



A.C.N. 004 247 214

**Lakes Oil N.L.**

**ASX  
Announcement  
And Media  
Release  
29 June 2016**

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## LAKES OIL NL

### Market Update

The Directors of Lakes Oil NL wish to update the market regarding important, recently implemented corporate and strategic initiatives.

#### Chief Executive Officer

Mr Roland Sleeman, a highly regarded energy industry executive and advisor, has been appointed as the new Chief Executive of the Company. The Chairman of Lakes Oil, Mr Chris Tonkin, said he was delighted with the appointment of Mr Sleeman to the Chief Executive role.

“Roland has a wealth of gas industry experience, including upstream management, mid-stream development and operation, and downstream sales” Mr Tonkin said. “Of particular importance are his ability to formulate and win support for essential strategic initiatives, his expertise in project commercialisation and his track-record in building strong, long-term relationships. He is ideally suited to lead Lakes Oil as the Company moves both to realise the full potential of its valuable Victorian acreage and to identify and implement strategic initiatives to deliver strong growth for Shareholders”.

Mr Sleeman is on the Boards of Armour Energy Limited and the Independent Market Operator of WA, and he has recently been involved in the provision of technical and commercial advice to parties including the Australian Energy Regulator and the Northern Territory Power and Water Corporation.

Mr Tonkin noted that Mr Sleeman will work with the Board to:

- complete a strategic review of the Company’s assets, involvements and future direction; and
- clearly communicate the Company’s direction to the market.

The material terms of Mr Sleeman’s appointment are:

Term to 8 December 2016, with an ability of Lakes Oil to extend it for 6 months

Remuneration \$162,500 inclusive of superannuation, of which \$54,166 will be taken as shares

Mr Sleeman BEng (Mech), MBA has over 30 years’ experience in oil and gas as well as utilities and infrastructure. Mr Sleeman has served in various senior management roles within the oil and gas industry including with Eastern Star Gas Limited as Chief Commercial Officer and AGL as General Manager of the Goldfields Gas Pipeline. Mr Sleeman has extensive engineering and business experience including negotiation of gas sales agreements that provided a foundation for development of the North West Shelf Project, commercialisation of new gas and power station opportunities and management of major gas transmission pipeline infrastructure. Mr Sleeman has provided specialist commercial, regulatory and project development advice to both the public and private sectors. He has served as a Director of Armour Energy Limited since 2011.

## **Changes in the Board and Senior Management**

With the recent resignations of Mr Annells and Mr Davis, the number of Directors has been reduced from eight to six. The Board of Lakes Oil NL now comprises

Chris Tonkin	Chairman
Barney Berold	Non-executive director
Nick Mather	Non-executive director
Ian Plimer	Non-executive director
Bill Stubbs	Non-executive director
Kyle Wightman	Non-executive director

Mr Sleeman is not a director.

Further to the above, Mr Les Smith, CFO and Company Secretary, is leaving the Company on 30 June 2016. As from that date, he will be replaced through a part-time contract arrangement with Melanie Leydin, an experienced company secretary and chief financial officer. Melanie Leydin holds a Bachelor of Business majoring in Accounting. She graduated from Swinburne University in 1997, became a Chartered Accountant in 1999 and since February 2000 has been the principal of chartered accounting firm, Leydin Freyer. The practice provides outsourced company secretarial and accounting services to public companies specialising in the resources, technology, bioscience and biotechnology sectors.

An orderly handover of responsibilities has commenced. The Board thanks Les for his input over the past 6 years and wishes him well with his new endeavour.

## **Directors' Fees**

The Board has elected to reduce its fees by 33% from 1 July 2016 until a date to be agreed and, subject to shareholder approval, to pay 50% of the reduced fee by way of shares (instead of cash). The reduction in Board size and fees means that cash fees will be reduced overall by 75% for the immediate future, being an aggregate amount of \$100,000 per annum in cash.

An aggregate of \$100,000 of shares are to be issued to the directors in lieu of directors fees. Shareholders' approval for their issue will be sought at the November 2016 annual general meeting, with the issue price to be based on the market price at that time.

## **Victorian State Government Moratorium**

A decision from the Victorian State Government in response to the report from its "Inquiry into Onshore Unconventional Natural Gas in Victoria" was expected to be made in June 2016. This decision has now been delayed until August 2016 due to the appointment of a new Minister for Resources.

The Company is continuing to engage with the Victorian Government and remains hopeful that Government will allow a resumption of conventional exploration activities and potentially unconventional exploration activities with reasonable safeguards, paving the way for further investigation and development of the production potential of the Company's valuable Victorian acreage.

**Share Issues to Key Employees**

The Company has today issued 54,166,66 million shares to the Chief Executive, Mr Roland Sleeman and 16,000,000 million shares to an employee as part of his salary package. An Appendix 3B New Issue Announcement accompanies this announcement.

A handwritten signature in black ink, appearing to read 'C. Tonkin', with a period at the end.

**Lakes Oil N.L.**  
**CHRIS TONKIN**

*Chairman*  
*Ph 0412 110 955*

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Lakes Oil NL

ABN

62 004 247 214

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |   |                            |
|---|---|----------------------------|
| 1 | +Class of +securities issued or to be issued  | Fully Paid Ordinary Shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | 70,166,666                 |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully Paid Ordinary Shares |

<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Yes</p>
<p>5 Issue price or consideration</p>	<p>54,166,666 shares @0.10 cents per share to Mr Sleeman, CEO 16,000,000 shares @0.20 cents per share to another staff member</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Issue of 54,166,666 shares to Mr Sleeman, CEO pursuant to his remuneration package</p> <p>Issue of 16,000,000 shares to another staff member as part of his remuneration package</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>23 November 2015</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>Nil</p>

+ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A	Nil						
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil						
6f	Number of +securities issued under an exception in rule 7.2	Nil						
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Nil						
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Nil						
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	1,641,094,289 (7.1) 1,179,507,303 (7.1A) = 2,820,601,592						
7	+Issue dates  Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.  Cross reference: item 33 of Appendix 3B.	Not applicable						
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>11,865,239,705</td> <td>Fully paid ordinary shares</td> </tr> <tr> <td>349,322</td> <td>Listed Unsecured Converting Notes</td> </tr> </tbody> </table>	Number	+Class	11,865,239,705	Fully paid ordinary shares	349,322	Listed Unsecured Converting Notes
Number	+Class							
11,865,239,705	Fully paid ordinary shares							
349,322	Listed Unsecured Converting Notes							

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	58,000,000 Options exercisable at 0.5 cents each expiring on 8 January 2021
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The Company does not presently have a dividend policy.

## Part 2 - Pro rata issue

11	Is security holder approval required?	Not Applicable
12	Not Applicable	Not Applicable
13	Ratio in which the +securities will be offered	Not Applicable
14	+Class of +securities to which the offer relates	Not Applicable
15	+Record date to determine entitlements	Not Applicable
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not Applicable
17	Policy for deciding entitlements in relation to fractions	Not Applicable
18	Names of countries in which the entity has security holders who will not be sent new offer documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	Not Applicable
19	Closing date for receipt of acceptances or renunciations	Not Applicable

+ See chapter 19 for defined terms.

20	Names of any underwriters	Not applicable
21	Amount of any underwriting fee or commission	Not applicable
22	Names of any brokers to the issue	Not Applicable
23	Fee or commission payable to the broker to the issue	Not Applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not Applicable
25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	Not Applicable
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not Applicable
28	Date rights trading will begin (if applicable)	Not Applicable
29	Date rights trading will end (if applicable)	Not Applicable
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not Applicable
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not Applicable
32	How do security holders dispose of their entitlements (except by	Not Applicable



sale through a broker)?

33 +Issue date

Not Applicable

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of +securities  
(tick one)

(a)  +Securities described in Part 1

(b)  All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

37  A copy of any trust deed for the additional +securities

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+ See chapter 19 for defined terms.

**Entities that have ticked box 34(b)**

38 Number of +securities for which +quotation is sought 

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39 +Class of +securities for which quotation is sought 

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40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

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41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

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	Number	+Class
42 Number and +class of all +securities quoted on ASX ( <i>including</i> the +securities in clause 38)		

## Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:

Date: 29 June 2016

Company Secretary

Print name: Leslie Smith

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+ See chapter 19 for defined terms.

# Appendix 3B – Annexure 1

## Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

### Part 1

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	11,248,638,039
<b>Add</b> the following: <ul style="list-style-type: none"> <li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	364,435,000  -  182,000,000
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
<b>“A”</b>	11,795,073,039

<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply “A” by 0.15</b>	1,769,260,955
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<p>58,000,000 unlisted options over fully paid ordinary shares exercisable at 0.5 cents each expiring 8 January 2021. Issued 8 January 2016</p> <p>70,166,666 fully paid ordinary shares issued to CEO and another staff member as part of their remuneration packages</p>
<b>“C”</b>	128,166,666
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	1,769,260,955
<p><b>Subtract “C”</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>	128,166,666
<p><b>Total</b> [“A” x 0.15] – “C”</p>	<p>1,641,094,289</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

+ See chapter 19 for defined terms.

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b>  <i>Note: number must be same as shown in Step 1 of Part 1</i>	11,795,073,039
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10  <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	1,179,507,303
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <i>Notes:</i> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	Nil
<b>“E”</b>	Nil

+ See chapter 19 for defined terms.

<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
“A” x 0.10  <i>Note: number must be same as shown in Step 2</i>	1,179,507,303
<b>Subtract “E”</b>  <i>Note: number must be same as shown in Step 3</i>	Nil
<b>Total</b> [“A” x 0.10] – “E”	1,179,507,303  <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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+ See chapter 19 for defined terms.