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MOSMAN OIL AND GAS  
LIMITED

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**MOSMAN OIL AND GAS LIMITED**  
**ACN 150 287 111**

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**NOTICE OF ANNUAL GENERAL MEETING**

**The Annual General Meeting of the Company will be held at  
10.00am on 23 December 2016 at Suite 305, Level 3,  
35 Lime Street, Sydney NSW 2000 Australia (AEDT).**

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*This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.*

***Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 2 8296 0000***



# MOSMAN OIL AND GAS LIMITED

## ACN 150 287 111

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### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of shareholders of Mosman Oil and Gas Limited (Company) will be held 10.00am on 23 December 2016 at Suite 305, Level 3, 35 Lime Street, Sydney NSW 2000 Australia (AEDT) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

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 as Shareholders on 21 December 2016 at 4.00pm (AEDT).

Terms and abbreviations used in this Notice (including the Explanatory Memorandum) are defined in Schedule 1.

### AGENDA

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#### 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, the Directors' Report and the Auditor's Report.

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#### 1. Resolution 1 – Re-election of Director – Mr Andrew R Carroll

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

*"That, pursuant to and in accordance with article 6.3 of the Constitution and for all other purposes, Mr Andrew R Carroll, a Director, retires and being eligible, is re-elected on the terms and conditions in the Explanatory Memorandum."*

Dated 28 November 2016

BY ORDER OF THE BOARD



Jarrod White  
Company Secretary

**EXPLANATORY MEMORANDUM**

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**1. Introduction**

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at 10.00am on 23 December 2016 at Suite 305, Level 3, 35 Lime Street, Sydney NSW 2000 Australia.

This Explanatory Memorandum should be read in conjunction with and forms part of the Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions.

A Proxy Form is attached to the Notice.

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**2. Action to be taken by Shareholders**

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

**2.1 Proxies**

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

**2.2 CREST – Depositary Interests**

Holders of depositary interests in CREST (DI) are invited to attend the Meeting but are not entitled to vote at the Meeting. In order to have votes cast at the Meeting on their behalf, DI holders must complete, sign and return the Form of Instructions forwarded to them along with the Notice to the Company's agent, Computershare UK, no later than 16 December 2016 at 3.00 pm London time (being 12.00am (AEDT) on 17 December 2016.

All other shareholders need either attend the Meeting, or have their proxies lodged to the Company per the instructions on the proxy form, no later than 20 December 2016 at 11.00 pm London time (being 10.00am (AEDT) on 21 December 2016.

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### **3. Annual Report**

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2016.

There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be offered the following opportunities:

- (a) discuss the Annual Report, which will shortly be available online at <http://mosmanoilandgas.com>;
- (b) ask questions or make comment on the management of the Company;
- (c) ask the Company's auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- (a) the preparation and the content of the Auditor's Report; and
- (b) the conduct of the audit;
- (c) accounting policies by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office, at Suite 305, Level 3, 35 Lime Street, Sydney NSW 2000 Australia.

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### **4. Resolution 1 – Re-election of Director – Mr Andrew R Carroll**

Article 6.3(c) of the Constitution requires that one third of the Directors must retire at each annual general meeting (to the nearest one-third). Article 6.3(f) provides that a Director who retires under article 6.3(c) of the Constitution is eligible for re-election.

Resolution 1 therefore provides that Mr Andrew R Carroll retires by rotation and, being eligible, seeks re-election.

Details of the qualifications and experience of Mr Andrew R Carroll are included in the Annual Report.

The Board (excluding Mr Andrew R Carroll) recommends that Shareholders vote in favour of Resolution 1.

Resolution 1 is an ordinary resolution

## Schedule 1 – Definitions

In the Notice and this Explanatory Memorandum:

**AEDT** means Australian Eastern Daylight Time, being the time in Sydney, New South Wales.

**Annual Report** means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ended 30 June 2016.

**Auditor's Report** means the auditor's report on the Financial Report.

**Board** means the board of Directors.

**Chairman** means the person appointed to chair the Meeting convened by the Notice.

**Company** means Mosman Oil and Gas Limited (ACN 150 287 111).

**Company Secretary** means the company secretary of the Company.

**Computershare UK** means Computershare Investor Services PLC.

**Constitution** means the constitution of the Company as at the commencement of the Meeting.

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

**DI** has the meaning given in Section 2.2.

**Director** means a director of the Company.

**Directors' Report** means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

**Explanatory Memorandum** means this explanatory memorandum attached to the Notice.

**Financial Report** means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

**Form of Instructions** means the form of instructions forwarded by Computershare UK to Shareholders.

**Meeting** has the meaning in the introductory paragraph of the Notice.

**Notice** means the notice of the Meeting.

**Proxy Form** means the proxy form attached to the Notice.

**Resolution** means a resolution in the Notice.

**Schedule** means this schedule to this Explanatory Memorandum.

**Section** means a section in this Explanatory Memorandum.

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

**Shareholder** means a holder of a Share.

In this Notice, Explanatory Memorandum and the Schedule words importing the singular include the plural and vice versa.

## PROXY FORM

The Company Secretary  
Mosman Oil and Gas Limited

**By delivery:**  
305/35 Lime Street  
Sydney NSW 2000

**By post:**  
GPO Box 280  
Sydney NSW 2001

**By facsimile:**  
+61 2 9279 1234

**Name of Shareholder:**

**Address of Shareholder:**

**Number of Shares entitled to vote:**

Please mark  to indicate your directions. Further instructions are provided overleaf.

Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the Meeting.

### Step 1 – Appoint a Proxy to Vote on Your Behalf

I/We being Shareholder/s of the Company 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 person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including 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 the Company to be held at 10.00am on 23 December 2016 at Suite 305, Level 3, 35 Lime Street, Sydney NSW 2000 Australia (AEDT) at any adjournment or postponement of that Meeting.

### Important – If the Chairman is your proxy or is appointed your proxy by default

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

### Step 2 – Instructions as to Voting on Resolutions

The proxy is to vote for or against the Resolutions referred to in the Notice as follows:

	For	Against	Abstain
Resolution 1 Re-election of Director – Mr Andrew R Carroll	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

#### Authorised signature/s

This section **must** be signed in accordance with the instructions overleaf to enable your voting instructions to be implemented.

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

## Proxy Notes:

A Shareholder entitled to attend and vote at the Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast two or more votes at the Meeting the Shareholder may appoint not more than two proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting, the representative of the body corporate to attend the Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

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

Joint Holding: where the holding is in more than one name all of the holders must sign.

Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Meeting the appropriate 'Certificate of Appointment of Representative' should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission at the Sydney office of the Company (Suite 305, Level 3, 35 Lime Street, Sydney NSW 2000 or by post to GPO Box 280 Sydney NSW 2001 or by Facsimile (02) 9279 1234 if faxed from within Australia or +61 2 9279 1234 if faxed from outside Australia) not less than 48 hours prior to the time of commencement of the Meeting (AEDT).