



LAKES OIL NL
ACN 004 247 214

Notice of Annual General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
Thursday, 19 December 2019

Time of Meeting:
3.00pm (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 VIC 3000

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Members of Lakes Oil NL (Company) will be held at the offices of Baker McKenzie, Level 19, 181 William Street, Melbourne Victoria 3000 at 3.00pm (AEDT) on Thursday, 19 December 2019 (Annual General Meeting or Meeting).

AGENDA

The Explanatory Statement and Proxy Form which accompany and form part of this Notice, include defined terms and 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 2019.

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 2019 be adopted."

Resolution 2: Re-election of Mr Chris Tonkin as a Director of the Company

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

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

Resolution 3: Re-election of Prof Ian Plimer as a Director of the Company

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

"That, Prof Ian Plimer, who retires by rotation pursuant to the Constitution of the Company, and being eligible, offers himself for re-election, is hereby re-elected as a Director of the Company."

Resolution 4: Approval to Issue Fully Paid Ordinary Shares to Directors

To consider and, if thought fit, pass the following resolutions as **ordinary resolutions**:

Resolution 4(a)

"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 Mr Nicholas Mather (or his nominee), a Director of the Company, fully paid ordinary shares in satisfaction of Directors' fees payable in the event Mr Mather decides to take fully paid ordinary shares in lieu of a physical cash payment for fees and on the basis as set out in the accompanying Explanatory Statement."

Resolution 4(b)

“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 Mr Kyle Wightman (or his nominee), a Director of the Company, fully paid ordinary shares in satisfaction of Directors’ fees payable in the event Mr Wightman decides to take fully paid ordinary shares in lieu of a physical cash payment for fees and on the basis as set out in the accompanying Explanatory Statement.”

Resolution 4(c)

“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 Mr Chris Tonkin (or his nominee), a Director of the Company, fully paid ordinary shares in satisfaction of Directors’ fees payable in the event Mr Tonkin decides to take fully paid ordinary shares in lieu of a physical cash payment for fees and on the basis as set out in the accompanying Explanatory Statement.”

Resolution 4(d)

“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 Prof Ian Plimer (or his nominee), a Director of the Company, fully paid ordinary shares in satisfaction of Directors’ fees payable in the event Prof Plimer decides to take fully paid ordinary shares in lieu of a physical cash payment for fees and on the basis as set out in the accompanying Explanatory Statement.”

Resolution 4(e)

“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 Mr Richard Ash (or his nominee), a Director of the Company, fully paid ordinary shares in satisfaction of Directors’ fees payable in the event Mr Richard Ash decides to take fully paid ordinary shares in lieu of a physical cash payment for fees and on the basis as set out in the accompanying Explanatory Statement.”

Resolution 5: Approval to Issue Fully Paid Ordinary Shares to Mr Richard Ash

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

“That, for the purpose of Listing Rule 10.11 and for all other purposes, Shareholder approval is given for the Company to issue Mr Richard Ash (or his nominee), Director of the Company, 200,000,000 fully paid ordinary shares in satisfaction of existing liability as set out in the accompanying Explanatory Statement.”

Resolution 6: Ratification of prior issue of Shares

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

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholder approval is given for the Company to ratify the prior issue of 350,000,000 fully paid ordinary shares to professional and sophisticated investors on 17 December 2018 as set out in the accompanying Explanatory Statement.”

Resolution 7: Ratification of prior issue of Shares

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

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholder approval is given for the Company to ratify the prior issue of 20,000,000 fully paid ordinary shares to an employee of the Company on 14 February 2019 and 8 April 2019 respectively, as set out in the accompanying Explanatory Statement.”

Resolution 8: Ratification of prior issue of Shares

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

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholder approval is given for the Company to ratify the prior issue of 57,992,820 fully paid ordinary shares on 5 June 2019 issued under a prospectus with details as set out in the accompanying Explanatory Statement.”

Resolution 9: Ratification of prior issue of Shares

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

"That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholder approval is given for the Company to ratify the prior issue of 46,795,260 fully paid ordinary shares on 14 June 2019 as consideration for the remaining minority interest in the Company's partially owned subsidiary, as set out in the accompanying Explanatory Statement."

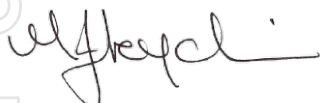
SPECIAL BUSINESS

Resolution 10: 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."

By order of the Board



Melanie Leydin
Company Secretary
8 November 2019

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. 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 or the Corporations Act.
- 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 form 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 3.00pm (AEDT) on Tuesday, 17 December 2019. 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.

Resolution 2 and 3

There are no voting exclusions on Resolutions 2 and 3.

Resolution 4

The Company will disregard any votes cast in favour on Resolution 4 by a person who is to receive securities in relation to the entity, 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 in favour of Resolution 5 by or on behalf of:

- (a) Mr Richard Ash; or
- (b) an associate of Mr Richard Ash.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

Resolution 6 to 9

The Company will disregard any votes cast in favour of Resolutions 6 through to 9 by any person who participated in the issue and any associates of those persons or any person who obtained a material benefit, except a benefit solely in the capacity of a holder of ordinary shares, and any associate of such person.

However, the Company need not disregard a vote on these Resolutions if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 10

The Company will disregard any votes cast in favour of Resolution 10 by any person who may participate in the proposed issue or any person who might obtain a material benefit, except a benefit solely in the capacity of a holder of ordinary shares, and any associate of such person.

However, the Company need not disregard a vote on this Resolution if:

- (c) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (d) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote in accordance with a direction on the Proxy Form to vote as the proxy decides.

6. Enquiries

Shareholders are invited to contact the Company Secretary, Melanie Leydin on +61 3 9692 7222 if they have any queries in respect of the matters set out in these documents.

EXPLANATORY STATEMENT

Receipt and Consideration of Accounts and Reports

A copy of the Annual Report for the financial year ending 30 June 2019 (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 +61 3 9692 7222, 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.net.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(2) 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 2019 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 Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

Board Recommendation

The Board recommends that all eligible Shareholders vote in favour of this Resolution to adopt the Remuneration Report. The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 1.

Voting Exclusions

Refer note 5 for voting exclusions on this resolution.

Resolution 2: Re-election of Mr Chris Tonkin 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 Chris Tonkin being eligible, offers himself for re-election.

Mr Tonkin was appointed as a Non-Executive Director on 9 September 2015. He is a former Managing Director of Arafura Resources Limited (ASX:ARU) and is currently an Executive Director of advisory companies, Catalyst Capital Solutions and Capital Advisory Services. He began his career as a metallurgist and environmental specialist and diversified into commercial roles at several major industrial companies and subsequently project finance, corporate and project advisory roles at AIDC, The Chase Manhattan Bank, KPMG Corporate Finance and ANZ, where his roles included Head of Project and Structured Finance and Head of Natural Resources. He has over 35 years' experience as a senior business executive with an extensive industry background in business development and management, finance and strategy development across all major industry sectors and particularly natural resources as an advisor and financier to the mining and metals and oil and gas industries.

Directors Recommendation

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

Voting Exclusions

Refer note 5 for voting exclusions on this resolution.

Resolution 3: Re-election of Prof Ian Plimer 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. Prof Ian Plimer being eligible, offers himself for re-election.

Prof Ian Plimer was appointed to the Board in January 2013. He is Emeritus Prof at the University of Melbourne where he was Professor and Head of the School of Earth Sciences (1991-2005). He was Professor of Geology (University of Newcastle 1985-1991) and Professor of Mining Geology (University of Adelaide 2005- 2012). He has been awarded the Leopold von Buch Medal for Science, the Centenary Medal, The Eureka Prize (twice) and is Fellow of the Academy of Technological Sciences and Engineering, a fellow of the Geological Society of London and a Fellow of the Australasian Institute of Mining and Metallurgy. Prof Plimer has published more than 130 scientific papers and is author of multiple best-selling books for the general public.

Directors Recommendation

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

Voting Exclusions

Refer note 5 for voting exclusions on this resolution.

Resolution 4: Approval to Issue of Fully Paid Ordinary Shares to Directors

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

Resolution 4 of the Notice seeks Shareholder approval for the purpose of Listing Rule 10.11 and all other purposes for the 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 2019 to 30 November 2020. The Directors seek Shareholder approval on this Resolution to take Shares in lieu of the Company making a physical cash payment for 100% of Directors fees owed. The deemed issue price of the Shares will be determined by reference to the monthly VWAP of fully paid ordinary shares each calendar month, for which 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 Nicholas Mather, Mr Kyle Wightman, Mr Chris Tonkin, Prof Ian Plimer and Mr Richard Ash (or their respective nominees) within 10 business days of the end of each month.

It is the view of Directors that the issue of Shares pursuant to Resolutions 4(a), 4(b), 4(c), 4(d) and 4(e) 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 Listing Rule 10.11.

ASX Listing Rule 10.11

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 Listing Rule 7.1 is not required in order to issue the Shares to the Directors as approval is being obtained under Listing Rule 10.11.

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

- (a) the related parties are Mr Nicholas Mather, Mr Kyle Wightman, Mr Chris Tonkin, Prof Ian Plimer and Mr Richard Ash 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 2019 to 30 November 2020;
- (c) the Company has been granted an ASX waiver from the requirement that the Shares be issued within one month after the date of the AGM and, and there the 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 \$166,666.80 for the period payable to Directors at a deemed issue price calculated as the monthly VWAP in arrears for each month from 1 December 2019 to 30 November 2020 (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 \$166,666.80 for the period from 1 December 2019 to 30 November 2020; and
- (g) A voting exclusion statement is included in the Notice of Meeting of which this Explanatory Statement forms part.

The Company's Annual Report for any period during which the shares are issued to Mr Nicholas Mather, Mr Kyle Wightman, Mr Chris Tonkin, Prof Ian Plimer and Mr Richard Ash (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 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	% increase in voting power for individual dilution*	% Voting power*
Mr Chris Tonkin	85,218,162	0.25%	33,333,360	0.10%	0.35%
Prof Ian Plimer	87,468,162	0.26%	33,333,360	0.10%	0.36%
Mr Kyle Wightman	100,697,987	0.30%	33,333,360	0.10%	0.40%
Mr Nicholas Mather	108,888,973	0.33%	33,333,360	0.10%	0.42%
Mr Richard Ash	51,820,020	0.15%	33,333,360	0.10%	0.25%
TOTAL	434,093,304	1.30%	166,666,800	0.50%	1.79%

*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) and 4(e) 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 calendar 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 2019 to 30 November 2020 and their corresponding voting power may be materially less than that outlined in the table.

Resolution 4(a) – Approval to Issue Fully Paid Ordinary 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 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 2019 to 30 November 2020. The deemed issue price of the Shares will be determined by reference to the monthly VWAP of fully paid 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	108,888,973	0.33%	33,333,360	142,222,333	0.42%

Resolution 4(b) – Approval to Issue Fully Paid Ordinary Shares to Mr Kyle Wightman

Resolution 4(b) of the Notice seeks Shareholder approval for the purpose of Listing Rule 10.11 and all other purposes for the 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 2018 to 30 November 2019. The deemed issue price of the Shares will be determined by reference to the monthly VWAP of fully paid 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 Kyle Wightman	100,697,987	0.30%	33,333,360	134,031,347	0.40%

Resolution 4(c) – Approval to Issue Fully Paid Ordinary Shares to Mr Chris Tonkin

Resolution 4(c) of the Notice seeks Shareholder approval for the purpose of Listing Rule 10.11 and all other purposes for the issue of fully paid ordinary shares to Mr Chris Tonkin as consideration for 100% of Directors' fees payable to him for the period from 1 December 2019 to 30 November 2020. The deemed issue price of the Shares will be determined by reference to the monthly VWAP of fully paid 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 Chris Tonkin	85,218,162	0.26%	33,333,360	118,551,522	0.35%

Resolution 4(d) – Approval to Issue Fully Paid Ordinary Shares to Prof Ian Plimer

Resolution 4(d) of the Notice seeks Shareholder approval for the purpose of Listing Rule 10.11 and all other purposes for the 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 2019 to 30 November 2020. The deemed issue price of the Shares will be determined by reference to the monthly VWAP of fully paid 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
Prof Ian Plimer	87,468,162	0.26%	33,333,360	120,801,522	0.36%

Resolution 4(e) – Approval to Issue Fully Paid Ordinary Shares to Mr Richard Ash

Resolution 4(e) of the Notice seeks Shareholder approval for the purpose of Listing Rule 10.11 and all other purposes for the issue of fully paid ordinary shares to Mr Richard Ash as consideration for 100% of Directors' fees payable to him for the period from 1 December 2019 to 30 November 2020. The deemed issue price of the Shares will be determined by reference to the monthly VWAP of fully paid 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
Mr Richard Ash	51,820,020	0.15%	33,333,360	85,153,380	0.25%

Board Recommendation

The Board believes that Resolution 4 is in the best interests of the Company and unanimously recommends that Shareholders vote in favour of this Resolution. The Chairman of the Meeting intends to vote undirected proxies in favour this Resolution.

Voting Exclusions

Refer note 5 for voting exclusions on this resolution.

Resolution 5: Approval to Issue of Fully Paid Ordinary Shares to Mr Richard Ash (or his nominee)

The Company is seeking Shareholder approval for the issue of a total of 200,000,000 fully paid ordinary shares in the Company issued at \$0.001 (0.1 cents) per share to Mr Richard Ash as settlement of an existing liability. The liability payable to Mr Ash relates consulting services provided by Mr Ash to Rawson Oil and Gas Limited (**Rawson**) prior to the Company acquiring Rawson via the off-market takeover bid announced on 31 July 2019.

ASX Listing Rule 10.11

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 Listing Rule 7.1 is not required in order to issue the Shares to the Directors as approval is being obtained under Listing Rule 10.11.

Listing Rule 10.13 sets out a number of matters which must be included in a notice of meeting proposing an approval under Listing Rule 10.11. For the purposes of Listing Rule 10.13, the following information is provided in relation to Resolution 5:

- (a) the related party is Mr Richard Ash (or his nominee) being Director of the Company;
- (b) the maximum number of Shares to be issued is 200,000,000 fully paid ordinary shares;
- (c) that subject to Shareholder approval, the Shares will be issued no later than one month after the date of the Meeting;
- (d) the Shares will be issued at a deemed issue price of \$0.001 (0.1 cent) per Share;
- (e) 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 \$200,000; and
- (f) a voting exclusion statement is included in the Notice of Meeting of which this Explanatory Statement forms part.

Board Recommendation

The Board (with Mr. Ash abstaining) recommends that the Shareholders vote in favour of Resolution 5.

Voting Exclusions

Refer note 5 for voting exclusions on this resolution.

Resolution 6: Ratification of prior issue of Shares

The Company is seeking Shareholder approval to ratify the issue of a total of 350,000,000 fully paid ordinary shares in the Company issued at \$0.001 (0.1 cents) per share to professional and sophisticated investors.

ASX Listing Rule 7.4 provides that a company may reinstate its capacity to issue up to 15% of the ordinary securities on issue in a 12 month period if shareholders ratify the previous issue of securities and the issue did not breach Listing Rule 7.1.

ASX Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to ASX Listing Rule 7.4:

- (a) the total number of fully paid ordinary shares in the Company that were issued is 350,000,000;
- (b) the Shares were issued at an issue price of \$0.001 (0.1 cent) per shares;
- (c) the Shares were issued pari passu with all existing Share of their class;

- (d) the Shares were issued to professional and sophisticated investors;
- (e) The proceeds raised were used to fund ongoing working capital requirements; and
- (f) A voting exclusion statement is included in the Notice of Meeting of which this Explanatory Statement forms part.

Board Recommendation

The Board unanimously recommends that the Shareholders vote in favour of Resolution 6.

Voting Exclusions

Refer note 5 for voting exclusions on this resolution.

Resolution 7: Ratification of prior issue of Shares

The Company is seeking Shareholder approval to ratify the issue of a total of 20,000,000 fully paid ordinary shares in the Company issued at \$0.001 (0.1 cents) per share to an employee on 14 February 2019 and 8 April 2019 respectively.

ASX Listing Rule 7.4 provides that a company may reinstate its capacity to issue up to 15% of the ordinary securities on issue in a 12 month period if shareholders ratify the previous issue of securities and the issue did not breach Listing Rule 7.1.

ASX Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to ASX Listing Rule 7.4:

- (a) the total number of fully paid ordinary shares in the Company that were issued is 20,000,000;
- (b) the Shares were issued at an issue price of \$0.001 (0.1 cent) per share;
- (c) the Shares were issued pari passu with all existing Share of their class;
- (d) the Shares were issued to an employee of the Company;
- (e) there were no funds raised through the issue of Shares, but the Company reduced its liabilities by \$20,000; and
- (f) a voting exclusion statement is included in the Notice of Meeting of which this Explanatory Statement forms part.

Board Recommendation

The Board unanimously recommends that the Shareholders vote in favour of Resolution 7.

Voting Exclusions

Refer note 5 for voting exclusions on this resolution.

Resolution 8: Ratification of prior issue of Shares

The Company is seeking Shareholder approval to ratify the issue of a total of 57,992,820 fully paid ordinary shares in the Company issued at \$0.001 (0.1 cents) per share on 5 June 2019 to acquire shares in Rawson Oil and Gas Limited (**Rawson**) as described in the LKO prospectus dated 18 April 2019. The offer was to existing Rawson shareholders to exchange their shares in Rawson for shares in the Company on a 15 for one basis.

ASX Listing Rule 7.4 provides that a company may reinstate its capacity to issue up to 15% of the ordinary securities on issue in a 12 month period if shareholders ratify the previous issue of securities and the issue did not breach Listing Rule 7.1.

ASX Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to ASX Listing Rule 7.4:

- (a) the total number of fully paid ordinary shares in the Company that were issued is 57,992,820;
- (b) the Shares were issued at an issue price of \$0.001 (0.1 cent) per share;

- (c) the Shares issued pari passu with all existing Share of their class;
- (d) the Shares were issued to existing Rawson shareholders to acquire their shares in Rawson on a 15 for 1 basis pursuant to the prospectus dated 18 April 2019;
- (e) there were no funds raised through the issue of Shares; and
- (f) a voting exclusion statement is included in the Notice of Meeting of which this Explanatory Statement forms part.

Board Recommendation

The Board unanimously recommends that the Shareholders vote in favour of Resolution 8.

Voting Exclusions

Refer note 5 for voting exclusions on this resolution.

Resolution 9: Ratification of prior issue of Shares

The Company is seeking Shareholder approval to ratify the issue of a total of 46,795,260 fully paid ordinary shares in the Company issued at \$0.001 (0.1 cents) per share on 14 June 2019 as consideration to acquire the remaining minority interest in the Company's partially owned subsidiary Dondonald Limited.

ASX Listing Rule 7.4 provides that a company may reinstate its capacity to issue up to 15% of the ordinary securities on issue in a 12 month period if shareholders ratify the previous issue of securities and the issue did not breach Listing Rule 7.1.

ASX Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to ASX Listing Rule 7.4:

- (a) the total number of fully paid ordinary shares in the Company that were issued is 46,795,260;
- (b) the Share were issued at a deemed issue price of \$0.001 (0.1 cent) per share;
- (c) the Shares issued were issued pari passu with all existing Share of their class;
- (d) the Shares were issued to acquire the remaining minority interest in the Company's partially owned subsidiary Dondonald Limited;
- (e) there were no funds raised through the issue of Shares; and
- (f) a voting exclusion statement is included in the Notice of Meeting of which this Explanatory Statement forms part.

Board Recommendation

The Board unanimously recommends that the Shareholders vote in favour of Resolution 9.

Voting Exclusions

Refer note 5 for voting exclusions on this resolution.

Resolution 10: 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.

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 three classes of Equity Securities, Fully Paid Ordinary Shares, Options and 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.

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 10 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 10 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 10 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,

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 market price of Shares as at 8 November 2019 (**Current Share Price**) 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 Shares in the Company have been suspended from trading on ASX since 1 October 2019 and accordingly, the Current Share Price is the last traded price on that date.

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 of 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		Issue Price		
		\$0.0005 50% decrease in Current Share Price	\$0.001 Current Share Price	\$0.002 100% increase in Current Share Price
Current Variable A 33,452,086,461 Shares	10% Voting Dilution	3,345,208,646 Shares		
	Funds raised	\$1,672,604	\$3,345,209	\$6,690,417
50% increase in current Variable A 50,178,129,692 Shares	10% Voting Dilution	5,017,812,969 Shares		
	Funds raised	\$2,508,906	\$5,017,813	\$10,035,626
100% increase in current Variable A 66,904,172,922 Shares	10% Voting Dilution	6,690,417,292 Shares		
	Funds raised	\$3,345,209	\$6,690,417	\$13,380,835

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 Current Share Price is **\$0.001** (0.1 cent), being the closing price of the Shares on ASX on **8 November 2019**.

- (c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 10 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:
- 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
 - 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 business and/or general working capital.
- (e) 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:

- 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 businesses, assets or investments, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new businesses, 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 this 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	31,078,659,172
Equity securities issued in the prior 12 month period*	3,082,011,320
Percentage previous issues represent of total number of equity securities on issue at commencement of 12 month period	9.92%

* For full details of the issues of Equity Securities made by the Company in the previous 12 months, see Annexure A.

Board Recommendation

The Board believes that Resolution 10 is in the best interests of the Company and unanimously recommends that Shareholders vote in favour of this Resolution. The Chairman of the Meeting intends to vote undirected proxies in favour of this Resolution.

Voting Exclusions

Refer note 5 for voting exclusions on this resolution.

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 10;

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

“**Annual Report**” means the Directors’ Report, the Financial Report, and Auditor’s Report, in respect to the year ended 30 June 2019;

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

“**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;

“**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 Statement**” means the explanatory statement 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;

“**Option**” means a right to acquire a Share;

“**Performance Right**” means a right to acquire a Share;

“**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 2019 and which is set out in the 2019 Annual Report.

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

“**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	Total Consideration	Use of Consideration
17 December 2018	350,000,000	FPO	FPO	Placement	Professional and sophisticated investors	\$0.001	-	\$350,000	Fund on-going working capital expenses.
22 February 2019	2,080,467,190	FPO	FPO	Entitlement Offer	Completion of Entitlement offer as announced on 19 December 2018	\$0.001		\$2,080,467.19	Fund exploration costs, litigation proceedings against Victorian Government and on-going working capital expenses.
8 April 2019	50,000,000	FPO	FPO	Note 7	Professional and sophisticated investor	\$0.001	N/A	\$50,000	Fund exploration costs, litigation proceedings against Victorian Government and on-going working capital expenses.
Total	2,480,467,190							\$2,480,467.19	

NON-CASH ISSUES

15 January 2019	13,380,680	FPO	FPO	Note 1	Directors	Deemed issue price of \$0.001	N/A	\$13,380.68	N/A
14 February 2019	13,380,680	FPO	FPO	Note 2	Directors	Deemed issue price of \$0.001	N/A	\$13,380.68	N/A
14 February 2019	10,000,000	FPO	FPO	Note 3	Employee of the Company	Deemed issue price of \$0.001	N/A	\$10,000	N/A
14 March 2019	13,380,680	FPO	FPO	Note 4	Directors	Deemed issue price of \$0.001	N/A	\$13,380.68	N/A
8 April 2019	13,380,680	FPO	FPO	Note 5	Directors	Deemed issue price of \$0.001	N/A	\$13,380.68	N/A
8 April 2019	10,000,000	FPO	FPO	Note 6	Employee of the Company	Deemed issue price of \$0.001	N/A	\$10,000	N/A
8 April 2019	364,035,400	FPO	FPO	Note 7	Third Party	Deemed issue price of \$0.001	N/A	\$364,035.40	N/A
10 May 2019	13,050,330	FPO	FPO	Note 8	Directors	Deemed issue price of \$0.001	N/A	\$13,050.33	N/A
5 June 2019	57,992,820	FPO	FPO	Note 9	Existing Rawson shareholders	Deemed issue price of \$0.001	N/A	57,992.82	N/A
14 June 2019	11,536,900	FPO	FPO	Note 10	Directors	Deemed issue price of \$0.001	N/A	\$11,536.90	N/A

14 June 2019	46,795,260	FPO	FPO	Note 11	Dondonald Vendor	Deemed issue price of \$0.001	N/A	46,795.26	N/A
12 July 2019	11,536,900	FPO	FPO	Note 12	Directors	Deemed issue price of \$0.001	N/A	\$11,536.90	N/A
13 August 2019	11,536,900	FPO	FPO	Note 13	Directors	Deemed issue price of \$0.001	N/A	\$11,536.90	N/A
13 September 2019	11,536,900	FPO	FPO	Note 14	Directors	Deemed issue price of \$0.001	N/A	\$11,536.90	N/A
Total	601,544,130							601,544.13	
Grand Total	3,082,011,320							\$3,082,011.32	

Glossary

FPO

Fully Paid Ordinary Shares

UO

Unlisted Options

Notes

- Note 1 Shares Issued to Directors for the month of December 2018 pursuant to Resolutions 5(a) – 5(g) of the Company's Notice of Annual General Meeting held on 13 November 2018 and as approved by shareholders.
- Note 2 Shares issued to Directors for the month of January 2019, pursuant to Resolutions 5(a) – 5(g) of the Company's Notice of Annual General Meeting held on 13 November 2018 and as approved by Shareholders.
- Note 3 Issue of Shares to an employee of the Company.
- Note 4 Shares issued to Directors for the month of February 2019, pursuant to Resolutions 5(a) – 5(g) of the Company's Notice of Annual General Meeting held on 13 November 2018 and as approved by Shareholders.
- Note 5 Shares issued to Directors for the month of March 2019, pursuant to Resolutions 5(a) – 5(g) of the Company's Notice of Annual General Meeting held on 13 November 2018 and as approved by Shareholders.
- Note 6 Issue of Shares to an employee of the Company.
- Note 7 Issue of 364,035,400 shares under the shortfall pursuant to Entitlement Offer dated 19 December 2018 settling third party liabilities and 50,000,000 shares as a placement to a professional and sophisticated investor under the shortfall.
- Note 8 Shares issued to Directors for the month of April 2019, pursuant to Resolutions 5(a) – 5(g) of the Company's Notice of Annual General Meeting held on 13 November 2018 and as approved by Shareholders.
- Note 9 Issue of 57,992,820 shares in the Company issued at \$0.001 (0.1 cents) per share on 5 June 2019 to acquire shares in Rawson Oil and Gas Limited pursuant to the prospectus dated 18 April 2019.
- Note 10 Shares issued to Directors for the month of May 2019, pursuant to Resolutions 5(a) – 5(g) of the Company's Notice of Annual General Meeting held on 13 November 2018 and as approved by Shareholders.
- Note 11 Shares issued as consideration for the remaining minority interest in the Company's partially owned subsidiary Dondonald Limited.
- Note 12 Shares issued to Directors for the month of June 2019, pursuant to Resolutions 5(a) – 5(g) of the Company's Notice of Annual General Meeting held on 13 November 2018 and as approved by Shareholders.
- Note 13 Shares issued to Directors for the month of July 2019, pursuant to Resolutions 5(a) – 5(g) of the Company's Notice of Annual General Meeting held on 13 November 2018 and as approved by Shareholders.
- Note 14 Shares issued to Directors for the month of August 2019, pursuant to Resolutions 5(a) – 5(g) of the Company's Notice of Annual General Meeting held on 13 November 2018 and as approved by Shareholders.



LAKES OIL N.L.

(ABN 62 004 247 214)

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **3:00 pm (AEDT)** on **Tuesday, 17 December 2019.**

Proxy Form

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

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

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

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 182804

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

☐ **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.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Lakes Oil NL 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 NL to be held at the offices of **Baker McKenzie, Level 19, 181 William Street, Melbourne Victoria 3000 on Thursday, 19 December 2019 at 3:00 pm (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, 4a, 4b, 4c, 4d, 4e and 5 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 4a, 4b, 4c, 4d, 4e and 5 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, 4a, 4b, 4c, 4d, 4e and 5 by marking the appropriate box in step 2.

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.

		For	Against	Abstain		For	Against	Abstain
1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4e	Approval to Issue Fully Paid Shares to Director - Mr Richard Ash	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of Mr Chris Tonkin as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5	Approval to Issue Fully Paid Shares to Mr Richard Ash	<input type="checkbox"/>	<input type="checkbox"/>
3	Re-election of Prof Ian Plimer as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6	Ratification of prior issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>
4a	Approval to Issue Fully Paid Shares to Director - Mr Nicholas Mather	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7	Ratification of prior issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>
4b	Approval to Issue Fully Paid Shares to Director - Mr Kyle Wightman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8	Ratification of prior issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>
4c	Approval to Issue Fully Paid Shares to Director - Mr Chris Tonkin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9	Ratification of prior issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>
4d	Approval to Issue Fully Paid Shares to Director - Prof Ian Plimer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	Approval of 10% Placement Facility	<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.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically