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**HAWKLEY OIL AND GAS LIMITED**  
**ACN 115 712 162**

**NOTICE OF 2020 ANNUAL GENERAL MEETING**

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**The annual general meeting of the Company for 2020 will be held at RSM Australia,  
Level 32 Exchange Tower, 2 The Esplanade, Perth, Western Australia  
on Thursdays 4 November 2021 at 10:00am (AWST).**

*This Notice 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 relating to this Notice please contact the Company by  
telephone on +61 3 8679 2219*

**Shareholders are urged to attend or vote by lodging the proxy form attached to this Notice.**

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**HAWKLEY OIL AND GAS LIMITED**  
**ACN 115 712 162**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 2020 annual general meeting of shareholders of Hawkley Oil and Gas Limited (**Company**) will be held at RSM Australia, Level 32 Exchange Tower, 2 The Esplanade, Perth, Western Australia on Thursdays 4 November 2021 at 10:00am (AWST) (**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 Tuesday, 2 November 2021 at 5:00pm (AWST).

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

**AGENDA**

**1. ANNUAL REPORT**

To consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2020, which includes the Financial Report, the Directors' Report and the Auditor's Report.

**2. RESOLUTION 1 - RE-ELECTION OF MR. COSIMO DAMIANO AS DIRECTOR**

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 14.4 of the Constitution and for all other purposes, Mr. Cosimo Damiano, Director, who was appointed as a Director on 1 July 2021, retires and being eligible, is elected as a Director on the terms and conditions in the Explanatory Memorandum."*

**3. RESOLUTION 2 - RE-ELECTION OF MR. JOSEPH NAEMI AS DIRECTOR**

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 14.4 of the Constitution and for all other purposes, Mr. Joseph Naemi, Director, who was appointed as a Director on 16 August 2021, retires and being eligible, is elected as a Director on the terms and conditions in the Explanatory Memorandum."*

**4. RESOLUTION 3 - RE-ELECTION OF MR. MURRAY WYLIE AS DIRECTOR**

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 14.2 of the Constitution and for all other purposes, Mr. Murray Robert Wylie, Director, retires and being eligible, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum."*

Dated: 8 October 2021

By order of the Board

**Mr Murray Wylie**

Company Secretary

**Hawkley Oil and Gas Limited**  
**ACN 115 712 162**

**EXPLANATORY MEMORANDUM**

**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 RSM Australia, Level 32 Exchange Tower, 2 The Esplanade, Perth, Western Australia on Thursdays 4 November 2021 at 10:00am (AWST).

This Explanatory Memorandum forms part of the Notice which should be read in its entirety. This Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

A Proxy Form is located at the end of this Explanatory Memorandum.

**2. ACTION TO BE TAKEN BY SHAREHOLDERS**

Shareholders should read the Notice including 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. Returning the 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. Where the proportion or number is not specified, each proxy may exercise half of the votes.

Proxy Forms must be received by the Company no later than 10:00am (AWST) on Tuesday, 2 November 2021, being at least 48 hours before the Meeting

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

### **3. ANNUAL REPORT**

In accordance with section 317(1) of the Corporations Act the Annual Report must be laid before the annual general meeting. There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at [www.hawkleyoilandgas.com](http://www.hawkleyoilandgas.com); and
- (b) ask questions about, or comment on, the management of the Company.

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;
- (b) the conduct of the audit;
- (c) accounting policies of 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 five business days before the Meeting to the Company Secretary at the Company's registered office.

### **4. RESOLUTION 1 –RE-ELECTION OF MR. COSIMO DAMIANO AS DIRECTOR**

In accordance with Article 14.4 of the Constitution, a director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next annual general meeting of the entity.

Article 14.4 of the Constitution allows the Directors at any time to appoint a person to fill a casual vacancy or as an addition to the existing Directors, provided that the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Any Director so appointed holds office until the next general meeting of members of the Company and is eligible for re-election at that meeting.

Mr. Cosimo Damiano was appointed on 1 July 2021 as an addition to the existing Directors. Resolution 1 provides that he retires from office and seeks re-election as a Director.

Details of Mr. Cosimo Damiano's background and experience are set out in the Annual Report.

Resolution 1 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 1.

The Board (excluding Mr. Cosimo Damiano) supports the election of Mr. Cosimo Damiano and recommends that shareholders vote in favour of Resolution 1.

**5. RESOLUTION 2 –RE-ELECTION OF MR. JOSEPH NAEMI AS DIRECTOR**

In accordance with Article 14.4 of the Constitution, a director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next annual general meeting of the entity.

Article 14.4 of the Constitution allows the Directors at any time to appoint a person to fill a casual vacancy or as an addition to the existing Directors, provided that the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Any Director so appointed holds office until the next general meeting of members of the Company and is eligible for re-election at that meeting.

Mr. Joseph Naemi was appointed on 16 August 2021 as an addition to the existing Directors. Resolution 2 provides that he retires from office and seeks re-election as a Director.

Details of Mr. Joseph Naemi's background and experience are set out in the Annual Report.

Resolution 2 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 2.

The Board (excluding Mr. Joseph Naemi) supports the election of Mr. Joseph Naemi and recommends that shareholders vote in favour of Resolution 2.

**6. RESOLUTION 3 –RE-ELECTION OF MR. MURRAY WYLIE AS DIRECTOR**

Article 14.2 of the Constitution requires one third of all Directors, or if their number is not a multiple of three, then the number nearest one third (rounded upward in the case of doubt) to retire at each annual general meeting.

Article 14.2 states that a Director who retires under article 14.2 is eligible for re-election.

Resolution 3 provides that Mr. Murray Wylie retires by rotation and seeks re-election as a Director.

Details of Mr. Murray Wylie's background and experience are set out in the Annual Report.

Resolution 3 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 3.

The Board (excluding Mr. Murray Wylie) supports the re-election of Mr. Murray Wylie to the Board and recommends that shareholders vote in favour of Resolution 3.

## SCHEDULE 1: DEFINITIONS

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

**\$** means Australian Dollars.

**Annual Report** means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ended 30 June 2020.

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

**AWST** means Australian Western Standard Time, being the time in Perth, Western Australia.

**Board** means the board of Directors.

**Chairman** means the person appointed to chair the Meeting, or any part of the Meeting, convened by the Notice.

**Closely Related Party** means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

**Company** means Hawkeye Oil and Gas Limited (ACN 115 712 162).

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

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

**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 the explanatory memorandum which forms part of the Notice.

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

**Managing Director** means the managing director of the Company.

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

**Notice** means the notice of meeting which comprises of the notice, agenda, Explanatory Memorandum and Proxy Form.

**Office** means office as a Director.

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

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

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

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



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

**Shareholder** means a shareholder of the Company.

**HAWKLEY OIL AND GAS**  
**ACN 115 712 162**

## **PROXY FORM**

**2020 AGM**

The Company Secretary  
Hawkley Oil and Gas

***By delivery:***

Suite 106, Ground Floor,  
101 Moray Street, South  
Melbourne, VIC 3205

***By post:***

Suite 106, Ground Floor,  
101 Moray Street, South  
Melbourne, VIC 3205

***By facsimile:***

+61 8 9322 4073

***By email:***

information@hawkleyoilandgas.com

**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**

**The Chairman of  
the Meeting  
(mark box)**

**OR** if you are **NOT** appointing the Chairman 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 Meeting of the Company to be held at 10:00am (AWST) on Thursday 4 November 2021, at RSM Australia, Level 32 Exchange Tower, 2 The Esplanade, Perth, Western Australia, and at any adjournment or postponement of that Meeting.

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

The Chairman intends to vote all available proxies in favour of each Resolution. If the Chairman is your proxy or is appointed your proxy by default, unless you indicate otherwise by ticking either the 'for', 'against' or 'abstain' box in relation to a Resolution, you will be expressly authorising the Chairman to vote in accordance with the Chairman's voting intentions on that Resolution even if the Resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel or a Closely Related Party of Key Management Personnel.

### **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:

		<b>For</b>	<b>Against</b>	<b>Abstain*</b>
Resolution 1	Re-Election of Mr. Cosimo Damiano as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of Mr. Joseph Naemi as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-Election of Mr. Murray Wylie as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**The Chairman intends to vote all available proxies in favour of each Resolution.**

In exceptional circumstances, the Chairman may change his voting intent on any Resolution, in which case an announcement will be made on the Company's website at [www.hawkleyoilandgas.com](http://www.hawkleyoilandgas.com).

**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	Shareholder 2	Shareholder 3
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director	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 2 or more votes at the Meeting the Shareholder may appoint not more than 2 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 at the Melbourne office of the Company:

By delivery: at Suite 106, Ground Floor, 101 Moray Street, South Melbourne, VIC 3205;

By mail at: Suite 106, Ground Floor, 101 Moray Street, South Melbourne, VIC 3205;

By facsimile at: 08 9322 4073 if faxed from within Australia or +618 9322 4073 if faxed from outside Australia;

By email at: [information@hawkleyoilandgas.com](mailto:information@hawkleyoilandgas.com),

to be received not less than 48 hours prior to the time of commencement of the Meeting (AWST).