** 100% of the legal and beneficial interest in:
- (i) the area covering graticular blocks 7977, 8049, 8121 located within Petroleum Exploration Permit No. 494 (**EP494**) (**Muchea Blocks**); and
  - (ii) SPA-0081 over graticular blocks 8048 (**SPA**),  
(considered together, the **Muchea Area**).
- (b) **Conditions Precedent:** the conditions precedent to the Proposed Transaction are as follows:
- (i) execution of a formal agreement in respect of the Proposed Transaction, which will be on the same material terms as the Terms Sheet (**Formal Agreement**);
  - (ii) formal issuance of the SPA;
  - (iii) the Company completing the current work commitment in respect of the SPA being an airborne AEM-PTP (Transient Pulse) Survey;
  - (iv) Talon providing written notice to Macallum that it wishes to be assigned a 100% interest in the Muchea Area;
  - (v) Macallum applying for and being granted a new exploration permit (being separate to EP494) over the Muchea Blocks;
  - (vi) execution by Macallum of all native title agreements required for the grant of the SPA EP and the Muchea Block EP and assignment of the NTA to the Company;
  - (vii) the Company and Macallum executing the requisite transfer forms; and
  - (viii) each of the transfer forms, and the Formal Agreement, being approved and/or registered against the Muchea EP and EP494 in accordance with the PGERA Act (**Approval and Registration**).

- (c) **Break Fee:** If the Company does not proceed with the assignment of an interest in the Muchea Area, the Company shall pay to Macallum an amount of \$100,000.
- (d) **Consideration:** in consideration for the Proposed Transaction, the Company shall pay/issue to Macallum:
  - (i) upon execution of the Terms Sheet, an amount of \$90,000;
  - (ii) upon execution of the Formal Agreement, 54,000,000 Shares) (being the subject of this Resolution 10); and
  - (iii) upon satisfaction of the Conditions Precedent:
    - (A) that number of Shares worth \$350,000, based on a 30-day VWAP calculated on the date of satisfaction of the Conditions Precedent; and
    - (B) a 1.95% overriding royalty on all hydrocarbon products produced and recovered from the Muchea Area (and the parties will execute an agreement setting out the terms of this royalty).
- (e) **Formal Agreement:** the Company and Macallum have agreed to execute the Formal Agreement with 60 days of execution of the Terms Sheet, unless otherwise agreed.
- (f) **Announcements:** if either the Company or Macallum wishes to make an announcement relating to the Proposed Transaction, the parties will work together in the drafting of the announcement.

The Terms Sheet is on terms and conditions considered otherwise standard for an agreement of this nature.

For further details in respect of the Proposed Transaction, please refer to the announcement release by the Company on the ASX platform (ASX: TPD) on 20 January 2021 titled "Talon Expands Perth Basin Acreage."

## 8.2 General

As set out above, under the Terms Sheet, the Company has agreed to execute a Formal Agreement on the same material terms as the Terms Sheet. Under the Terms Sheet, the Company has agreed to issue 54,000,000 Shares (**Upfront Consideration Shares**) to Macallum in consideration for the Proposed Transaction upon execution of the Formal Agreement.

The Company has agreed that the issue of the Upfront Consideration Shares to Macallum under the Formal Agreement will be subject to Shareholder Approval. Accordingly, the Company is seeking approval for the issue of the Upfront Consideration Shares pursuant to this Resolution 10.

As summarised in Section 2.2 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the Upfront Consideration Shares does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

### **8.3 Technical information required by Listing Rule 14.1A**

If Resolution 10 is passed, the Company will be able to proceed with the issue of the Upfront Consideration Shares. In addition, the issue of the Upfront Consideration Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 10 is not passed, the Company will not be able to proceed with the issue of the Upfront Consideration Shares.

Resolution 10 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Upfront Consideration Shares.

### **8.4 Technical information required by Listing Rule 7.1**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 10:

- (a) the Upfront Consideration Shares will be issued to Macallum Group Limited (or its nominee/s);
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
  - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
  - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Upfront Consideration Shares to be issued is 54,000,000 Shares. The Upfront Consideration Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Upfront Consideration Shares will occur on the same date (being the date of execution of the Formal Agreement);
- (e) the Upfront Consideration Shares will be issued at a nil issue price, in consideration for the Proposed Transaction;
- (f) the purpose of the issue of the Upfront Consideration Shares is to satisfy the Company's obligations under the Formal Agreement, which will be on the same material terms as the Terms Sheet (summarised above in Section 8.1);
- (g) the Upfront Consideration Shares will be issued to Macallum Group Limited under and upon execution of the Formal Agreement, which will be on the same material terms as the Terms Sheet (summarised above in Section 8.1); and
- (h) the Upfront Consideration Shares are not being issued under, or to fund, a reverse takeover.

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**DATED: 17 March 2021**

**BY ORDER OF THE BOARD**

**LAUREN NELSON  
COMPANY SECRETARY**

**Proxy Form**

Annexed to this Addendum is a Replacement Proxy Form, which replaces the Proxy Form that was annexed to the Notice of General Meeting (**Original Proxy Form**).

To ensure clarity of voting instructions by Shareholders on the Resolutions to be considered at the Meeting, Shareholders are advised to follow the following instructions **if you have already completed and returned an Original Proxy Form**:

- (a) **If you wish to vote on the Additional Resolution**, you must complete and return a Replacement Proxy Form.
- (b) **If you do not wish vote on the Additional Resolution**, you do not need to take any action. The Original Proxy Form that you have already returned will be accepted by the Company for Resolutions 1-9 (unless you submit a Replacement Proxy Form).

**If you have not yet completed and returned an Original Proxy Form** and you wish to vote on the Resolutions put forward by the Notice of General Meeting (as supplemented by the Addendum), please complete and return a Replacement Proxy Form.

To vote in person, please attend the Meeting at the time, date and place set out above.

**Enquiries:** Shareholders are advised to contact the Company Secretary on +61 8 6319 1900 if they have any queries in respect of the matters set out in this Addendum.

**REPLACEMENT PROXY FORM  
TALON PETROLEUM LIMITED  
ACN 153 229 086  
GENERAL MEETING**

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

**OR:**  the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 10:00am (AWST) on 26 March 2021 at 1202 Hay Street, West Perth WA 6005, and at any adjournment thereof.

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

**Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 7 and 8 (except where I/we have indicated a different voting intention below) even though Resolutions 7 and 8 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.**

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

**The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.**

**Voting on business of the Meeting**

	FOR	AGAINST	ABSTAIN
Resolution 1 Ratification of prior issue of Tranche 1 Placement Shares – Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Ratification of prior issue of Tranche 1 Placement Shares – Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Approval to issue Tranche 2 Placement Shares – Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval to issue Broker Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Approval to issue Advisor Options to Chieftain Securities Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Approval to issue Advisor Options to Shenton James Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Approval to issue Options to Director (Matthew Worner)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Approval to issue Options to Director (Douglas Jendry)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9 Approval to issue Consultancy Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10 Approval to Issue Consideration Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**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 on a poll.

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

**Signature of Shareholder(s):**

**Individual or Shareholder 1**

Sole Director/Company Secretary

**Shareholder 2**

Director

**Shareholder 3**

Director/Company Secretary

**Date:** \_\_\_\_\_

**Contact name:** \_\_\_\_\_

**Contact ph (daytime):** \_\_\_\_\_

**E-mail address:** \_\_\_\_\_

**Consent for contact by e-mail in relation to this Proxy Form:**

YES  NO

## Instructions for completing Proxy Form

### 1. **Appointing a proxy**

A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.

### 2. **Direction to vote**

A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.

### 3. **Compliance with Listing Rule 14.11**

In accordance with Listing Rule 14.11, if you hold Shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the Shares, you are required to ensure that the person(s) or entity/entities for which you hold the Shares are not excluded from voting on resolutions where there is a voting exclusion. Listing Rule 14.11 requires you to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided.

By lodging your proxy votes, you confirm to the Company that you are in compliance with Listing Rule 14.11.

### 4. **Signing instructions:**

- **Individual:** Where the holding is in one name, the Shareholder must sign.
- **Joint holding:** Where the holding is in more than one name, all of the Shareholders should sign.
- **Power of attorney:** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
- **Companies:** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.

### 5. **Attending the Meeting**

Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

### 6. **Lodgement of Proxy Form**

Proxy forms can be lodged:

- (a) by completing and signing the enclosed Proxy Form and returning by:
  - (i) post to Talon Petroleum, PO Box 1976, West Perth Western Australia 6872; or
  - (ii) email to the Company at [info@talonpetroleum.com.au](mailto:info@talonpetroleum.com.au);

so that it is received not less than 48 hours prior to commencement of the Meeting.

**Proxy Forms received later than this time will be invalid.**