



LAKES OIL NL
ACN 004 247 214

Notice of Annual General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
Monday, 13 November 2017

Time of Meeting:
9.30AM (AEDT)

Place of Meeting:
Baker & McKenzie
Level 19
181 William Street
Melbourne Victoria 3000

This Notice of Annual General Meeting and Explanatory Statement 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 advisor without delay

LAKES OIL NL

ACN 004 247 214

Registered office: Level 14, 500 Collins Street, Melbourne, Victoria, 3000

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Members of Lakes Oil NL (the "Company") will be held at the offices of Baker & McKenzie, Level 19, 181 William Street, Melbourne, Victoria, 3000 at 9.30am (AEDT) on Monday, 13 November 2017 ("Annual General Meeting" or "Meeting").

AGENDA

The Explanatory Statement and proxy form which accompany and form part of this Notice, describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the proxy form in their entirety.

ORDINARY BUSINESS

Receipt and consideration of Accounts & Reports

To receive and consider the financial report of the Company and the related reports of the Directors (including the Remuneration Report) and auditors for the year ended 30 June 2017.

Note: Except for as set out in Resolution 1, there is no requirement for shareholders to approve these reports. Accordingly no resolution will be put to shareholders on this item of business.

Resolution 1: Adoption of Remuneration Report

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

"That for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report (included in the Directors' report) for the financial year ended 30 June 2017 be adopted."

Resolution 2: Re-election of Mr Kyle Wightman as a Director of the Company

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

"That Mr Kyle Wightman, being a director who retires pursuant to the Constitution of the Company and being eligible for re-election offers himself for re-election, is hereby re-elected as a Director of the Company."

Resolution 3: Approval to Issue Shares to Directors

Resolution 3(a), 3(b), 3(c), 3(d), 3(e) and 3(f)

Resolution 3(a)

That for the purpose of Listing Rule 10.11 and for all other purposes, shareholder approval is given for the Company to issue Mr Nicholas Mather (or his nominee), a Director of the Company, up to 48,611,150 fully paid ordinary shares in the event Mr Mather decides to take shares in lieu of a physical cash payment in relation to 100% of directors fees for the period 1 January 2016 to 30 November 2017, and on the basis as set out in the accompanying Explanatory Memorandum.

Resolution 3(b)

That for the purpose of Listing Rule 10.11 and for all other purposes, shareholder approval is given for the Company to issue Mr Barney Berold (or his nominee), a Director of the Company, up to 32,721,710 fully paid ordinary shares in the event Mr Berold decides to take shares in lieu of a physical cash payment in relation to 100% of directors fees for the period 1 January 2016 to 30 November 2017, and on the basis as set out in the accompanying Explanatory Memorandum.

Resolution 3(c)

That for the purpose of Listing Rule 10.11 and for all other purposes, shareholder approval is given for the Company to issue Mr Kyle Wightman (or his nominee), a Director of the Company, up to 32,721,710 fully paid

ordinary shares in the event Mr Wightman decides to take shares in lieu of a physical cash payment in relation to 100% of directors fees for the period 1 January 2016 to 30 November 2017, and on the basis as set out in the accompanying Explanatory Memorandum.

Resolution 3(d)

That for the purpose of Listing Rule 10.11 and for all other purposes, shareholder approval is given for the Company to issue Mr William Stubbs (or his nominee), a Director of the Company, up to 32,721,710 fully paid ordinary shares in the event Mr Stubbs decides to take shares in lieu of a physical cash payment in relation to 100% of directors fees for the period 1 January 2016 to 30 November 2017, and on the basis as set out in the accompanying Explanatory Memorandum.

Resolution 3(e)

That for the purpose of Listing Rule 10.11 and for all other purposes, shareholder approval is given for the Company to issue Mr Christopher Tonkin (or his nominee), a Director of the Company, up to 32,721,710 fully paid ordinary shares in the event Mr Tonkin decides to take shares in lieu of a physical cash payment in relation to 100% of directors fees for the period 1 January 2016 to 30 November 2017, and on the basis as set out in the accompanying Explanatory Memorandum.

Resolution 3(f)

That for the purpose of Listing Rule 10.11 and for all other purposes, shareholder approval is given for the Company to issue Professor Ian Plimer (or his nominee), a Director of the Company, up to 32,721,710 fully paid ordinary shares in the event Prof. Plimer decides to take shares in lieu of a physical cash payment in relation to 100% of directors fees for the period 1 January 2016 to 30 November 2017, and on the basis as set out in the accompanying Explanatory Memorandum.

Resolution 4: Approval of Proposed Issue of Shares to Directors

Resolution 4(a), 4(b), 4(c), 4(d), 4(e) and 4(f)

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

“That for the purpose of Listing Rule 10.11 and for all other purposes, and pursuant to an ASX waiver granted, shareholder approval is given for the Company to issue to the Directors of the Company (or their nominees) fully paid ordinary shares in satisfaction of directors’ fees payable in the event the directors’ decide to take shares in lieu of a physical cash payment for fees, and on the basis as set out in the accompanying Explanatory Memorandum.”

SPECIAL BUSINESS

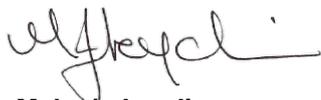
Resolution 5: Approval of 10% Placement Facility

To consider and, if thought fit, pass the following resolution as a special resolution:

“That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement”

DATED this 9th day of October 2017 at Melbourne.

By order of the Board



Melanie Leydin
Company Secretary

Notes

1. **Entire Notice:** The details of the resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Record Date:** The Company has determined that for the purposes of the Annual General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm on the date 48 hours before the date of the Annual General Meeting will be taken, for the purposes of the Meeting, to be held by the persons who held them at that time. Only those persons will be entitled to vote at the Annual General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.
3. **Proxies**
 - a. Votes at the Annual General Meeting may be given personally or by proxy, attorney or representative.
 - b. Each shareholder has a right to appoint one or two proxies.
 - c. A proxy need not be a shareholder of the Company.
 - d. If a shareholder is a company it must execute under its common seal or otherwise in accordance with its constitution.
 - e. Where a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion of number of votes each proxy is appointed to exercise.
 - f. If a shareholder appoints two proxies, and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes. If a shareholder appoints two proxies, neither proxy may vote on a show of hands.
 - g. A proxy must be signed by the shareholder or his or her attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with corporation's constitution and Corporations Act.
 - h. To be effective, proxy forms must be received by the Company's share registry (Computershare Investor Services Pty Limited) no later than 48 hours before the commencement of the Annual General Meeting, this is no later than 9.30am (AEDT) on Saturday 11 November 2017. Any proxy received after that time will not be valid for the scheduled meeting.

4. Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

5. Voting Exclusion Statement:

Resolution 1

The Company will disregard any votes cast on this Resolution (in any capacity) by or on behalf of a member of the Key Management Personnel (being those persons described as such in the Remuneration Report) or a closely related party of such a member unless the vote cast as proxy for a person entitled to vote in accordance with a direction on the proxy form.

Any undirected proxies held by Directors or other Key Management Personnel or their closely related parties for the purposes of Resolution 1 (excluding the Chairman) will not be voted on Resolution 1. Accordingly, if you intend to appoint a member of Key Management Personnel as your proxy, please ensure that you direct them how to vote. If you intend to appoint the Chairman of the meeting as your proxy, you can direct him to vote by marking the box for Resolution 1. By marking the Chairman's box on the proxy form you acknowledge that the Chairman of the meeting will vote in favour of this item of business as your proxy. The Chairman will vote undirected proxies in favour of Resolution 1.

Resolution 2

There are no voting exclusions on this Resolution.

Resolutions 3 and 4

The Company will disregard any votes cast on Resolutions 3 and 4 by a Director, or a member of the Key Management Personnel or a Closely Related party of such member ("Proxy Voter") where they are acting as proxy in contravention of section 250BD of the Corporations Act.

A vote may be cast by a Proxy Voter where the vote is not cast on behalf of the Proxy Voter and either:

- (a) the proxy form specifies how that Proxy Voter is to vote; or
- (b) that Proxy Voter is the Chair voting an undirected proxy which expressly authorises the Chair to vote the proxy on a resolution connected with the remuneration of a member of the Key Management Personnel.

Resolution 5

The Company will disregard any votes cast on Resolution 5 by any person who may participate in the proposed issue or any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, and any associate of such person.

6. Enquiries

Shareholders are invited to contact the Company Secretary, Melanie Leydin on (03) 9692 7222 if they have any queries in respect of the matters set out in these documents.

EXPLANATORY STATEMENT

Receipt and consideration of Accounts & Reports

A copy of the Annual Report for the financial year ending 30 June 2017 (which incorporates the Company's financial report, reports of the Directors (including the Remuneration Report and the Auditors Report) is not enclosed as there is no longer a requirement for the Company to incur the printing and distribution cost associated with doing so for all shareholders. You may obtain a copy free of charge in hard copy form by contacting the Company by phone at (03) 9629 1566, and you may request that this occurs on a standing basis for future years. Alternatively you may access the annual report at the Company's website: www.lakesoil.com.au or via the Company's announcement platform on ASX. Except for as set out in Resolution 1, no resolution is required on these reports.

Resolution 1: Adoption of Remuneration Report

Background

Section 250R(3) of the Corporations Act requires that a resolution to adopt the remuneration report must be put to the vote at the Annual General Meeting. The vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out in the Directors' Report in the Company's 2017 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

In accordance with Section 250SA of the Corporations Act 2001, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the remuneration report at the Annual General Meeting.

The Corporations Act requires the Company to put a resolution to Shareholders that, in accordance with Division 9 of Part 2G.2 of the Corporations Act, if twenty five (25%) per cent or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must go up for re-election.

It is noted that at the Company's last Annual General Meeting, the votes cast against the remuneration report represented less than twenty five (25%) per cent of the total votes cast and accordingly, a spill resolution will not under any circumstances be required for the Annual General Meeting.

Board Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company (as such interests are described in the Remuneration Report) and, as described in the voting exclusions on this resolution (set out in the Notice of AGM), that each Director (or any Closely Related Party of a Director) is excluded from voting their shares on this resolution, the Board unanimously recommend that shareholders vote in favour of Resolution 1 to adopt the Remuneration Report.

Voting Exclusions

The Company will disregard any votes cast on this Resolution (in any capacity) by or on behalf of a member of the Key Management Personnel (being those persons described as such in the Remuneration Report) or a closely related party of such a member unless the vote cast as proxy for a person entitled to vote in accordance with a direction on the proxy form.

Any undirected proxies held by Directors or other Key Management Personnel or their closely related parties for the purposes of Resolution 1 (excluding the Chairman) will not be voted on Resolution 1. Accordingly, if you intend to appoint a member of Key Management Personnel as your proxy, please ensure that you direct them how to vote. If you intend to appoint the Chairman of the meeting as your proxy, you can direct him to vote by marking the box for Resolution 1. By marking the Chairman's box on the proxy form you acknowledge that the Chairman of the meeting will vote in favour of this item of business as your proxy. The Chairman will vote undirected proxies in favour of Resolution 1.

Resolution 2: Re-election of Mr Kyle Wightman as a Director of the Company

Background

Pursuant to Clause 20 of the Company's Constitution at least one Director must retire from office at each Annual General Meeting provided that no Director (except a Managing Director) retains office for more than three (3) years or until the third Annual General Meeting following their appointment, whichever is the longer, without submitting themselves for re-election. Mr Kyle Wightman being eligible, offers himself for re-election.

Mr Wightman joined the Board on 4 August 2014. Mr Wightman is the Chief Executive Officer of Tait Capital PL where he advises clients on business strategy, major investments and finance. He is an economist, financier and business consultant with over 40 years' experience particularly relating to the feasibility, development and financing of major projects and investments, including Argyle Diamonds, Tarong Coal, Loy Yang Power and Melbourne City Link. He has previously held senior executive roles at PricewaterhouseCoopers, ANZ Bank, Chase Manhattan Bank (now JP Morgan Chase) and CRA Limited (now Rio Tinto).

Board Recommendation

The Board (with Mr Wightman abstaining), recommends that shareholders vote in favour of the re-election of Mr Wightman. The Chairman of the meeting intends to vote undirected proxies in favour of Mr Wightman's re-election.

Voting Exclusions

There are no voting exclusions on this resolution.

Resolution 3: Approval to Issue Shares to Directors

Resolution 3(a), 3(b), 3(c), 3(d), 3(e) and 3(f)

Resolutions 3(a), 3(b), 3(c), 3(d), 3(e) and 3(f) of the Notice seek shareholder approval for the purpose of Listing Rule 10.11 and all other purposes for the issue of up to 212,219,700 fully paid ordinary shares to Directors as consideration for 100% of outstanding directors fees for the period 1 January 2016 to 30 November 2017. The Directors seek shareholder approval on this resolution in the event that they decide to take shares in lieu of the Company making a physical cash payment for the outstanding amounts owing to Directors. The deemed issue price of the shares are set out in the table below, being the higher of \$0.001 (0.1 cents) or the monthly VWAP in arrears for each month worth of Directors' fees accrued.

It is the view of Directors that the proposed issue of shares pursuant to Resolutions 3(a), 3(b), 3(c), 3(d), 3(e), and 3(f) fall within the exception under section 211 of the Corporations Act (reasonable remuneration) given the circumstances of the Company and the position held by the Directors. Accordingly, the Directors are not seeking shareholder approval under section 208 of the Corporations Act, although shareholder approval must be obtained pursuant to ASX Listing Rule 10.11.

The following is a table of the outstanding Directors' fees payable and the number of shares that could be issued to each of the Directors of the Company if approval is provided:

Director	Total Fees Accrued	Deemed Issue Price (cents)	Maximum No. of Shares to be issued if approval is provided
Mr Nicholas Mather	\$48,611.15	\$0.001	48,611,150
Mr Barney Berold	\$32,721.71	\$0.001	32,721,710
Mr Kyle Wightman	\$32,721.71	\$0.001	32,721,710
Mr William Stubbs	\$32,721.71	\$0.001	32,721,710
Mr Christopher Tonkin	\$32,721.71	\$0.001	32,721,710
Prof. Ian Plimer	\$32,721.71	\$0.001	32,721,710

ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval by ordinary resolution prior to the issue of securities to a related party of the company. Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the shares to the Directors as approval is being obtained under ASX Listing Rule 10.11.

ASX Listing Rule 10.13 sets out a number of matters which must be included in a notice of meeting proposing an approval under ASX Listing Rule 10.11. For the purposes of ASX Listing Rule 10.13, the following information is provided in relation to Resolutions 3(a), 3(b), 3(c), 3(d), 3(e), and 3(f):

- (a) the related parties are Mr Nicholas Mather, Mr Barney Berold, Mr William Stubbs, Mr Christopher Tonkin, Prof. Ian Plimer, and Mr Kyle Wightman and they are related parties by virtue of being Directors of the Company;
- (b) the maximum number of Shares to be issued by the Company is 212,219,700 under Resolutions 3(a), 3(b), 3(c), 3(d), 3(e), and 3(f) comprising:
 - (i) 48,611,150 fully paid ordinary shares to Mr Nicholas Mather (or his nominee) - Resolution 3(a);
 - (ii) 32,721,710 fully paid ordinary shares to Mr Barney Berold (or his nominee) - Resolution 3(b);
 - (iii) 32,721,710 fully paid ordinary shares to Mr Kyle Wightman (or his nominee) - Resolution 3(c);
 - (iv) 32,721,710 fully paid ordinary shares to Mr William Stubbs (or his nominee) - Resolution 3(d);
 - (v) 32,721,710 fully paid ordinary shares to Mr Christopher Tonkin (or his nominee) - Resolution 3(e); and
 - (vi) 32,721,710 fully paid ordinary shares to Prof. Ian Plimer (or his nominee) - Resolution 3(f)
- (c) the Shares will be issued not later than one month after the date of the AGM (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated that the allotment will occur on the same date;
- (d) the Shares will be issued as satisfaction for \$212,219.70 in fees (which represents 100% of the reduced directors fee for the period 1 January 2016 to 30 June 2016 and 50% of the reduced directors fee for the period 1 July 2016 to 30 November 2017) at a deemed issue price calculated using the higher of \$0.001 (0.1 cents) or the monthly VWAP in arrears for each month in which the fees were accrued; and
- (e) there will not be any funds raised through the issue of the shares, but the Company will reduce its liabilities by \$212,219.70.

Board Recommendation

The Board believes that Resolution 3 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

Voting Exclusions

The Company will disregard any votes cast on Resolutions 3(a), 3(b), 3(c), 3(d), 3(e) and 3(f) by a Director, or a member of the Key Management Personnel or a Closely Related party of such member ("Proxy Voter") where they are acting as proxy in contravention of section 250BD of the Corporations Act.

A vote may be cast by a Proxy Voter where the vote is not cast on behalf of the Proxy Voter and either:

- (a) the proxy form specifies how that Proxy Voter is to vote; or
- (b) that Proxy Voter is the Chair voting an undirected proxy which expressly authorises the Chair to vote the proxy on a resolution connected with the remuneration of a member of the Key Management Personnel.

Resolution 4: Approval of Proposed Issue of Shares to Directors

Resolution 4(a), 4(b), 4(c), 4(d), 4(e) and 4(f)

Resolution 4 of the Notice seeks shareholder approval for the purpose of Listing Rule 10.11 and all other purposes for the future issue of fully paid ordinary shares to Directors of the Company as consideration for 100% of the director's fees payable to them for the period from 1 December 2017 to 30 November 2018. The Directors seek shareholder approval on this resolution to take shares in lieu of the Company making a physical cash payment for 100% of future Directors fees owed. The deemed issue price of the shares will be determined by reference to the monthly VWAP of ordinary shares each month, when the fees are due and payable, subject to a floor price of \$0.001 (0.1 cents) per share. The Shares will be issued to Mr Barney Berold, Mr Nicholas Mather, Mr Kyle Wightman, Mr William Stubbs, Mr Christopher Tonkin and Prof. Ian Plimer (or their respective nominees) within 10 business days of the end of each month.

It is the view of Directors that the proposed issue of shares pursuant to Resolutions 4(a), 4(b), 4(c), 4(d), 4(e) and 4(f) falls within the exception under section 211 of the Corporations Act (reasonable remuneration) given the circumstances of the Company and the position held by the Directors. Accordingly, the Directors are not seeking

shareholder approval under section 208 of the Corporations Act, although shareholder approval must be obtained pursuant to ASX Listing Rule 10.11.

ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval by ordinary resolution prior to the issue of securities to a related party of the company. Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the shares to the Directors as approval is being obtained under ASX Listing Rule 10.11.

ASX Listing Rule 10.13 sets out a number of matters which must be included in a notice of meeting proposing an approval under ASX Listing Rule 10.11. For the purposes of ASX Listing Rule 10.13, the following information is provided in relation to Resolution 4:

- (a) the related parties are Mr Barney Berold, Mr Nicholas Mather, Mr Kyle Wightman, Mr William Stubbs, Mr Christopher Tonkin and Prof. Ian Plimer and they are related parties by virtue of being Directors of the Company;
- (b) the maximum number of Shares to be issued by the Company will be determined by dividing the monthly directors' fees payable by the monthly VWAP (subject to a floor price of \$0.001) (0.1 cents) per share) in arrears for each month from 1 December 2017 to 30 November 2018;
- (c) the Company has requested an ASX waiver from the requirement that the Shares be issued within one month after the date of the AGM and, should the request be successful, allotment will occur on a monthly basis when the directors' fees become payable and within 10 business days of the end of each month;
- (d) any fractions of Shares resulting from the calculation will be rounded down to the nearest whole number;
- (e) the Shares will be issued as satisfaction for 100% of monthly directors fees of up to \$143,960.16 for the period payable to Directors at a deemed issue price calculated as the monthly VWAP in arrears for each month from 1 December 2017 to 30 November 2018 (subject to a floor price of \$0.001 (0.1 cents) per share);
- (f) there will not be any funds raised through the issue of securities but the Company will be able to reduce its liabilities by up to \$143,960.16 for the period from 1 December 2017 to 30 November 2018.

A voting exclusion statement is included in the Notice of Meeting of which this Explanatory Memorandum forms part.

The Company's annual report for any period during which the shares are issued to M Mr Barney Berold, Mr Nicholas Mather, Mr Kyle Wightman, Mr William Stubbs, Mr Christopher Tonkin and Prof. Ian Plimer (or their nominees) shall disclose the details of the number of shares that were issued to them, including the percentage of the Company's issued capital represented by those shares.

The relevant interests of the Related Parties in Shares of the Company and the potential future voting power of each Director based on the future issues of Shares in lieu of Directors fees are set out below:

Related Party	Shares currently held	% Voting power	Maximum No. of Shares to be issued under Resolutions 4(a), 4(b), 4(c), 4(d), 4(e), and 4(f)*	% increase in voting power for individual dilution*	% Voting power*
Mr Nicholas Mather	15,972,224	0.06%	33,333,360	0.13%	0.20%
Mr Barney Berold	77,480,994	0.31%	22,125,360	0.09%	0.40%
Mr William Stubbs	28,580,161	0.12%	22,125,360	0.09%	0.20%
Mr Christopher Tonkin	21,205,161	0.09%	22,125,360	0.09%	0.17%
Prof. Ian Plimer	13,080,161	0.05%	22,125,360	0.09%	0.14%
Mr Kyle Wightman	18,823,216	0.08%	22,125,360	0.09%	0.16%
TOTAL	175,141,917	0.71%	143,960,160	0.58%	1.27%

*Note: These figures are based on the maximum number of shares that will be issued under Resolutions 4(a), 4(b), 4(c), 4(d), 4(e) and 4(f) as it has been assumed that the floor issue price of \$0.001 (0.1 cents) is the deemed issue price. In certain circumstances whereby the preceding months VWAP traded on the ASX is materially greater than \$0.001 the absolute cumulative number of shares in aggregate to be issued over the 12 month period from 1 December 2017 to 30 November 2018 and their corresponding voting power may be materially less than that outlined in the table.

Resolution 4(a) – Approval of Proposed Issue of Shares to Mr Nicholas Mather

Resolution 4(a) of the Notice seeks shareholder approval for the purpose of Listing Rule 10.11 and all other purposes for the future issue of fully paid ordinary shares to Mr Nicholas Mather as consideration for 100% of directors' fees payable to him for the period from 1 December 2017 to 30 November 2018. The deemed issue price of the shares will be determined by reference to the monthly VWAP of ordinary shares each month, when the fees are due and payable, subject to a floor price of \$0.001 (0.1 cents) per share.

Related Party	Shares currently held	% Voting power	Maximum Shares to be issued under Resolution 4(a) approval	Shares held post Resolution 4(a) approval	% Voting power post Resolution 4(a) approval
Mr Nicholas Mather	15,972,224	0.06%	33,333,360	49,305,584	0.20%

Resolution 4(b) – Approval of Proposed Issue of Shares to Mr Barney Berold

Resolution 4(b) of the Notice seeks shareholder approval for the purpose of Listing Rule 10.11 and all other purposes for the future issue of fully paid ordinary shares to Mr Barney Berold as consideration for 100% of directors' fees payable to him for the period from 1 December 2017 to 30 November 2018. The deemed issue price of the shares will be determined by reference to the monthly VWAP of ordinary shares each month, when the fees are due and payable, subject to a floor price of \$0.001 (0.1 cents) per share.

Related Party	Shares currently held	% Voting power	Maximum Shares to be issued under Resolution 4(b) approval	Shares held post Resolution 4(b) approval	% Voting power post Resolution 4(b) approval
Mr Barney Berold	77,480,994	0.31%	22,125,360	99,606,354	0.40%

Resolution 4(c) – Approval of Proposed Issue of Shares to Mr William Stubbs

Resolution 4(c) of the Notice seeks shareholder approval for the purpose of Listing Rule 10.11 and all other purposes for the future issue of fully paid ordinary shares to Mr William Stubbs as consideration for 100% of directors' fees payable to him for the period from 1 December 2017 to 30 November 2018. The deemed issue price of the shares will be determined by reference to the monthly VWAP of ordinary shares each month, when the fees are due and payable, subject to a floor price of \$0.001 (0.1 cents) per share.

Related Party	Shares currently held	% Voting power	Maximum Shares to be issued under Resolution 4(c) approval	Shares held post Resolution 4(c) approval	% Voting power post Resolution 4(c) approval
Mr William Stubbs	28,580,161	0.12%	22,125,360	50,705,521	0.20%

Resolution 4(d) – Approval of Proposed Issue of Shares to Mr Christopher Tonkin

Resolution 4(d) of the Notice seeks shareholder approval for the purpose of Listing Rule 10.11 and all other purposes for the future issue of fully paid ordinary shares to Mr Christopher Tonkin as consideration for 100% of directors' fees payable to him for the period from 1 December 2017 to 30 November 2018. The deemed issue price of the shares will be determined by reference to the monthly VWAP of ordinary shares each month, when the fees are due and payable, subject to a floor price of \$0.001 (0.1 cents) per share.

Related Party	Shares currently held	% Voting power	Maximum Shares to be issued under Resolution 4(d) approval	Shares held post Resolution 4(d) approval	% Voting power post Resolution 4(d) approval
Mr Christopher Tonkin	21,205,161	0.09%	22,125,360	43,330,521	0.17%

Resolution 4(e) – Approval of Proposed Issue of Shares to Prof. Ian Plimer

Resolution 4(e) of the Notice seeks shareholder approval for the purpose of Listing Rule 10.11 and all other purposes for the future issue of fully paid ordinary shares to Prof. Ian Plimer as consideration for 100% of directors' fees payable to him for the period from 1 December 2017 to 30 November 2018. The deemed issue price of the shares will be determined by reference to the monthly VWAP of ordinary shares each month, when the fees are due and payable, subject to a floor price of \$0.001 (0.1 cents) per share.

Related Party	Shares currently held	% Voting power	Maximum Shares to be issued under Resolution 4(e) approval	Shares held post Resolution 4(e) approval	% Voting power post Resolution 4(e) approval
Prof. Ian Plimer	13,808,161	0.05%	22,125,360	35,205,521	0.14%

Resolution 4(f) – Approval of Proposed Issue of Shares to Mr Kyle Wightman

Resolution 4(f) of the Notice seeks shareholder approval for the purpose of Listing Rule 10.11 and all other purposes for the future issue of fully paid ordinary shares to Mr Kyle Wightman as consideration for 100% of directors' fees payable to him for the period from 1 December 2017 to 30 November 2018. The deemed issue price of the shares will be determined by reference to the monthly VWAP of ordinary shares each month, when the fees are due and payable, subject to a floor price of \$0.001 (0.1 cents) per share.

Related Party	Shares currently held	% Voting power	Maximum Shares to be issued under Resolution 4(f) approval	Shares held post Resolution 4(f) approval	% Voting power post Resolution 4(f) approval
Mr Kyle Wightman	18,823,216	0.08%	22,125,360	40,948,576	0.16%

Board Recommendation

The Board believes that Resolution 4 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

Voting Exclusions

The Company will disregard any votes cast on Resolutions 4(a), 4(b), 4(c), 4(d), 4(e) and 4(f) by a Director, or a member of the Key Management Personnel or a Closely Related party of such member ("Proxy Voter") where they are acting as proxy in contravention of section 250BD of the Corporations Act.

A vote may be cast by a Proxy Voter where the vote is not cast on behalf of the Proxy Voter and either:

- (c) the proxy form specifies how that Proxy Voter is to vote; or
- (d) that Proxy Voter is the Chair voting an undirected proxy which expressly authorises the Chair to vote the proxy on a resolution connected with the remuneration of a member of the Key Management Personnel.

Resolution 5: Approval of 10% Placement Facility

Background

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the Annual General Meeting ("10% Placement Facility"). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (see below).

The Company continues actively seeking to increase work on its current exploration assets and reviewing new potential projects and investments. Should the Company utilise the 10% Placement Facility, it intends to use the funds to acquire new resource assets or investments, to conduct further work on its current projects or to meet additional working capital requirements.

Board Recommendation

The Board believes that Resolution 5 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

Voting Exclusions

The Company will disregard any votes cast on Resolution 5 by any person who may participate in the proposed issue or any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, and any associate of such person.

Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an Annual General Meeting. This means it requires approval of 75% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue four classes of Equity Securities, Fully Paid Ordinary Shares, Listed Unsecured Converting Notes, Unlisted Options and Unlisted Performance Rights.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an Annual General Meeting may issue or agree to issue, during the 12 month period after the date of the Annual General Meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of shares on issue 12 months before the date of issue or agreement:

- (A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (B) plus the number of partly paid shares that became fully paid in the 12 months;
- (C) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- (D) less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 24,653,098,102 Shares and therefore has a capacity to issue:

- (i) 3,560,923,049 Equity Securities under Listing Rule 7.1; and
- (ii) subject to Shareholder approval being obtained under Resolution 5, 2,453,393,144 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2.

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 trading days immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the Annual General Meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(10% Placement Period).

Listing Rule 7.1A

The effect of Resolution 5 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 5 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 trading days immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 5 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 5 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. Shareholders may be exposed to economic risk and voting dilution, including the following:
 - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- two examples where variable “A” has increased, by 50% and 100%. Variable “A” is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders’ meeting; and
- two examples where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.0005 50% decrease in Issue Price	\$0.001 Issue Price	\$0.002 100% increase in Issue Price
Current Variable A 24,653,098,102 Shares	10% Voting Dilution	2,465,309,810 Shares	2,465,309,810 Shares	2,465,309,810 Shares
	Funds raised	\$1,232,655	\$2,465,310	\$4,930,620
50% increase in current Variable A 36,979,647,153 Shares	10% Voting Dilution	3,697,964,715 Shares	3,697,964,715 Shares	3,697,964,715 Shares
	Funds raised	\$1,848,982	\$3,697,965	\$7,395,929
100% increase in current Variable A 49,306,196,204 Shares	10% Voting Dilution	4,930,619,620 Shares	4,930,619,620 Shares	4,930,619,620 Shares
	Funds raised	\$2,465,310	\$4,930,620	\$9,861,239

The table has been prepared on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 - No Options or Performance Rights (including any Options or Performance Rights issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities;
 - The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
 - The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder’s holding at the date of the Annual General Meeting.
 - The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
 - The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Options or Performance Rights, it is assumed that those Options or Performance Rights are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
 - The issue price is **\$0.001** (0.1 cents), being the closing price of the Shares on ASX on **5 October 2017**.
- (c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 5 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities or Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue the Equity Securities for the following purposes:
- (i) non-cash consideration for the acquisition of the new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
 - (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expense associated with such acquisition)

and continued exploration expenditure on the Company's current assets and/or general working capital.

- (a) The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new resources assets or investments, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new resources assets or investments.

- (f) A voting exclusion statement is included in the Notice. At the date of this Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

Information under Listing Rule 7.3A.6(a):

The table below shows the total number of equity securities issued in the past 12 months and the percentages those issues represent of the total number of equity securities on issue at the commencement of the 12 month period.

Equity securities on issue at commencement of the 12 month period	11,950,410,981
Equity securities issued in the prior 12 month period*	12,761,133,397
Percentage previous issues represent of total number of equity securities on issue at commencement of 12 month period	106.78%

* For full details of the issues of equity securities made by the Company in the past 12 months, see Annexure A.

Voting Exclusions

The Company will disregard any votes cast on Resolution 5 by any person who may participate in the proposed issue or any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, and any associate of such person.

In accordance with Listing Rule 14.11.1 and the relevant Note under that rule concerning Rule 7.1A, as at the date of this Notice of Meeting it is not known who may participate in the proposed issue (if any). On that basis, no security holders are currently excluded.

GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“\$” means Australian Dollars;

“**10% Placement Facility**” has the meaning as defined in the Explanatory Statement for Resolution 5;

“**10% Placement Period Facility**” has the meaning as defined in the Explanatory Statement for Resolution 5;

“**Annual Report**” means the Directors’ Report, the Financial Report, and Auditor’s Report, in respect to the year ended 30 June 2017;

“**ASX**” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“**ASX Settlement Operating Rules**” means the rules of ASX Settlement Pty Ltd which apply while the Company is an issuer of CHESSE approved securities;

“**Auditor’s Report**” means the auditor’s report on the Financial Report;

“**AEDT**” means Australian Eastern Daylight Time.

“**Board**” means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

“**Chairman**” means the person appointed to chair the Meeting of the Company convened by the Notice;

“**CHESSE**” has the meaning in Section 2 of the ASX Settlement Operating Rules;

“**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 Lakes Oil NL ACN 004 247 214;

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

“**Convertible Security**” means a security of the Company which is convertible into shares;

“**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;

“**Equity Security**” has the same meaning as in the Listing Rules;

“**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 for the Company and its controlled entities;

“**Key Management Personnel**” means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

“**Listing Rules**” means the Listing Rules of the ASX;

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means the Notice of Meeting accompanying this Explanatory Statement;

“**Proxy Form**” means the proxy form attached to the Notice;

“**Remuneration Report**” means the remuneration report which forms part of the Directors’ Report of Lakes Oil NL for the financial year ended 30 June 2017 and which is set out in the 2017 Annual Report.

“**Resolution**” means a resolution referred to in the Notice;

“**Schedule**” means schedule to the Notice;

“**Section**” means a section of the Explanatory Memorandum;

“**Share**” means a fully paid ordinary share in the capital of the Company;

“**Shareholder**” means shareholder of the Company;

“**Trading Day**” means a day determined by ASX to be a trading day in accordance with the Listing Rules; and

“**VWAP**” means volume weighted average price.

Annexure A

CASH ISSUES

Date	Number of Securities	Security Type	Terms	Description	Party or Basis	Price	Discount to 15 day VWAP	Total Consideration	Use of Consideration
24-Mar-2017	341,934,880	FPO	FPO	Entitlement Issue	Entitlement Issue Participants	\$0.002	N/A	\$683,870	Fund exploration costs, a loan repayment, litigation proceedings against the Victorian Government and on-going working capital expenses.
5-Jun-2017	408,065,120	FPO	FPO	Entitlement Issue	Shortfall Shares	\$0.002	N/A	\$816,130	Fund exploration costs, a loan repayment, litigation proceedings against the Victorian Government and on-going working capital expenses.
Total								\$1,500,000	

NON-CASH ISSUES

17-Oct-2016	30,000,000	FPO	Note 1	Issue of Shares	Employee	N/A	N/A	N/A	N/A
6-Dec-2016	18,818,370	FPO	Note 2	Issue of Shares	LKOGB Converting Noteholders	N/A	N/A	N/A	N/A
18-Jan-2017	9,600,000,000	FPO	Note 3	Issue of Shares	NavGas Acquisition	N/A	N/A	N/A	N/A
20-Jan-2017	103,055,560	FPO	Note 4	Issue of Shares	Directors, Employees, CEO, Supplier	N/A	N/A	N/A	N/A
10-Feb-2017	13,194,442	FPO	Note 5	Issue of Shares	Directors and CEO	N/A	N/A	N/A	N/A
14-Mar-2017	13,194,442	FPO	Note 6	Issue of Shares	Directors and CEO	N/A	N/A	N/A	N/A
07-Apr-2017	2,149,856,250	FPO	Note 7	Issue of Shares	LKOGA Converting Noteholders	N/A	N/A	N/A	N/A
11-Apr-2017	13,194,442	FPO	Note 8	Issue of Shares	Directors and CEO	N/A	N/A	N/A	N/A
11-May-2017	9,722,220	FPO	Note 9	Issue of Shares	Directors and CEO	N/A	N/A	N/A	N/A
05-Jun-2017	2,876,031	PRs	Note 10	Issue of Performance Rights	Entitlement Issue Participants	N/A	N/A	N/A	N/A
07-Jun-2017	50,327,776	FPO	Note 11	Issue of Shares	LKOGB Converting Noteholders	N/A	N/A	N/A	N/A
13-Jun-2017	694,444	FPO	Note 12	Issue of Shares	Directors	N/A	N/A	N/A	N/A
10-Jul-2017	1,388,890	FPO	Note 13	Issue of Shares	Directors	N/A	N/A	N/A	N/A
09-Aug-2017	1,388,890	FPO	Note 14	Issue of Shares	Directors	N/A	N/A	N/A	N/A
13-Sep-2017	3,421,640	FPO	Note 15	Issue of Shares	Directors	N/A	N/A	N/A	N/A

Glossary

FPO Fully Paid Ordinary Shares
PR Performance Rights

Notes

- Note 1 *Shares Issues to an employee of the Company as part of their remuneration package.*
- Note 2 *Shares issued on conversion of Listed LKOGB Unsecured Converting Notes in accordance with the Conditions of Issue annexed to the Prospectus dated 30 June 2016. Shares issued pursuant to the Agreement for Sale of Shares entered into by the Company between Dark Horse Resources Limited, Peter Bubendorfer, Douglas William Haynes and Navgas Pty Ltd to acquire the remaining 96% interest in NavGas Pty Ltd, and as approved by Shareholders at the Annual General Meeting held on 16 January 2017.*
- Note 3 *Shares issued to Directors pursuant to Resolutions 5(a) – 5(f) of the Company’s Notice of Annual General Meeting held on 16 January 2017 and as approved by Shareholders; Shares issued to an employee of the Company as part of their remuneration package; Shares issued to Mr Sleeman, CEO pursuant to his remuneration package; Shares issued to a supplier in lieu of cash payment.*
- Note 4 *Shares issued to Directors for the month of January 2017, pursuant to Resolutions 6(a) – 6(f) of the Company’s Notice of Annual General Meeting held on 16 January 2017, and as approved by Shareholders; Shares issued to Mr Sleeman, CEO pursuant to his remuneration package.*
- Note 5 *Shares issued to Directors for the month of February 2017, pursuant to Resolutions 6(a) – 6(f) of the Company’s Notice of Annual General Meeting held on 16 January 2017, and as approved by Shareholders; Shares issued to Mr Sleeman, CEO pursuant to his remuneration package.*
- Note 6 *Shares issued on conversion of LKOGA Listed Unsecured Converting Notes in accordance with the conditions of issue outlined in the LKOGA Prospectus dated 11 March 2015.*
- Note 7 *Shares issued to Directors for the month of March 2017, pursuant to Resolutions 6(a) – 6(f) of the Company’s Notice of Annual General Meeting held on 16 January 2017, and as approved by Shareholders; Shares issued to Mr Sleeman, CEO pursuant to his remuneration package.*
- Note 8 *Shares issued to Directors for the month of April 2017, pursuant to Resolutions 6(a) – 6(f) of the Company’s Notice of Annual General Meeting held on 16 January 2017, and as approved by Shareholders; Shares issued to Mr Sleeman, CEO pursuant to his remuneration package.*
- Note 9 *Unlisted Performance Rights issued to Entitlement Issue participants on completion of the Rights Issue, expiry 1 January 2022.*
- Note 10 *Shares issued on conversion of LKOGB Listed Unsecured Converting Notes in accordance with the conditions of issued outlined in the LKOGB Prospectus dated 30 June 2016.*
- Note 11 *Shares issued to Directors for the month of May 2017, pursuant to Resolutions 6(a) – 6(f) of the Company’s Notice of Annual General Meeting held on 16 January 2017, and as approved by Shareholders.*
- Note 12 *Shares issued to Directors for the month of June 2017, pursuant to Resolutions 6(a) – 6(f) of the Company’s Notice of Annual General Meeting held on 16 January 2017, and as approved by Shareholders.*
- Note 13 *Shares issued to Directors for the month of July 2017, pursuant to Resolutions 6(a) – 6(f) of the Company’s Notice of Annual General Meeting held on 16 January 2017, and as approved by Shareholders.*
- Note 14 *Shares issued to Directors for the month of August 2017, pursuant to Resolutions 6(a) – 6(f) of the Company’s Notice of Annual General Meeting held on 16 January 2017, and as approved by Shareholders.*
- Note 15



LAKES OIL N.L.

(ABN 62 004 247 214)

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000



LKO

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

XX



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

For your vote to be effective it must be received by 9.30am (AEDT) on Saturday 11 November 2017

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Lakes Oil N.L. hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and 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 Lakes Oil N.L. to be held at Baker & McKenzie, Level 19, 181 William Street, Melbourne, Victoria, 3000 on Monday, 13 November 2017 at 9.30am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 3a, 3b, 3c, 3d, 3e, 3f, 4a, 4b, 4c, 4d, 4e and 4f (except where I/we have indicated a different voting intention below) even though Resolutions 1, 3a, 3b, 3c, 3d, 3e, 3f, 4a, 4b, 4c, 4d, 4e and 4f are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 3a, 3b, 3c, 3d, 3e, 3f, 4a, 4b, 4c, 4d, 4e and 4f by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

ORDINARY BUSINESS	For	Against	Abstain		For	Against	Abstain
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	3f Approval to Issue Shares to Director - Prof. Ian Plimer (or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Kyle Wightman as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4a Approval of Proposed Issue of Shares to Mr Nicholas Mather	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3a Approval to Issue Shares to Director - Mr Nicholas Mather (or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4b Approval of Proposed Issue of Shares to Mr Barney Berold	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3b Approval to Issue Shares to Director - Mr Barney Berold (or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4c Approval of Proposed Issue of Shares to Mr William Stubbs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3c Approval to Issue Shares to Director - Mr Kyle Wightman (or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4d Approval of Proposed Issue of Shares to Mr Christopher Tonkin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3d Approval to Issue Shares to Director - Mr William Stubbs (or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4e Approval of Proposed Issue of Shares to Prof. Ian Plimer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3e Approval to Issue Shares to Director - Mr Christopher Tonkin (or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4f Approval of Proposed Issue of Shares to Mr Kyle Wightman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
SPECIAL BUSINESS				5 Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 <input type="text"/>	Securityholder 2 <input type="text"/>	Securityholder 3 <input type="text"/>
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name _____ Contact Daytime Telephone _____ Date ____/____/____