

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is given that an Extraordinary General Meeting of Shareholders of Byron Energy Limited ("Byron" or "the Company") will be held at Boardroom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000 on Monday 18 September 2017 at 11.00 am (Sydney time).

AGENDA

Special Business

Resolutions 1A, 1B, 1C, 1D and 1E - Approval to Issue Shares to Directors and Their Associates (Placement Shares)

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

- A. *"That, for the purposes of Listing Rule 10.11 and for all other purposes, the Company be authorised to issue 18,000,000 fully paid ordinary Shares at an issue price of A\$0.07 per Share to Douglas (Doug) Battersby and/or his associates, a Director of the Company, on the terms and conditions set out in the Explanatory Statement."*
- B. *"That, for the purposes of Listing Rule 10.11 and for all other purposes, the Company be authorised to issue 14,285,715 fully paid ordinary Shares at an issue price of A\$0.07 per Share to Maynard Smith and/or his associates, a Director of the Company, on the terms and conditions set out in the Explanatory Statement."*
- C. *"That, for the purposes of Listing Rule 10.11 and for all other purposes, the Company be authorised to issue 10,300,000 fully paid ordinary Shares at an issue price of A\$0.07 per Share to Paul Young and/or his associates, a Director of the Company, on the terms and conditions set out in the Explanatory Statement."*
- D. *"That, for the purposes of Listing Rule 10.11 and for all other purposes, the Company be authorised to issue 7,900,000 fully paid ordinary Shares at an issue price of A\$0.07 per Share to Charles Sands and/or his associates, a Director of the Company, on the terms and conditions set out in the Explanatory Statement."*
- E. *"That, for the purposes of Listing Rule 10.11 and for all other purposes, the Company be authorised to issue 1,200,000 fully paid ordinary Shares at an issue price of A\$0.07 per Share to William (Bill) Sack and/or his associates, a Director of the Company, on the terms and conditions set out in the Explanatory Statement."*

Note: If approval is obtained under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

Resolution 2 - Approval to Issue 327,284,547 Placement Shares

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

"That for the purposes of Listing Rule 7.1 and for all other purposes, the Company be authorised to issue up to 327,284,547 fully paid ordinary Shares at an issue price of A\$0.07 per Share, on the terms and conditions set out in the Explanatory Statement."

Resolution 3 - Approval of the Issue of Options to Prent Kallenberger or his nominee

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

"That for the purposes of Listing Rule 10.11, and for all other purposes, the Company be authorised to issue 6,300,000 options (each option exercisable into one fully paid ordinary Share at an exercise price of A\$0.12 per option on or before 5pm (Sydney time) on 31 December 2021) to Prent Kallenberger, Executive Director of the Company, or his nominee, on the terms set out in the Explanatory Statement."

Note: If approval is obtained under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

Resolution 4 - Approval of the Issue of Options to William (Bill) Sack or his nominee

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

“That for the purposes of Listing Rule 10.11, and for all other purposes, the Company be authorised to issue 6,300,000 options (each option exercisable into one fully paid ordinary Share at an exercise price of A\$0.12 per option on or before 5pm (Sydney time) on 31 December 2021) to Bill Sack, Executive Director of the Company, or his nominee, on the terms set out in the Explanatory Statement.”

Note: If approval is obtained under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

Resolution 5 - Approval of the Issue of Options to Maynard Smith or his nominee

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

“That for the purposes of Listing Rule 10.11, and for all other purposes, the Company be authorised to issue 6,300,000 options (each option exercisable into one fully paid ordinary Share at an exercise price of A\$0.12 per option on or before 5pm (Sydney time) on 31 December 2021) to Maynard Smith, Managing Director of the Company, or his nominee, on the terms set out in the Explanatory Statement.”

Note: If approval is obtained under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

Resolution 6 - Approval of the Issue of Options to Senior Managers and consultants

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

“That for the purposes of Listing Rule 7.1, and for all other purposes, the Company be authorised to issue 9,450,000 options (each option exercisable into one fully paid ordinary Share at an exercise price of A\$0.12 per option on or before 5pm (Sydney time) on 31 December 2021), on the terms set out in the Explanatory Statement.”

Voting Exclusion Statement

For the purposes of Listing Rule 14.11, the following voting exclusion statements apply to the Resolutions. The Company will disregard any votes on the following Resolutions cast by or on behalf of the following persons:

Resolution	Excluded Party(s)
Resolution 1A	Doug Battersby and any of his associates.
Resolution 1B	Maynard Smith and any of his associates.
Resolution 1C	Paul Young and any of his associates.
Resolution 1D	Charles Sands and any of his associates.
Resolution 1E	Bill Sack and any of his associates.
Resolution 2	A person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if Resolution 2 is passed, and any of their associates.
Resolution 3	Prent Kallenberger and any of his associates.
Resolution 4	Bill Sack and any of his associates.
Resolution 5	Maynard Smith and any of his associates.
Resolution 6	A person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if Resolution 6 is passed, and any of their associates.

However, the Company need not disregard a vote on Resolutions 1 to 6 if it is cast by:

- the person as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form; or
- 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.

By order of the Board



Nick Filipovic
Company Secretary

16 August 2017

For personal use only

Explanatory Statement to Shareholders to accompany Notice of the Extraordinary General Meeting

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Extraordinary General Meeting to be held at Boardroom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000 on Monday 18 September 2017 at 11.00 am (Sydney time).

The purpose of this Explanatory Statement is to provide information that the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of the Extraordinary General Meeting.

Voting Entitlement

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001*, the Company has determined that person set out in the Company's share register as at 7:00pm (Sydney time) on Saturday, 16 September 2017, will be entitled to attend and vote at the meeting. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Your Vote is Important

The business of the Extraordinary General Meeting affects your Shareholding and your vote is important.

Voting in Person

To vote in person, attend the Extraordinary General Meeting on the date and at the place set out above.

Proxy Voting and Undirected Proxies

Shareholders may appoint a proxy to attend the meeting and vote on their behalf. To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) post (in the reply paid envelope) to Byron Energy Limited, C/- Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia;
- (b) in person to Byron Energy Limited, C/- Boardroom Pty Limited, Level 12, 225 George Street Sydney NSW 2000; or
- (c) facsimile to Byron Energy Limited C/- Boardroom Pty Limited on facsimile number + 61 2 9290 9655,

so that it is received not later than 11.00 am (Sydney time) on Saturday 16 September 2017.

Proxy forms received later than this time will be invalid.

Voting online

To vote online, follow the instructions for online voting set out on the enclosed Proxy Form.

Resolution 1A, 1B, 1C, 1D, 1E – Approval to Issue Shares to Directors and Their Associates (Placement Shares)

1.1 Background

In an announcement to the ASX dated 14 August 2017, Byron announced a share placement to sophisticated and professional investors ("the Placement"). The Placement consists of 378,970,262 new fully paid ordinary Shares to be issued at A\$0.07 per Share to raise A\$ 26.5 million ("Placement Shares").

The issue of the Placement Shares comprises:

- (a) a conditional placement of 51,685,715 Shares ("Director Placement Shares") to raise approximately A\$3.6 million comprising subscriptions from Byron directors and/or their associates; and
- (b) a conditional placement of 327,284,547 Shares to raise approximately A\$22.9 million ("Non-Director Placement Shares").

1.2 Listing Rule 10.11

Listing Rule 10.11 requires a listed company to obtain Shareholders' approval by ordinary resolution prior to the issue of securities to a related party. Doug Battersby, Maynard Smith, Paul Young, Charles Sands and Bill Sack are related parties of Byron because they are Directors of Byron. In the event that Shareholders approve Resolutions 1A, 1B, 1C, 1D and 1E under Listing Rule 10.11 further Shareholder approval for the issue of the Shares the subject of Resolutions 1A, 1B, 1C, 1D and 1E is not required under Listing Rule 7.1 (see Listing Rule 7.2, Exception 14).

1.3 Information required by Listing Rule 10.13

For the purposes of Listing Rule 10.13, the following further information is provided:

- (a) the Director Placement Shares will be issued to Doug Battersby, Maynard Smith, Paul Young, Charles Sands and Bill Sack and/or their associates as noted above;
- (b) the maximum number of Director Placement Shares to be issued to Doug Battersby, Maynard Smith, Paul Young, Charles Sands and Bill Sack and/or their associates is 51,685,715 at an issue price of A\$0.07 per Director Placement Share;
- (c) the Director Placement Shares will be allotted and issued on a date which will be no later than one month after the date of the meeting, or adjournment of the meeting, at which Resolution 1 is approved;
- (d) the Director Placement Shares are fully paid ordinary Shares in the capital of Byron and will rank equally with Byron's current issued Shares;
- (e) the funds raised through the issue of Director Placement Shares will be used to complete the development of SM 71 oil and gas discovery (manned tripod platform, production facilities, pipelines, completion of SM 71 #1 discovery well and drilling and completion of SM 71 #2 development well), and to fund repayment of convertible note principal and interest, corporate costs, bonding requirements, working capital and share issue costs; and
- (f) a voting exclusion statement applies to Resolutions 1A, 1B, 1C, 1D and 1E.

1.4 Recommendations of Directors

The Directors (with Doug Battersby abstaining in respect of Resolution 1A, Maynard Smith abstaining in respect of Resolution 1B, Paul Young abstaining in respect of Resolution 1C, Charles Sands abstaining in respect of Resolution 1D and Bill Sack abstaining in respect of Resolution 1E) recommend that Shareholders vote in favour of Resolutions 1A, 1B, 1C, 1D and 1E.

Resolution 2 – Approval to Issue 327,284,547 Placement Shares

2.1 Background

As noted in Item 1.1 above, in an announcement to the ASX dated 14 August 2017, Byron announced the Placement. The Non-Director Placement Shares represent 327,284,547 Shares.

2.2 Listing Rule 7.1

Listing Rule 7.1 provides that a listed entity must not issue equity securities that total more than 15% of its fully paid ordinary shares in a 12 month period without the approval of shareholders.

As the issue of the Non-Director Placement Shares exceeds the Company's 15% capacity, the Company requires the approval of Shareholders to issue the Non-Director Placement Shares.

2.3 Information required by Listing Rule 7.3

For the purposes of Listing Rule 7.3, the following information is provided:

- (a) the maximum number of Shares that will be issued as Non-Director Placement Shares is 327,284,547 Shares at an issue price of A\$0.07 per Share;
- (b) the Non-Director Placement Shares will be issued and allotted promptly after approval is given, but in any event within 3 months of the date of the meeting, or adjournment of the meeting, at which Resolution 2 is approved;
- (c) the allottees will be sophisticated and professional investors introduced by Bell Potter Securities Limited, Baron Partners Limited and the Directors;

- (d) the Non-Director Placement Shares are fully paid ordinary Shares in the capital of the Company and will rank equally in all respects with existing ordinary Shares on issue;
- (e) the funds raised under the Non-Director Placement will be used to complete the development of SM 71 oil and gas discovery (manned tripod platform, production facilities, pipelines, completion of SM 71 #1 discovery well and drilling and completion of SM 71 #2 development well), and to fund repayment of convertible note principal and interest, corporate costs, bonding requirements, working capital and share issue costs; and
- (f) a voting exclusion statement applies to Resolution 2.

2.4 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 2.

Resolution 3 Approval of the Issue of Options to Prent Kallenberger or his nominee

3.1 Background

The Board has resolved to issue 6,300,000 options over Shares ("Kallenberger Options") to an Executive Director, Prent Kallenberger, in recognition of the provision to the Company of his significant oil and gas experience, including more than 30 years' experience in the oil and gas industry with extensive exploration and development experience in the Gulf of Mexico region.

As such the Board believes that the number of Kallenberger Options to be issued to Prent Kallenberger is commensurate with his value to the Company and the potential for him to increase Shareholder value.

Prent Kallenberger has agreed to enter into new 3 year service agreement, the terms of which will be finalised and announced to the ASX in the next four weeks. As part of the consideration for agreeing to enter into the service agreement Prent Kallenberger has been granted 6.3 million incentive options, subject to shareholder approval at the Extraordinary General Meeting.

3.2 Listing Rule 10.11

Shareholder approval is sought for the issue of 6,300,000 Kallenberger Options to Prent Kallenberger or his nominee.

Listing Rule 10.11 also requires the approval of Shareholders before equity securities can be issued to Prent Kallenberger.

If Resolution 3 is passed, approval for the issue of the Kallenberger Options will not be required under ASX Listing Rule 7.1 (see Listing Rule 7.2, Exception 14).

3.3 Information required by Listing Rule 10.13

For the purposes of Listing Rule 10.13, the following further information is provided:

- (a) the Kallenberger Options will be issued to Prent Kallenberger or his nominee;
- (b) the maximum number of Kallenberger Options to be issued to Prent Kallenberger is 6,300,000;
- (c) the Kallenberger Options will be allotted and issued on a date which will be no later than one month after the date of the meeting, or adjournment of the meeting, at which Resolution 3 is approved;
- (d) a summary of the terms and conditions of the Kallenberger Options are as follows:

Issue Price	Nil
Exercise Price	A\$0.12
Expiry Date	5pm (Sydney time) on 31 December 2021
Conversion Ratio	<ul style="list-style-type: none"> • each Kallenberger Option converts to one fully paid ordinary Share in the capital of the Company • the exercise price or conversion ratio of the Kallenberger Options will be adjusted in accordance with the listing rules in the event of a reorganisation (including a consolidation, sub-division, reduction or return) • Shares issued on conversion of the Kallenberger Options rank equally with existing fully paid ordinary Shares in the capital of the Company
Transferable	Yes
Listed or Unlisted	Unlisted

- (e) The amount raised from the Kallenberger Options will be dependent on whether or not such Kallenberger Options are exercised in the future. The maximum amount that could be raised from the exercise of all such Kallenberger Options is approximately A\$756,000. Any funds raised from the exercise of the Kallenberger Options will form part of the Company's working capital; and
- (f) a voting exclusion statement applies to Resolution 3.

3.4 Directors' Recommendation

The Directors (with Prent Kallenberger abstaining) recommend that Shareholders vote in favour of Resolution 3.

Resolution 4 Approval of the Issue of Options to William (Bill) Sack or his nominee

4.1 Background

The Board has resolved to issue 6,300,000 options over Shares ("Sack Options") to an Executive Director, Bill Sack, in recognition of the provision to the Company of his significant oil and gas experience, including more than 25 years' experience in the Gulf of Mexico region in both technical and executive roles.

As such the Board believes that the number of Sack Options to be issued to Bill Sack is commensurate with his value to the Company and the potential for him to increase Shareholder value.

Bill Sack has agreed to enter into new 3 year service agreement, the terms of which will be finalised and announced to the ASX in the next four weeks. As part of the consideration for agreeing to enter into the service agreement Bill Sack has been granted 6.3 million incentive options, subject to shareholder approval at the Extraordinary General Meeting.

4.2 Listing Rule 10.11

Shareholder approval is sought for the issue of 6,300,000 Sack Options to Bill Sack or his nominee.

Listing Rule 10.11 also requires the approval of Shareholders before equity securities can be issued to Bill Sack.

If Resolution 4 is passed, approval for the issue of the Sack Options will not be required under ASX Listing Rule 7.1 (see Listing Rule 7.2, Exception 14).

4.3 Information required by Listing Rule 10.13

For the purposes of Listing Rule 10.13, the following further information is provided:

- (a) the Sack Options will be issued to Bill Sack or his nominee;
- (b) the maximum number of Sack Options to be issued to Bill Sack is 6,300,000;
- (c) the Sack Options will be allotted and issued on a date which will be no later than one month after the date of the meeting, or adjournment of the meeting, at which Resolution 4 is approved;
- (d) a summary of the terms and conditions of the Sack Options is as follows:

Issue Price	Nil
Exercise Price	A\$0.12
Expiry Date	5pm (Sydney time) on 31 December 2021
Conversion Ratio	<ul style="list-style-type: none"> • each Sack Option converts to one fully paid ordinary Share in the capital of the Company • the exercise price or conversion ratio of the Sack Options will be adjusted in accordance with the listing rules in the event of a reorganisation (including a consolidation, sub-division, reduction or return) • Shares issued on conversion of the Sack Options rank equally with existing fully paid ordinary Shares in the capital of the Company
Transferable	Yes
Listed or Unlisted	Unlisted

- (e) The amount raised from the Sack Options will be dependent on whether or not such Sack Options are exercised in the future. The maximum amount that could be raised from exercise of all such Sack Options is approximately A\$756,000. Any funds raised from the exercise of the Sack Options will form part of the Company's working capital; and
- (f) a voting exclusion statement applies to Resolution 4.

4.4 Directors' Recommendation

The Directors (with Bill Sack abstaining) recommend that Shareholders vote in favour of Resolution 4.

Resolution 5 Approval of the Issue of Options to Maynard Smith or his nominee

5.1 Background

The Board has resolved to issue 6,300,000 options over Shares ("Smith Options") to the Managing Director, Maynard Smith, in recognition of the provision to the Company of his significant oil and gas experience, including more than 30 years' experience in the oil and gas industry with extensive exploration and development experience in the Gulf of Mexico region.

As such the Board believes that the number of Smith Options to be issued to Maynard Smith is commensurate with his value to the Company and the potential for him to increase Shareholder value.

Maynard Smith has agreed to enter into new 3 year service agreement, the terms of which will be finalised and announced to the ASX in the next four weeks. As part of the consideration for agreeing to enter into the service agreement Maynard Smith has been granted 6.3 million incentive options, subject to shareholder approval at the Extraordinary General Meeting.

5.2 Listing Rule 10.11

Shareholder approval is sought for the issue of 6,300,000 Smith Options to Maynard Smith or his nominee.

Listing Rule 10.11 also requires the approval of Shareholders before equity securities can be issued to Maynard Smith.

If Resolution 5 is passed, approval for the issue of the Smith Options will not be required under ASX Listing Rule 7.1 (see Listing Rule 7.2, Exception 14).

5.3 Information required by Listing Rule 10.13

For the purposes of Listing Rule 10.13, the following further information is provided:

- (a) the Smith Options will be issued to Maynard Smith or his nominee;
- (b) the maximum number of Smith Options to be issued to Maynard Smith is 6,300,000;
- (c) the Smith Options will be allotted and issued on a date which will be no later than one month after the date of the meeting, or adjournment of the meeting, at which Resolution 5 is approved;
- (d) a summary of the terms and conditions of the Smith Options are as follows:

Issue Price	Nil
Exercise Price	A\$0.12
Expiry Date	5pm (Sydney time) on 31 December 2021
Conversion Ratio	<ul style="list-style-type: none"> • each Smith Option converts to one fully paid ordinary Share in the capital of the Company • the exercise price or conversion ratio of the Smith Options will be adjusted in accordance with the listing rules in the event of a reorganisation (including a consolidation, sub-division, reduction or return) • Shares issued on conversion of the Smith Options rank equally with existing fully paid ordinary Shares in the capital of the Company
Transferable	Yes
Listed or Unlisted	Unlisted

- (e) The amount raised from the Smith Options will be dependent on whether or not such Smith Options are exercised in the future. The maximum amount that could be raised from the exercise of all such Smith Options is approximately A\$756,000. Any funds raised from the exercise of the Smith Options will form part of the Company's working capital; and
- (f) a voting exclusion statement applies to Resolution 5.

5.4 Directors' Recommendation

The Directors (with Maynard Smith abstaining) recommend that Shareholders vote in favour of Resolution 5.

Resolution 6 – Approval of the Issue of Options to Senior Managers and consultants

6.1 Background

The Board has resolved to issue 9,450,000 options over Shares ("Incentive Options") to a number of senior managers and consultants ("Recipients"), in recognition of the provision to their services to the Company.

The Board believes that the number of Incentive Options to be issued to the Recipients is commensurate with the value that they have provided to the Company.

6.2 Listing Rule 7.1

Listing Rule 7.1 provides that a listed entity must not issue equity securities that total more than 15% of its fully paid ordinary Shares in a 12 month period without the approval of Shareholders.

Resolution 6 seeks Shareholder approval under Listing Rule 7.1 for the issue to the Recipients of 9,450,000 Incentive Options.

6.3 Information required by Listing Rule 7.3

For the purposes of Listing Rule 7.3 the following information to be provided:

- (a) the maximum number of Incentive Options to be issued to the Recipients is 9,450,000;
- (b) the Incentive Options will be issued and allotted promptly after approval is given, but in any event within 3 months after the date of the meeting, or adjournment of the meeting, at which Resolution 6 is approved;
- (c) the Incentive Options will be issued to certain senior managers and consultants of the Company which have significantly contributed to the growth and development of the Company;
- (d) a summary of the terms and conditions of the Incentive Options is as follows:

Issue Price	Nil
Exercise Price	A\$0.12
Expiry Date	5pm Sydney time, 31 December 2021
Conversion Ratio	<ul style="list-style-type: none"> • each Incentive Option converts to one fully paid ordinary Share in the capital of the Company • the exercise price or conversion ratio of the Incentive Options will be adjusted in accordance with the listing rules in the event of a reorganisation (including a consolidation, sub-division, reduction or return) • Shares issued on conversion of the Incentive Options rank equally with fully paid ordinary Shares in the capital of the Company
Transferable	Yes
Listed or Unlisted	Unlisted

- (e) the amount raised from the Incentive Options will be dependent on whether or not such Incentive Options are exercised in the future. The maximum amount that could be raised from exercise of all such Incentive Options is approximately A\$1,134,000. Any funds raised from the exercise of the Incentive Options will form part of the Company's working capital; and
- (f) a voting exclusion statement applies to Resolution 6.

6.4 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 6.

All Correspondence to:

- ✉ **By Mail:** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am AEST on Saturday 16 September 2017.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** www.votingonline.com.au/byronenergyegm2017
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am AEST on Saturday 16 September 2017**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 🖥 **Online** www.votingonline.com.au/byronenergyegm2017
- 📠 **By Fax** +61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Byron Energy Limited

ABN 88 113 436 141

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Byron Energy Limited** and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Extraordinary General Meeting of **Byron Energy Limited** to be held at **Boardroom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000 on Monday 18 September 2017 at 11:00am AEST** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business. If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

	FOR	AGAINST	ABSTAIN*		FOR	AGAINST	ABSTAIN*
Resolution 1A Approval to issue Shares to Directors and their associates - Douglas (Doug) Battersby.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 2 Approval to Issue 327,284,547 Placement Shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 1B Approval to issue Shares to Directors and their associates - Maynard Smith.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 3 Approval of the Issue of Options to Prent Kallenberger or his nominee.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 1C Approval to issue Shares to Directors and their associates - Paul Young.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 4 Approval of the Issue of Options to William (Bill) Sack or his nominee.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 1D Approval to issue Shares to Directors and their associates - Charles Sands.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 5 Approval of the Issue of Options to Maynard Smith or his nominee.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 1E Approval to issue Shares to Directors and their associates - William (Bill) Sack.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 6 Approval of the Issue of Options to Senior Managers and consultants	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2017