



ACN 115 712 162

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**NOTICE OF GENERAL MEETING,  
EXPLANATORY MEMORANDUM AND PROXY FORM**

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To be held at

**Walsh Room, Sage Hotel,  
1309 Hay Street, West Perth, Western Australia**  
on

**Tuesday, 25 June 2019**

at

**10:00am WST**

**This is an important document that requires your immediate attention.**

You should read this document in its entirety before deciding whether or not to vote for or against any resolution at the General Meeting. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser prior to voting.

If you have questions about the General Meeting or the resolutions to be voted on, please call the Company on 08 9226 3211 (within Australia) or +61 8 9226 3211 (outside Australia), Monday to Friday between 8:30 am and 5:00 pm WST.

## NOTICE OF GENERAL MEETING AND AGENDA

Notice is hereby given that a general meeting of Shareholders of Hawkley Oil & Gas Limited (“Hawkley”) will be held at the Walsh Room, Sage Hotel, 1309 Hay Street, West Perth, Western Australia, on Tuesday, 25 June 2019 commencing at 10:00am WST (“Meeting”).

The Explanatory Memorandum that accompanies and forms part of this Notice provides additional information on matters to be considered at the Meeting. The Proxy Form also forms part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders at 10:00am WST on Sunday, 23 June 2019.

Shareholders are urged to vote by attending the Meeting in person or by returning a completed Proxy Form. Instructions on how to complete the Proxy Form are set out in the Explanatory Memorandum.

Proxy Forms must be received by no later than 10:00am WST on Sunday, 23 June 2019.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in the Glossary of the Explanatory Memorandum.

Shareholders should read the Explanatory Memorandum before deciding how to vote.

### AGENDA

#### Resolution 1: Removal of Mr David Lloyd as a Director

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

***“That Mr David Lloyd be removed as a director of the Company with immediate effect.”***

The Chairman intends to vote all undirected proxies **AGAINST** Resolution 1.

#### Resolution 2: Appointment of Mr Thomas Fontaine as a Director

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

***“That Mr Thomas Fontaine be appointed as a director of the Company with immediate effect.”***

The Chairman intends to vote all undirected proxies **AGAINST** Resolution 2.

### Proxies, attorneys and corporate representatives

A member entitled to attend and vote at the meeting may appoint a proxy, attorney or representative to give its vote and, if entitled to cast two or more votes, is entitled to appoint no more than two proxies. If two proxies are appointed, each proxy may be appointed to represent a specified proportion of the member’s voting rights. If such proportion is not specified, each proxy may exercise half of the shareholder’s voting rights. Fractions shall be disregarded. A proxy may, but need not be, a member of the Company and a member may appoint an individual or a body corporate to act as its proxy.

The instrument appointing the proxy must be in writing, executed by the appointor or his attorney duly authorised in writing or, if such appointor is a corporation, executed in accordance with the Corporations Act.

Proxy forms and, if applicable, the powers of attorney (or a certified copy of the powers of attorney) under which they are signed must be lodged directly by the member making the appointment at least

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

48 hours before the appointed time of the meeting. The Company will accept any appointment of a proxy that complies with the requirements of section 250A of the Corporations Act.

Lodgment details for proxy forms are as follows:

<b>Post</b>	Hawkley Oil & Gas Limited GPO Box 2870, West Perth WA 6872, Australia
<b>Delivery</b>	Hawkley Oil & Gas Limited Suite 3 Level 3, 1292 Hay Street, West Perth WA 6005, Australia
<b>Facsimile</b>	+61 8 9322 4073

Shareholders can also vote online as follows:

<b>Online</b>	Email to <a href="mailto:information@hawkleyoilandgas.com">information@hawkleyoilandgas.com</a>
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**Entitlement to attend and vote**

All Shareholders may attend the General Meeting.

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders of the Company at 10:00am WST on Sunday, 23 June 2019. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

**ASX**

A final copy of this Notice and Explanatory Memorandum has been lodged with ASX. Neither ASX nor any of its respective officers takes any responsibility for the contents of this document.

**By order of the Board**



**Murray Wylie**

Director

Dated: 16 May 2019

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

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## **EXPLANATORY MEMORANDUM**

### **Introduction**

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the General Meeting of the Company to be held at the Walsh Room, Sage Hotel, 1309 Hay Street, West Perth, Western Australia, on Tuesday, 25 June 2019 commencing at 10:00am WST.

The purpose of this Explanatory Memorandum is to explain the Resolutions and to provide information that the Board believes is material to Shareholders in relation to the Resolutions.

The Company recommends that Shareholders read this Explanatory Memorandum before making any decisions in relation to the Resolutions.

### **Background to special business being put to the Meeting**

On 25 April 2019, the Company received a notice under section 249D and 203D of the Corporations Act from Hay Street Property Pty Ltd as trustee for the Hay Street Property Trust (Requisitioning Shareholder), a member of the Company with at least 5% of the votes that may be cast at a general meeting.

The impact of the notice under sections 203D and 249D is that the Company is obliged to call a meeting to consider resolutions to remove as Director, Mr David Lloyd, and to elect as Director, Mr Thomas Fontaine.

Any shareholder (or group of shareholders) holding more than 5% of the Company's issued capital is entitled to requisition that a general meeting be called to have resolutions considered. The Resolutions are being put before the Meeting as a result of a request from the Requisitioning Shareholder who, at the time of requisitioning the meeting, held approximately 16.23% of the Company's Shares.

In compliance with the above, the Company has included in this Notice the following items of special business:

- Resolution 1 – Removal of Mr David Lloyd as a Director
- Resolution 2 – Appointment of Mr Thomas Fontaine as a Director

In accordance with section 203D of the Corporations Act, Mr David Lloyd is entitled to submit a written statement putting the case against his removal to Shareholders. Notwithstanding that no such written statement is included in this Notice, Mr Lloyd may still request that the Company circulate to all its members a written statement pursuant to section 203D of the Corporations Act if there is time to do so before the Meeting. If there is not enough time to do so prior to the meeting, the written statement may be distributed to members attending the Meeting and read out at the Meeting before the resolution is voted on.

The Corporations Act also requires the Company distribute a written statement of the Requisitioning Shareholder if provided. The Company has requested but did not receive a written statement from the Requisitioning Shareholder pursuant to section 249P of the Corporations Act prior to the date of this Notice. Notwithstanding that no such written statement was included in this Notice, the Requisitioning Shareholder may still request that the Company give all its members a written statement pursuant to section 249P of the Corporations Act (with the Requisitioning Shareholder being liable for the expenses reasonably incurred by the Company in making the distribution).

## Further information

If you have questions about the General Meeting or the Resolutions to be voted on, please call the Company on 08 9315 2333 (within Australia) or +61 8 9315 2333 (outside Australia), Monday to Friday between 8:30 am and 5:00 pm WST.

## Important dates and times

<b>Record time/date to determine Shareholders eligible to vote</b>	10:00am WST on Sunday, 23 June 2019
<b>Last time/date for receipt of valid proxies</b>	10:00am WST on Sunday, 23 June 2019
<b>General Meeting</b>	10:00am WST on Tuesday, 25 June 2019

## Nature of Resolutions

All the Resolutions are ordinary resolutions, meaning that they can be passed by a simple majority of votes cast by Shareholders entitled to vote.

## Special Business

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### Resolution 1 – Removal of Mr David Lloyd as a Director

Resolution 1 relates to the removal of Mr David Lloyd as a Director.

David was appointed as a Director and Non-Executive Chairman of the Company on 16 March 2017.

Mr Lloyd has experience in the private sector. He has had commercial interests in the petroleum sector spanning 30 years, with the first ventures transacting sales of Oil & Gas subsidiaries of US Multi Nationals to Australian listed entities. Subsequently he partnered with exploration and production projects in Texas and took the opportunity to undertake international projects. David has developed a broad network of consultancy based resources primarily located in Texas, Colorado and Alberta.

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### Resolution 2 – Appointment of Mr Thomas Fontaine as a Director

Resolution 2 relates to the appointment of Mr Thomas Fontaine as a Director.

Tom Fontaine is a professional engineer with over 25 years' experience in starting, running and building resource companies. He is currently a major shareholder and on the board of several early stage resource companies focused in Australia, Cuba, Africa and North America. He was a founder of Pure Energy and helped build it to \$1 billion company in 4 years.

Your Directors are not in the position to verify or otherwise the accuracy of this information.

Your Directors are not aware of Mr Fontaine holding any Shares.

## GLOSSARY

In this Notice and Explanatory Memorandum:

<b>ASX</b>	means ASX Limited or the Australian Securities Exchange operated by ASX Limited, as the context requires.
<b>Board</b>	means the board of Directors.
<b>Chairman</b>	means the Chairman of the Meeting.
<b>Company or Hawkley</b>	means Hawkley Oil & Gas Limited (ACN 115 712 162).
<b>Constitution</b>	means the constitution of the Company as amended.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth) as amended.
<b>Director</b>	means a director of the Company.
<b>Explanatory Memorandum</b>	means this explanatory memorandum.
<b>Listing Rules</b>	means the official Listing Rules of ASX.
<b>Meeting</b>	means the general meeting of shareholders of the Company to be held at the Walsh Room, Sage Hotel, 1309 Hay Street, West Perth, Western Australia, on Tuesday, 25 June 2019 commencing at 10:00am WST.
<b>Notice</b>	means this notice of meeting.
<b>Ordinary Resolution</b>	means a resolution requiring to be passed by a majority of such shareholders, as being entitled to do so, vote in person or by proxy on such resolution.
<b>Requisitioning Shareholder</b>	means Hay Street Property Pty Ltd as trustee for the Hay Street Property Trust
<b>Resolution</b>	means a resolution set out in the Notice.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means a holder of a Share.
<b>WST</b>	means Australian Western Standard Time.

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

## PROXY FORM

The Company Secretary  
Hawkley Oil and Gas

**By delivery:**

Suite 3, Level 3, 1292 Hay St  
West Perth WA 6005

**By post:**

GPO Box 2870  
West Perth WA 6872

**By facsimile:**

+61 8 9322 4073

**By email:**

information@hawkleyoilandgas.com

**Name of  
Shareholder:**

**Address of  
Shareholder:**

**Number of Shares  
entitled to vote:**

Please mark  to indicate your directions. Further instructions are provided overleaf.

Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the meeting.

### Step 1 - Appoint a Proxy to Vote on Your Behalf

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

**OR** if you are **NOT** appointing the Chairman as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Meeting of the Company to be held at 10:00am (WST) on Tuesday 25 June 2019, at the Walsh Room, Sage Hotel, 1309 Hay Street, West Perth, Western Australia, and at any adjournment or postponement of that Meeting.

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

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

### Step 2 - Instructions as to Voting on Resolutions

The proxy is to vote for or against the Resolutions referred to in the Notice as follows:

		For	Against	Abstain*
Resolution 1	Removal of Mr David Lloyd as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Appointment of Mr Thomas Fontaine as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**The Chairman intends to vote all available proxies AGAINST each Resolution.**

In exceptional circumstances, the Chairman may change his voting intent on any Resolution, in which case an ASX announcement will be made.

**Authorised signature/s**

This section *must* be signed in accordance with the instructions overleaf to enable your voting instructions to be implemented.

Individual or Shareholder 1 <div style="border: 1px solid black; height: 20px; width: 100%;"></div> Sole Director and Sole Company Secretary	Shareholder 2 <div style="border: 1px solid black; height: 20px; width: 100%;"></div> Director	Shareholder 3 <div style="border: 1px solid black; height: 20px; width: 100%;"></div> Director/Company Secretary
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Contact Name	Contact Daytime Telephone	Date
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**Proxy Notes:**

A Shareholder entitled to attend and vote at the Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting, the representative of the body corporate to attend the Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

You must sign this form as follows in the spaces provided:

- Joint Holding:                where the holding is in more than one name all of the holders must sign.
- Power of Attorney:        if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.
- Companies:                a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received at the Perth office of the Company:

- By delivery: at Suite 3, Level 3, 1292 Hay St, West Perth, WA 6005;
  - By mail at: GPO Box 2870, West Perth WA 6872;
  - By facsimile at: or 08 9322 4073 if faxed from within Australia or +618 9322 4073 if faxed from outside Australia;
  - By email at: [information@hawkleyoilandgas.com](mailto:information@hawkleyoilandgas.com),
- to be received not less than 48 hours prior to the time of commencement of the Meeting (WST).