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# HAWKLEY OIL AND GAS LIMITED

## (TO BE RENAMED 'LUMIRA ENERGY LIMITED')

### ACN 115 712 162

## 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 and related Independent Expert's Report dated 22 November 2021 (**Notice of Meeting**) in respect of a general meeting of Shareholders to be held at 1.00pm AEDT on 15 December 2021 on the Ground Floor of Suite 106, 101 Moray Street, South Melbourne (**Meeting**), the Directors have determined to issue this addendum to the Notice of Meeting (**Addendum**) for the purposes set out below.

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

The purpose of the Addendum is to clarify and amend the recipients of the Performance Rights and related information in the Notice of Meeting. The Performance Rights are proposed to be issued only to Directors and the executive management team of the Company, not employees of the Company and the number of Performance Rights to be issued to certain Directors and the executive management team disclosed in the Notice of Meeting has changed. In addition, the members of the executive management team receiving Performance Rights are Persist Shareholders and therefore Schedule 3 of Notice of Meeting will be amended as set out in this Addendum.

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, the Explanatory Statement and the Independent Expert's Report in the original Notice of Meeting remain unchanged.

### Proxy Form

The Company confirms that there have been no changes to the Proxy Form previously dispatched to Shareholders and the Proxy Form is annexed to this Addendum.

Shareholders are advised that:

- If you have already completed and returned the Proxy Form which was annexed to the original Notice of Meeting and **you wish to change your vote, you must complete and return the new Proxy Form** annexed to this Addendum.
- If you have already completed and returned the Proxy Form which was annexed to the original Notice of Meeting and **you do not wish to change your vote, you do not need to take any action** as the earlier submitted Proxy Form will be valid and remain accepted by the Company unless you submit a new Proxy Form.
- If you have not yet completed and returned a Proxy Form and you wish to vote on the Resolutions in the Notice of Meeting, you can vote by completing and returning either the new Proxy Form annexed to this Addendum or the Proxy Form annexed to the original Notice of Meeting.

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 3 8679 2219 if they have any queries in respect of the matters set out in this Addendum.

By this Addendum, the Notice of Meeting be amended as follows:

Replace Section 1.16 of the Explanatory Statement with the following:

**1.16 Directors' and Proposed Director's interests in the Acquisition**

Details of the Directors' and proposed Director's relevant interest in the Shares of the Company, upon Completion are set out below:

Director / Proposed Director	Shares	Options	Performance Rights	Proposed Relevant Interest Post Acquisition and Capital Raising (%) at Minimum Subscription Undiluted	Proposed Relevant Interest Post Acquisition and Capital Raising (%) at Maximum Subscription Fully Diluted
Massimo Geremia <sup>1</sup>	3,057,614 <sup>3</sup>	285,762 <sup>3</sup>	4,000,000	1.66	3.20
Cosimo Damiano	1,000,000 <sup>4</sup>	Nil	4,000,000	0.54	2.18
Joseph Naemi	Nil	Nil	Nil	Nil	Nil
Murray Wylie <sup>2</sup>	67,918	Nil	Nil	0.04	0.03
Mike Mason <sup>1</sup>	Nil	Nil	Nil	Nil	Nil
Dan Martin <sup>1</sup>	682,625 <sup>5</sup>	68,263 <sup>5</sup>	Nil	0.37	0.33

**Notes:**

1. Proposed to be appointed upon Completion.
2. Proposed to resign upon Completion.
3. To be issued to Mr Geremia as follows:
  - (i) 2,857,614 Consideration Securities in exchange for existing Persist shares held as follows:
    - (A) 2,462,577 Shares and 246,258 Options held directly; and
    - (B) 395,037 Shares and 39,504 Options held in the name of Tantalus Energy II Corp; and
  - (ii) 200,000 Shares on conversion of \$10,000 worth of convertible notes at listing.
4. To be issued to Mr Damiano on conversion of \$50,000 worth of convertible notes at listing.
5. To be issued to Mr Martin as Consideration Securities in exchange for existing Persist shares.

Replace Schedule 3 with the following:

Shares held in the Company by the Persist Shareholders post Acquisition	Shareholding attributable to Acquisition consideration	Shareholding attributable to Convertible Note Hawkley	Shareholding Total (prior to Options and Performance Rights)	Consideration Options	Performance Rights to Executives of Hawkley <sup>1</sup>	% prior to exercise of Options and Performance Rights (assuming Minimum Subscription) <sup>2</sup>	% prior to exercise of Options and Performance Rights (assuming Maximum Subscription) <sup>3</sup>	% after exercise of Consideration Options and Performance Rights (assuming Minimum Subscription) <sup>4</sup>	% after exercise of Consideration Options and Performance Rights (assuming Maximum Subscription) <sup>5</sup>
Jackson Valley Fund LP	15,802,769		15,802,769	1,580,277		8.58%	7.93%	8.11%	7.58%
Stream Asset Financial Manitoak LP	13,282,770		13,282,770	1,328,277		7.21%	6.67%	6.81%	6.37%
Fidelity Clearing Canada ULC (Canada), in trust for TCA-8149-E - Tamasa Inc.	13,111,288		13,111,288	1,311,129		7.12%	6.58%	6.73%	6.29%
National Bank Financial Inc., Trustee of the 37A1THE Bruce C Mitchell (53936P)	8,325,111		8,325,111	832,512		4.52%	4.18%	4.27%	3.99%
Haywood Securities Inc. - The Whisk and the Baker Ltd	5,542,915		5,542,915	554,292		3.01%	2.78%	2.84%	2.66%
Fidelity Clearing Canada ULC (Canada), in trust for Trapeze Capital Corp. (on behalf of managed accounts)	4,631,611		4,631,611	463,162		2.51%	2.32%	2.38%	2.22%
Fidelity Clearing Canada ULC (Canada), in trust for TCA-8001-E - Abramson, Herbert	4,448,326		4,448,326	444,833		2.41%	2.23%	2.28%	2.13%
Haywood Securities Inc. - JM Scott Investments	4,266,407		4,266,407	426,641		2.32%	2.14%	2.19%	2.05%
Fidelity Clearing Canada ULC (Canada), in trust for Generation Advisors Inc.	3,481,825		3,481,825	348,183		1.89%	1.75%	1.79%	1.67%
Davos Partners LP (USA)	2,616,161		2,616,161	261,617		1.42%	1.31%	1.34%	1.25%
Geremia, Massimo M.	2,462,577	200,000	2,662,577	246,258	4,000,000	1.44%	1.34%	3.22%	3.01%
VL DeMuth, DF DeMuth & CJ DeMuth CO-TTE DeMuth Family IRR TRUST U/A DTD 12/26/2012 (USA)	1,754,347		1,754,347	175,435		0.95%	0.88%	0.90%	0.84%

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Fidelity Clearing Canada ULC (Canada), in trust for Integral Wealth Securities Limited	1,706,563		1,706,563	170,657		0.93%	0.86%	0.88%	0.82%
Fidelity Clearing Canada ULC (Canada), in trust for Trapeze Asset Management Inc. (on behalf of managed accounts)	1,661,441		1,661,441	166,145		0.90%	0.83%	0.85%	0.80%
Tantalus Energy II Corp. -2021742941 <sup>6</sup>	1,580,148		1,580,148	158,015		0.86%	0.79%	0.81%	0.76%
Vavra, Gregory A.	1,267,123	420,000	1,687,123	126,713		0.92%	0.85%	0.85%	0.79%
Geremia, Danny G.	931,784	440,000	1,371,784	93,179	4,000,000	0.74%	0.69%	2.55%	2.38%
Fidelity Clearing Canada ULC (Canada), in trust for TCU-0574-E - Shulman Saul	877,481		877,481	87,749		0.48%	0.44%	0.45%	0.42%
Haywood Securities Inc ITF Geoffrey Scott	853,282		853,282	85,329		0.46%	0.43%	0.44%	0.41%
Fidelity Clearing Canada ULC (Canada), in trust for TCU-0691-A - Spain, Frank	803,901		803,901	80,391		0.44%	0.40%	0.41%	0.39%
Fidelity Clearing Canada ULC (Canada), in trust for Toprun Investments Inc. and (N10-8764-A)	759,892		759,892	75,990		0.41%	0.38%	0.39%	0.36%
Fidelity Clearing Canada ULC (Canada), in trust for Randall Abramson	682,625		682,625	68,263		0.37%	0.34%	0.35%	0.33%
Geremia, Bruno P.	552,927	700,000	1,252,927	55,293		0.68%	0.63%	0.61%	0.57%
Fidelity Clearing Canada ULC (Canada), in trust for TCU-0692-A - Dusan Miklas	503,143		503,143	50,315		0.27%	0.25%	0.26%	0.24%
Golinowski, Bradley Russell	496,610		496,610	49,661	4,000,000	0.27%	0.25%	2.12%	1.98%
Spoletini, Tumasino (Tom)	477,838		477,838	47,784		0.26%	0.24%	0.25%	0.23%

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Fidelity Clearing Canada ULC (Canada), in trust for TCU-0639-E - Moscovitz	337,415		337,415	33,742		0.18%	0.17%	0.17%	0.16%
Fidelity Clearing Canada ULC (Canada), in trust for (N10-8767-A) - Melia Corp	258,702		258,702	25,871		0.14%	0.13%	0.13%	0.12%
Geremia, Traci Lynn	238,919	300,000	538,919	23,892		0.29%	0.27%	0.26%	0.25%
Fidelity Clearing Canada ULC (Canada), in trust for TCU-0545-A - Gregory Wayne Miklas	223,349		223,349	22,335		0.12%	0.11%	0.11%	0.11%
Terrier Capital Inc.	170,657		170,657	17,066		0.09%	0.09%	0.09%	0.08%
Peterson, Gregory E.	137,809		137,809	13,781		0.07%	0.07%	0.07%	0.07%
Geremia, Danny G., in trust for Isabella F. R. Geremia and Felicity A. J. Geremia	136,525	100,000	236,525	13,653		0.13%	0.12%	0.12%	0.11%
Fidelity Clearing Canada ULC (Canada), in trust for John Gibson and AC (N1A-0001-T)	113,869		113,869	11,387		0.06%	0.06%	0.06%	0.05%
Brigham Holdings Inc. (Canada)	102,394		102,394	10,240		0.06%	0.05%	0.05%	0.05%
Gundyco, in trust for Maajic Management Inc. and 58-6619-58	102,394		102,394	10,240		0.06%	0.05%	0.05%	0.05%
Lander, Guy	85,329		85,329	8,533		0.05%	0.04%	0.04%	0.04%
Fidelity Clearing Canada ULC (Canada), in trust for (N10-9920-E) Thelma Shulman	77,854		77,854	7,786		0.04%	0.04%	0.04%	0.04%
Fidelity Clearing Canada ULC (Canada), in trust for (N10-8362-E) - Estate of Frank Wolff	76,980		76,980	7,698		0.04%	0.04%	0.04%	0.04%

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Fidelity Clearing Canada ULC (Canada), in trust for TMA-8164-E - 1051937 Ontario Limited	59,880		59,880	5,988		0.03%	0.03%	0.03%	0.03%
Isaman, David Edwin	47,784		47,784	4,779		0.03%	0.02%	0.02%	0.02%
Skavberg, Corina Gail	40,958		40,958	4,096		0.02%	0.02%	0.02%	0.02%
Fidelity Clearing Canada ULC (Canada), in trust for (N10-9922-E) - Michelle Shulman and Suzanne Shulman	37,128		37,128	3,713		0.02%	0.02%	0.02%	0.02%
National Bank Financial Inc., in trust for 6DH5PDE Mikhail Vinokur (53936J)	32,794		32,794	3,280		0.02%	0.02%	0.02%	0.02%
Sur, Frank	30,719		30,719	3,072		0.02%	0.02%	0.02%	0.01%
Fidelity Clearing Canada ULC (Canada), in trust for (N10-8363-E) =- Sal Investments Inc.	29,224		29,224	2,923		0.02%	0.01%	0.01%	0.01%
Gundyco, in trust for Brian S Storm Medicine Professional Corporation c/o Dr. Brian Storm	26,363		26,363	2,637		0.01%	0.01%	0.01%	0.01%
Fidelity Clearing Canada ULC (Canada), in trust for 936314 Ontario Ltd. c/o Mr. John Dube	25,094		25,094	2,510		0.01%	0.01%	0.01%	0.01%
Geremia, Kathleen	23,892		23,892	2,390		0.01%	0.01%	0.01%	0.01%
Larocque, Melissa	23,892		23,892	2,390		0.01%	0.01%	0.01%	0.01%
Fidelity Clearing Canada ULC (Canada), in trust for Elena Morelli and AC (N1A-0022-E)	22,657		22,657	2,266		0.01%	0.01%	0.01%	0.01%
Fidelity Clearing Canada ULC (Canada), in trust for (N10-9918-A) - Mario Elia	21,920		21,920	2,192		0.01%	0.01%	0.01%	0.01%

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Fidelity Clearing Canada ULC (Canada), in trust for (N10-9921-E) - Shulman, Saul	16,622		16,622	1,663		0.01%	0.01%	0.01%	0.01%
Jayvee & Co.	14,677		14,677	1,468		0.01%	0.01%	0.01%	0.01%
Skavberg, Janelle Jesse	13,653		13,653	1,366		0.01%	0.01%	0.01%	0.01%
Fidelity Clearing Canada ULC (Canada), in trust for (N10-8755-E) - Moscovitz	9,100		9,100	910		0.00%	0.00%	0.00%	0.00%
Fidelity Clearing Canada ULC (Canada), in trust for Mr George Bottinor or Mrs Odete Bottinor	8,486		8,486	849		0.00%	0.00%	0.00%	0.00%
Fidelity Clearing Canada ULC (Canada), in trust for Kenneth G. Leduc	7,735		7,735	774		0.00%	0.00%	0.00%	0.00%
National Bank Financial Inc., in trust for 6DGYAHA and 101294809 Saskatchewan Ltd. C/O Dr Raymond D Foraie	6,417		6,417	642		0.00%	0.00%	0.00%	0.00%
Fidelity Clearing Canada ULC (Canada), in trust for TMA-8068-E - William Edgar John Hayden	4,485		4,485	449		0.00%	0.00%	0.00%	0.00%
National Bank Financial Inc., in trust for 6DGYFVE, Douglas W Mason, and Judith A. Mason	3,973		3,973	398		0.00%	0.00%	0.00%	0.00%
Gundyco, in trust for Brian S. Strom Medicine Professional Corporation c/o Dr Brian Strom	3,400		3,400	340		0.00%	0.00%	0.00%	0.00%
Fidelity Clearing Canada ULC (Canada), in trust for Colin Porozni	1,618		1,618	162		0.00%	0.00%	0.00%	0.00%

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Fidelity Clearing Canada ULC (Canada), in trust for Trapeze Capital Corp.	1,065		1,065	107		0.00%	0.00%	0.00%	0.00%
National Bank Financial, Trustee of the 6DGXZ6E Dr Warren Knoblauch or Mrs Brenda Knoblauch JTWROS (53936J)	635		635	64		0.00%	0.00%	0.00%	0.00%
Brad and Sandra Golinowski		540,000	540,000	Nil		0.29%	0.27%	0.25%	0.24%
Brad Golinowski ITF Emile, Olivia & Sophia Golinowski		300,000	300,000	Nil		0.16%	0.15%	0.14%	0.13%
<b>TOTAL</b>	<b>95,457,232</b>	<b>3,000,000</b>	<b>98,457,232</b>	<b>9,545,232</b>	<b>12,000,000</b>	<b>53.43%</b>	<b>49.41%</b>	<b>55.96%</b>	<b>52.30%</b>

**Notes:**

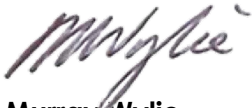
1. Performance Rights as detailed in Section 1.2(c) and Schedule 5 of the Notice of Meeting.
2. Assumes Minimum Subscription of \$12.0 million and undiluted shares on issue of 184,268,265.
3. Assumes Maximum Subscription of \$15.0 million and undiluted shares on issue of 199,268,265.
4. Assumes Minimum Subscription of \$12.0 million and fully diluted shares on issue of 214,457,767.
5. Assumes Maximum Subscription of \$15.0 million and fully diluted shares on issue of 229,457,767.
6. Tantalus Energy II Corp is owned by Massimo Geremia 25%, Danny Geremia 25% and Brad Golinowski 25%.



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Dated: 3 December 2021

By order of the Board

A handwritten signature in dark ink, appearing to read 'M Wylie', written in a cursive style.

Murray Wylie  
Company Secretary

*Should you wish to discuss the matters in this Addendum please do not hesitate to contact the Company Secretary on +61 3 8679 2219.*



