



ACN 101 676 779

NOTICE OF ANNUAL GENERAL MEETING

**The Annual General Meeting of the Company will be held at
The Radisson Blu Plaza Hotel, 27 O'Connell Street,
Sydney, New South Wales 2000, Australia
on Thursday 15 November 2018 at 2:30pm (AEDT)**

The Notice of Annual General Meeting 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 adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on +61 8 9366 3700.

Shareholders are urged to attend the Annual General Meeting or vote following the directions on the Proxy Form attached to the Notice.

LIQUEFIED NATURAL GAS LIMITED

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of Shareholders of Liquefied Natural Gas Limited (**Company**) will be held at The Radisson Blu Plaza Hotel, 27 O'Connell Street, Sydney, New South Wales 2000, Australia on Thursday 15 November 2018 at 2:30pm (AEDT) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the 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 of the Company on Tuesday 13 November 2018 at 7:00pm (AEDT).

Terms and abbreviations used in the Notice are defined in Schedule 1.

AGENDA

1. Annual Report

To consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2018, which includes the Financial Report, the Directors' Report, and the Auditor's Report.

2. Resolution 1 – Remuneration Report

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

"That the Remuneration Report for the financial year ended 30 June 2018 be adopted."

Voting Exclusion

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (b) the person is the Chairman and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chairman to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. Resolution 2 – Re-election of Richard Jonathan Beresford as a Director

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

"That Mr Beresford who retires in accordance with Rule 9.1(e)(2) of the Constitution and, being eligible, offers himself for re-election, be elected as a Director."

4. Resolution 3 – Re-election of Douglas Michael Steuert as a Director

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

"That Mr Steuert who retires in accordance with Rule 9.1(e)(2) of the Constitution and, being eligible, offers himself for re-election, be elected as a Director."

5. Resolution 4 – Approval of Issues of Securities under the Incentive Rights Plan

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

"That, for the purposes of ASX Listing Rule 7.2 (Exception 9(b)) and for all other purposes, approval is given for the issue of securities under the Liquefied Natural Gas Limited Incentive Rights Plan on the terms and conditions summarised in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution 4 by or on behalf of any Director of the Company (except a Director who is ineligible to participate in any employee incentive scheme in relation to the Company) and any associates of such a Director. However, the Company will not disregard a vote if:

- (a) it is cast by the 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 Chairman as a 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. Resolution 5 – Issue of Incentive Rights to Gregory Matthew Vesey

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

"That, for the purposes of ASX Listing Rule 10.14, and for all other purposes, the grant of up to 1,600,000 Incentive Rights consisting of up to 960,000 Performance Rights and up to 640,000 Retention Rights to Gregory Matthew Vesey under the Incentive Rights Plan on the terms and conditions summarised in the Explanatory Memorandum be approved."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution 5 by or on behalf of any Director of the Company who is eligible to participate in the Incentive Rights Plan and any associate of such a Director. However, the Company will not disregard a vote if:

- (a) it is cast by the 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 Chairman 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.

7. Resolution 6 – Issue of NED Rights to Paul Joseph Cavicchi

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

“That, for the purposes of ASX Listing Rule 10.14, and for all other purposes, the grant of up to 223,100 NED Rights to Paul Joseph Cavicchi under the NED Rights Plan on the terms and conditions summarised in the Explanatory Memorandum be approved.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution 6 by or on behalf of any Director of the Company who is eligible to participate in the NED Rights Plan and any associate of such a Director. However, the Company will not disregard a vote if:

- (a) it is cast by the 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 Chairman 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.

8. Resolution 7 – Issue of NED Rights to Richard Jonathan Beresford

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

“That, for the purposes of ASX Listing Rule 10.14, and for all other purposes, the grant of up to 138,240 NED Rights to Richard Jonathan Beresford under the NED Rights Plan on the terms and conditions summarised in the Explanatory Memorandum be approved.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution 7 by or on behalf of any Director of the Company who is eligible to participate in the NED Rights Plan and any associate of such a Director. However, the Company will not disregard a vote if:

- (a) it is cast by the 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 Chairman 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.

9. Resolution 8 – Issue of NED Rights to Leanne Kay Bond

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

“That, for the purposes of ASX Listing Rule 10.14, and for all other purposes, the grant of up to 138,240 NED Rights to Leanne Kay Bond under the NED Rights Plan on the terms and conditions summarised in the Explanatory Memorandum be approved.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution 8 by or on behalf of any Director of the Company who is eligible to participate in the NED Rights Plan and any associate of such a Director. However, the Company will not disregard a vote if:

- (a) it is cast by the 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 Chairman 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.
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10. Resolution 9 – Issue of NED Rights to Douglas Michael Steuert

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

“That, for the purposes of ASX Listing Rule 10.14, and for all other purposes, the grant of up to 138,240 NED Rights to Douglas Michael Steuert under the NED Rights Plan on the terms and conditions summarised in the Explanatory Memorandum be approved.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution 9 by or on behalf of any Director of the Company who is eligible to participate in the NED Rights Plan and any associate of such a Director. However, the Company will not disregard a vote if:

- (a) it is cast by the 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 Chairman 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.
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11. Resolution 10 – Issue of NED Rights to Philip D. Moeller

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

“That, for the purposes of ASX Listing Rule 10.14, and for all other purposes, the grant of up to 138,240 NED Rights to Philip D. Moeller under the NED Rights Plan on the terms and conditions summarised in the Explanatory Memorandum be approved.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution 10 by or on behalf of any Director of the Company who is eligible to participate in the NED Rights Plan and any associate of such a Director. However, the Company will not disregard a vote if:

- (a) it is cast by the 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 Chairman 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.
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12. Resolution 11 – Ratification of Share Placement

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

“That, for the purposes of ASX Listing Rule 7.4, and for all other purposes, Shareholders ratify the prior issue of 56,444,500 Shares under the Share Placement on the terms and conditions described in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution 11 by or on behalf of a person who participated in the Share Placement and any associate of that person. However, the Company will not disregard a vote if:

- (a) it is cast by a person as 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 Chairman 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.

13. Resolution 12 – Board Spill Meeting (Contingent Resolution)

Note – the following Resolution will only be put to the Meeting if at least 25% of votes cast on Resolution 1 (to adopt the Remuneration Report) are “against” that Resolution. If less than 25% of the votes cast on Resolution 1 are against that Resolution, then there will be no second strike and Resolution 12 will not be put to the Meeting.

If put, the Meeting is to consider the following as an ordinary resolution:

“That, as required by Division 9 of Part 2G.2 of the Corporations Act:

- (a) a meeting of the Company’s members be held within 90 days of the date of this Meeting (the Spill Meeting);*
- (b) all of the Directors in office when the Board resolution to approve the Directors’ Report for the financial year ended 30 June 2018 was passed (excluding the Managing Director, Mr Gregory Matthew Vesey) who remain in office as Directors at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*
- (c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting.”*

Voting Exclusion

In accordance with section 250V(2) of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (b) the person is the Chairman and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chairman to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

BY ORDER OF THE BOARD



Kinga Doris

General Counsel and Joint Company Secretary

Dated: 4 October 2018

LIQUEFIED NATURAL GAS LIMITED

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EXPLANATORY MEMORANDUM

Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at The Radisson Blu Plaza Hotel, 27 O'Connell Street, Sydney, New South Wales 2000, Australia on Thursday 15 November 2018 at 2:30pm (AEDT) (**Meeting**).

The Explanatory Memorandum forms part of the Notice, which should be read in its entirety. The Explanatory Memorandum contains information relevant to the approvals being sought at the Meeting.

To assist Shareholders in deciding how to vote on the Resolutions, the Explanatory Memorandum includes information under the following headings:

Section 1:	Annual Report
Section 2:	Resolution 1 – Remuneration Report
Section 3:	Resolution 2 – Re-election of Richard Jonathan Beresford as a Director
Section 4:	Resolution 3 – Re-election of Douglas Michael Steuert as a Director
Section 5:	Resolution 4 – Approval of Issues of Securities under the Incentive Rights Plan
Section 6:	Resolutions 5 to 10 – Issue of Rights under the Plans
Section 7:	Resolution 5 – Issue of Incentive Rights to Gregory Matthew Vesey
Section 8:	Resolution 6 – Issue of NED Rights to Paul Joseph Cavicchi
Section 9:	Resolution 7 – Issue of NED Rights to Richard Jonathan Beresford
Section 10:	Resolution 8 – Issue of NED Rights to LEEANNE KAY BOND
Section 11:	Resolution 9 – Issue of NED Rights to Douglas Michael Steuert
Section 12:	Resolution 10 – Issue of NED Rights to Philip D. Moeller
Section 13:	Resolution 11 – Ratification of Share Placement

Section 14:	Resolution 12 – Board Spill Meeting (Contingent Resolution)
Schedule 1:	Definitions
Schedule 2:	Summary of Incentive Rights Plan
Schedule 3:	Summary of NED Rights Plan

Proxies

A Proxy Form is attached to (and forms part of) the Notice. This is to be used by Shareholders if they wish to appoint a proxy to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

Proxy Forms must be received by the Company by no later than 2:30pm (AEDT) on Tuesday 13 November 2018, being at least 48 hours before the Meeting.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

Alternatively, Shareholders can vote online by visiting <http://www.linkmarketservices.com.au>. Select “Shareholders Login” and enter Liquefied Natural Gas Limited or the ASX code (LNG) in the “Issuer Name” field, your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) which is shown on the front of your Proxy Form, postcode, and security code which is shown on the screen and click “Login”. Select the “Voting” tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.

If you appoint the Chairman as your proxy, or the Chairman is appointed as your proxy by default, please note that the Chairman intends to vote all undirected proxies held by him, and which are able to be voted, **in favour** of Resolutions 1 to 11 and **against** Resolution 12 (if Resolution 12 is put to the Meeting).

Voting Prohibition by Proxy Holders (Remuneration of Key Management Personnel)

To the extent required by section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolutions 1, 4 to 10 or 12 if the person is either a member of Key Management Personnel or a Closely Related Party of such a member and the appointment does not specify the way the proxy is to vote on the Resolution. However, the proxy may vote if the proxy is the Chairman and the appointment expressly authorises the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel.

If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on any of Resolutions 1, 4 to 10 or 12, by signing and returning the Proxy Form (including via the online voting facility described above), you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel.

1. Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report, and the Auditor's Report for the financial year ended 30 June 2018.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

(a) discuss the Annual Report which is available online at:

http://www.Inglimited.com.au/site/PDF/6155_1/2018AnnualReport;

(b) ask questions about, or comment on, the management of the Company; and

(c) ask the auditor questions about the conduct of the audit, the preparation and content of the Auditor's Report, accounting policies adopted by the Company and the independence of the auditor.

In addition to taking questions at the Meeting, written questions to the Chairman or to the Company's auditor about:

(a) the preparation and content of the Auditor's Report;

(b) the conduct of the audit;

(c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and

(d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

2. Resolution 1 – Remuneration Report

In accordance with subsection 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report, which sets out the remuneration policy for the Company and the remuneration arrangements in place for the Key Management Personnel.

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors or the Company. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

However, under the “two strikes” rule, the Company will be required to put a resolution to Shareholders to hold new elections of Directors if, at two consecutive annual general meetings, more than 25% of the votes cast on a resolution to adopt the Remuneration Report (such as Resolution 1) are cast against that resolution.

At the Company's 2017 annual general meeting, 60.26% of the votes were cast against the resolution to adopt the Remuneration Report. Accordingly, if 25% or more of the votes cast at the Meeting on Resolution 1 are against that Resolution to adopt the Remuneration Report, then the Company will be required to propose a resolution (the contingent resolution set out as Resolution 12) to hold another general meeting within the following 90 days (a **Spill Meeting**). If more than 50% of Shareholders vote in favour of Resolution 12, then at the Spill Meeting all Directors (other than the Managing Director) will cease to hold office immediately before the end of the Spill Meeting but may, if eligible, stand for re-election at the Spill Meeting. Following the Spill Meeting, those persons whose election or re-election as Directors is approved would (together with the Managing Director) be the Directors of the Company. For further details see Section 14 below.

Key Management Personnel, details of whose remuneration are included in the Remuneration Report, and their Closely Related Parties, are prohibited from voting on Resolution 1, except in the circumstances described in the voting exclusion set out in the Notice.

The Chairman will allow a reasonable opportunity for Shareholders at the Meeting to ask about, or make comments on, the Remuneration Report.

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board recommends that Shareholders vote in favour of the adoption of the Remuneration Report.

3. Resolution 2 – Re-election of Richard Jonathan Beresford as a Director

In accordance with Listing Rule 14.4, a Director must not hold office (without re-election) past the third annual general meeting following the Director's appointment, or 3 years, whichever is longer.

Rule 9.1(e)(2) of the Constitution requires that one third of the Directors (excluding the Managing Director), rounded down if necessary to the nearest whole number, must retire from office at an annual general meeting.

Rule 9.1(h) of the Constitution provides that a Director who retires under Rule 9.1(e)(2) of the Constitution is eligible for re-election.

Resolution 2 therefore provides that Mr Beresford retires and seeks re-election.

Mr Beresford has served on the Board from 2004, and as Chairman from 2010 to 2016. He is a member of the Compensation Committee, and Corporate Governance and Nominating Committee.

The Board considers that Mr Beresford qualifies as an independent director.

Mr Beresford served as a director of Eden Innovations Limited (ASX: EDE) from 2007 to May 2018. Mr Beresford also held the position of executive chairman of Black Rock Mining Limited (formerly Green Rock Energy Limited) (ASX: BKT), a Perth based energy explorer and developer from 2012 to 2015. Prior to his appointment as executive chairman he was the managing director and a non-executive director from 2008 to 2012. Prior to that Mr Beresford was Head of Gas Strategy and Development of CLP Power Hong Kong Limited from 2005 to 2007.

Prior to that Mr Beresford spent five years with Woodside Petroleum Limited and 12 years with British Gas Plc.

Mr Beresford holds a BSc in Mechanical Engineering from University of Nottingham and MSc in Technology and Development from Imperial College London.

Skills contributed to the LNGL Board include:

Technology and Innovation	Risk Management	International experience
Auditing and accounting	Business strategy	Contracts Negotiation
Project Management	Health and Safety	Finance
Government/Community Relations	Environmental and Sustainability Matters	Marketing and Business development
Corporate Governance and M&A	Project engineering, construction, execution	Legal and Regulatory

The Board (excluding Mr Beresford) recommends that Shareholders vote in favour of Resolution 2.

4. Resolution 3 – Re-election of Douglas Michael Steuert as a Director

In accordance with Listing Rule 14.4, a Director must not hold office (without re-election) past the third general meeting following the Director's appointment, or 3 years, whichever is longer.

Rule 9.1(e)(2) of the Constitution requires that one third of the Directors (excluding the Managing Director), rounded down if necessary to the nearest whole number, must retire from office at an annual general meeting.

Rule 9.1(h) of the Constitution provides that a Director who retires under the Rule 9.1(e)(2) of the Constitution is eligible for re-election.

Resolution 3 therefore provides that Mr Steuert retires and seeks re-election.

Mr Steuert was appointed to the Board in February 2015. He is a chair of the Audit Committee, and a member of the Safety, Sustainability, People and Culture Committee and the Compensation Committee.

The Board considers that Mr Steuert qualifies as an independent director.

Mr. Steuert also serves on the board of directors of Weyerhaeuser Corporation since 2004; and Great Lakes Dredge and Dock Company since January 2017. Mr. Steuert served on the board of Prologis, Inc. from 2003 to 2015 and Kurion Inc. from 2012 to 2016.

Mr. Steuert's most recent executive position was as Chief Financial Officer and Senior Vice President and Principal Accounting Officer of Fluor Corporation from 2001 until his retirement in 2012. Previously Mr. Steuert has been CFO of Litton Industries from 1999 to 2001; Chief Financial Officer and Senior Vice President of GenCorp Inc. from 1990 to 1999; and prior to that, held developmental controllership and treasury positions in US and Europe with TRW Inc.

Mr Steuert earned both Bachelor's and Master's degrees from the Carnegie Mellon University and has completed postgraduate training at Harvard University and the University of Pennsylvania's Wharton School of Business.

Skills contributed to the LNGL Board include:

Project Management	Audit and accounting	Mergers and acquisitions
Project Engineering, Construction and Execution	Finance	International Experience
Risk Management	Corporate Governance	

The Board (excluding Mr Steuert) recommends that Shareholders vote in favour of Resolution 3.

5. Resolution 4 – Approval of Issues of Securities under the Incentive Rights Plan

5.1 Background

The Company has in place the following Rights plans:

- (a) The Liquefied Natural Gas Limited Incentive Rights Plan (applicable to eligible employees of the Company and forming the LTI component of the executive and staff remuneration structure) (**Incentive Rights Plan**); and
- (b) The Liquefied Natural Gas Limited Non-Executive Director (**NED**) Rights Plan (applicable to Non-Executive Directors) (**NED Rights Plan**),

(the **Plans**).

These Plans provide for the issuance of Rights which vest subject to the satisfaction of conditions. The conditions under the Incentive Rights Plan relate to performance and passing of time, while the conditions under the NED Rights Plan relate to the passing of time only.

The Plans were initially approved by Shareholders (for the purposes of Listing Rule 7.2 Exception 9(b)) at the 2013 annual general meeting held on 25 November 2013. Following the initial approval, a revised version of the Incentive Rights Plan was approved at the 2015 annual general meeting held on 19 November 2015. Given that the approval of the NED Rights Plan is valid for three years from the date of Shareholder approval, the NED Rights Plan was approved at the 2016 annual general meeting held on 17 November 2016 as a matter of good corporate governance. It was noted, however, that the NED Rights Plan approval was not strictly required because grants of NED Rights are approved under Listing Rule 10.14 and therefore already fall within an exception under Listing Rule 7.2.

Schedule 2 contains a summary of the Incentive Rights Plan and Schedule 3 contains a summary of the NED Rights Plan. Further details in relation to the Plans were set out in notices of annual general meeting released to ASX on 25 October 2013, 22 October 2014, 19 October 2015, 18 October 2016 and 17 October 2017 respectively.

5.2 Approval Sought

As set out in Section 5.1 above, three years have passed since the approval of the revised Incentive Rights Plan by Shareholders at the annual general meeting held on 19 November 2015. Given that the approval for the Incentive Rights Plan is valid for 3 years from the date of the Shareholder approval, the Company is seeking to

renew the approval at the Meeting for the purposes of Listing Rule 7.2, Exception 9(b) (so that issues made pursuant to the Incentive Rights Plan will not count towards the Company's Listing Rule 7.1 placement capacity).

The Shareholder approval of the NED Rights Plan obtained at the 2016 annual general meeting held on 17 November 2016 remains in force and therefore the Company is not seeking to renew the NED Rights Plan approval at the Meeting.

The following information is provided for the purposes of Listing Rule 7.2 Exception 9(b):

(a) **A summary of the terms of the Incentive Rights Plan**

A summary of the terms of the Incentive Rights Plan is set out in Schedule 2. A full copy of the terms of the Incentive Rights Plan can be sent to Shareholders on request.

(b) **The number of securities issued under the Incentive Rights Plan since the date of the last approval**

As at the date of this Notice, a total of 18,955,500 Incentive Rights have been issued under the Incentive Rights Plan since the Incentive Rights Plan was approved by Shareholders at the annual general meeting held on 19 November 2015. Of these, 3,200,000 were issued to Gregory Matthew Vesey; 15,755,500 were issued to staff and executives (excluding Gregory Matthew Vesey); 17,180,200 were issued to US employees (including executives and Gregory Matthew Vesey); and none were issued to consultants. These figures exclude the 1,600,000 Incentive Rights to be issued to Gregory Matthew Vesey pursuant to Resolution 5.

(c) **A voting exclusion statement**

A voting exclusion statement for Resolution 4 is included in the Notice.

The Non-Executive Directors (all of whom are unable to participate in the Incentive Rights Plan) recommend that Shareholders vote in favour of this Resolution 4.

The Chairman intends to cast all undirected proxies in favour of Resolution 4.

6. Resolutions 5 to 10 – Issues of Rights under the Plans

6.1 Remuneration structure and policies

The Remuneration Report, which is the subject of Resolution 1, sets out the remuneration policies of the Company and the remuneration structures for executives and staff and for NEDs.

The remuneration structure for executives and staff consists of a base salary, a short-term incentive (**STI**) based on corporate and individual performance that is paid annually (subject to performance and Board discretion), and an annual grant of long-term incentive(s) (**LTI**) primarily based on the performance of the Company over multiple years.

The remuneration structure for NEDs consists of a base fee, certain committee fees, and grants of options or NED Rights structured so as not to compromise the independence of the NEDs. The composition of the Board of Directors comprises a majority of US-based NEDs.

The Board recognises a need for the Company to manage its existing liquidity in line with its cash management plan. To conserve cash, in addition to a 20% reduction in the cash component of the relevant Board fee structure in 2016, the Board resolved to further reduce the fee structure cash component by 10% in 2017. The Board resolved to maintain the same fee structure in 2018 as agreed in 2017. The following chart conveys the fee structure cash component agreed by the Board in each of the last three calendar years ending 31 December, respectively.

Director Pay Cash Elements	2016 Fee Structure	2017 Fee Structure	2018 Fee Structure
Chairman of the Board Base Fee	\$216,000	\$194,000	\$194,000
NED Base Fee	\$96,000	\$86,400	\$86,400
Committee Chair Fee	\$20,000	\$18,000	\$18,000
Committee Member Fee	\$10,000	\$9,000	\$9,000

***IMPORTANT NOTES:** Cash remuneration paid to Board members in each of the last three fiscal years ending 30 June, respectively, as reported in the Annual Report, may differ from the calendar year fee structure amounts outlined above due to the timing of the implementation of the reductions to the fee structure cash component agreed by the Board during the three-year reporting period.

The amounts indicated above are denominated in Australian dollars for Australian-based NEDs and US dollars for US-based NEDs. No Australian dollar equivalent is provided for the US-based NEDs as these amounts are subject to currency fluctuations. However, the Australian dollar equivalent can be ascertained by multiplying the USD/AUD exchange rate by the US dollar amount. Assuming, the USD/AUD exchange rate was 1.25, a NED Base Fee of US\$86,400 would have converted to A\$108,000). The FY2017 changes were implemented with effect from 1 September 2016.

The following table reflects the target values for the NED Rights in FY2016, FY2017 and FY2018 respectively.

NED Rights	FY2016	FY2017	FY2018
Chairman of the Board Rights Target Value	\$124,000	\$111,550	\$111,550
NED Rights Target Value	\$76,800	\$69,120	\$69,120

***IMPORTANT NOTE:** For the purpose of NED Rights calculations only, equity awards are calculated as if all NED fees were paid in Australian dollars, notwithstanding that US NEDs cash component are paid the same dollar figure but in US dollars.

Upon vesting of a Right, the Shares issued to Directors and Key Management Personnel shall remain subject to the Company's Stock Ownership Guidelines as further provided below. Shares issued to a member of Key Management Personnel

shall initially be held in trust for the participant for a period of two years. All Shares issued under the Plans shall always remain subject to restrictions on dealing relating to compliance with the Company's securities trading policy and with all relevant insider trading laws.

The Board has adopted formal Stock Ownership Guidelines for Key Management Personnel whereby each member of Key Management Personnel shall strive to maintain the following equity stake in the Company:

Role	Minimum ownership	Holding requirement
CEO	5x base pay	Each executive officer must retain 75 percent of all net Shares (post tax) that vest under the Incentive Rights Plan until the minimum Share ownership requirement is achieved.
CFO, CTO, CDO, GC	2.5x base pay	
Other executive officers designated by the Compensation Committee from time to time	2.5x base pay	Guidelines are expected to be met by 30 June 2023. If the executive officer is promoted to a position that has a higher ownership requirement, the higher standard will apply as of the promotion date and 75 percent of net vested Shares should be retained until such time that the higher ownership requirement is met.
NEDs	3x annual Board cash retainer	Each NED must retain 50 percent of all Shares that vest under the NED Rights Plan until the minimum Share ownership requirement is achieved. Guidelines are expected to be met by 30 June 2021.

In relation to the Incentive Rights Plan, the Compensation Committee considers that it is in the interests of Shareholders for selected executives to receive part of their total remuneration package in the form of at-risk securities that will vest based on performance against indicators that are linked to Shareholder benefit during a defined measurement period. The Incentive Rights Plan is therefore designed to accommodate a significant component of at-risk remuneration and to create alignment between Shareholder benefit and the remuneration of selected executives and Key Management Personnel.

In addition to these Performance Rights which vest upon realisation of certain targets against set indicators, the Compensation Committee continues the program of issuance of Retention Rights that vest over a specified timeframe. This follows North American remuneration best practices and addresses an effort to increase shareholdings by Company staff, which the Compensation Committee believes reduces the risk of loss of Key Management Personnel over time while aligning staff and Shareholder goals.

The Compensation Committee seeks to ensure that grants of Rights to executives are made at a level that will appropriately position their total remuneration package in the market, in accordance with the Company's remuneration policies. The

Compensation Committee and the Board regularly review market positioning and the elements and mix of remuneration for Key Management Personnel to ensure remuneration remains reasonable, within the range of market practices, and is appropriate to the circumstances of the Company and the relevant Key Management Personnel.

In relation to the NED Rights Plan, the Board recognises that some stakeholders see the participation of NEDs in securities-based incentive plans designed for executives as compromising the independence of NEDs in overseeing the operation of the Incentive Rights Plan. Therefore, the Company designed a separate plan to provide securities to NEDs through grants of NED Rights made under the NED Rights Plan that do not have performance-based vesting conditions and are not linked with the vesting of executive incentives.

6.2 Overview of approvals sought

Listing Rule 10.11 requires a listed entity to obtain shareholder approval for the issue of securities to related parties, which include directors of a company.

Listing Rule 10.12, exception 4 provides that approval under Listing Rule 10.11 is not required where securities are to be issued to a person under an employee incentive scheme where that issue has been approved under Listing Rule 10.14.

Listing Rule 10.14 requires a listed entity to obtain shareholder approval for the issue of securities under an 'employee incentive scheme' to certain parties, including a director, or an associate of a director, of the company.

Accordingly, the Company is seeking Shareholder approval under Listing Rule 10.14 before issuing Incentive Rights to Gregory Matthew Vesey under the Incentive Rights Plan, and before issuing NED Rights to the NEDs under the terms of the NED Rights Plan. Resolutions 5 to 10 seek Shareholder approval for this purpose.

All of the information that is required to be provided to Shareholders under Listing Rule 10.15 in order to obtain Shareholder approval under Listing Rule 10.14 for Resolutions 5 to 10 is set out in Sections 7 to 12 below.

If approval is given under Listing Rule 10.14, approval is not required under Listing Rule 7.1 (and, if approved, the issues of Incentive Rights and NED Rights under Resolutions 5 to 10 (and Shares issued on vesting of such Rights) will not count towards the Company's Listing Rule 7.1 placement capacity).

The Compensation Committee and the Board have, together with their professional advisers, considered the proposed issues of Rights to Directors and, taking into account the circumstances of the Company and its subsidiaries, the circumstances of the Directors, and the remuneration practices of other similar entities, consider that the financial benefits provided to the Directors by way of the Rights (together with the other elements of their remuneration packages) constitute reasonable remuneration.

7. Resolution 5 – Issue of Incentive Rights to Gregory Matthew Vesey

Resolution 5 seeks Shareholder approval for the offer and grant of up to 1,600,000 Incentive Rights, consisting of up to 640,000 Retention Rights and up to 960,000 Performance Rights, to Mr Vesey or an entity or person associated with him in accordance with Listing Rule 10.14.

The following information is provided for the purposes of Listing Rule 10.15:

(a) The maximum number of securities that may be acquired by all persons for whom approval is required

A maximum of 1,600,000 Incentive Rights will be issued to Mr Vesey or an associated person or entity. These Incentive Rights could potentially vest and be exercised into no more than 1,600,000 Shares.

(b) The price (including a statement whether the price will be, or be based on, the market price), or the formula for calculating the price, for each security to be acquired under the scheme

The Company will issue the Incentive Rights to Mr Vesey or an associated person or entity at no cost and no exercise price will be payable upon vesting of the Incentive Rights. In accordance with the terms of the Incentive Rights Plan, the Incentive Rights will vest and convert to Shares in the Company if the following conditions are met:

(i) Vesting of Retention Rights

The Retention Rights will vest in full if Mr Vesey remains actively employed on the last date of the Measurement Period. The Measurement Period commenced on 1 July 2018 and ends on 30 June 2021.

(ii) Vesting of Performance Rights

The Performance Rights will partially or fully vest if the Company's Total Shareholder Return (**TSR**, as defined below) is equal to or greater than 100% of the Market Adjusted Total Shareholder Return (**MATSR**) of the ASX All Ordinaries Accumulation Index (**XAOAI**), with 25% vesting achieved if the Company's TSR is 100% of the XAOAI TSR (i.e. return performance percentages are equal) at the end of the Measurement Period and 100% vesting achieved if the Company's TSR is 200% of the XAOAI TSR or greater (i.e., Company's percentage return performance is at least double XAOAI's percentage return performance) at the end of the Measurement Period.

Vesting percentages for relative TSR performance between 100% and 200% of the XAOAI TSR will be calculated using linear interpolation, rounded down to the nearest whole Share, provided that, if the Company's TSR during the Measurement Period is negative (i.e. below 0%), the Performance Right payouts will be the lower of the linear interpolation calculation amount or 50% of the maximum award amount. The following table sets forth the vesting schedule for the Performance Rights.

LNG TSR relative to XAOAI TSR	Vesting % (of maximum grant)	Performance Level
Less than 100%	0%	
100%	25%	Threshold
>100% < 200%	Linear interpolation between 25% and 100%	
200% or Greater	100%	Target
TSR < 0%	Lower of linear interpolation calculation amount or 50% of maximum award	Award is Capped

The Measurement Period commenced on 1 July 2018 and ends on 30 June 2021.

For Mr Vesey, an additional 2-year retention period has been imposed during which any Shares issued on vesting of Incentive Rights may only be sold to cover tax liabilities resulting from the vesting.

Total shareholder return (**TSR**) is a measure which combines Share price appreciation over a period and dividends paid during that period (assuming dividends are reinvested into Shares) to show the total return to Shareholders over a period. When calculating the Company's TSR, its Share price at the beginning and end of the Measurement Period shall be calculated as the volume weighted average price (**VWAP**) of Shares on ASX over the 30 days immediately preceding the relevant dates.

The Board applied a VWAP of A\$0.52 for Shares and 62,435 for the XAOAI (the volume weighted average prices for a 30-day period ending on the first day of the Measurement Period).

(c) The names of all persons referred to in Listing Rule 10.14 who received securities under the scheme since the last approval, the number of securities received, and acquisition price for each security

Since the approval obtained at the 2015 annual general meeting, the following persons referred to in Listing Rule 10.14 have received Incentive Rights under the Incentive Rights Plan:

Name	Date of issue	Number received	Acquisition Price
Fletcher Maurice Brand	December 2015	563,345	Nil
Gregory M Vesey	December 2016	1,600,000	Nil
Gregory M Vesey	December 2017	1,600,000	Nil

Certain Incentive Rights were also issued under the Incentive Rights Plan to staff during the 2018 financial year.

(d) The names of all persons referred to in Listing Rule 10.14 entitled to participate in the scheme

The Incentive Rights Plan is open to employees and Executive Directors of the Company and its subsidiaries, at the discretion of the Board. Mr Vesey, as the Managing Director and Chief Executive Officer of the Company, is the only Director eligible to participate (directly or through his associated persons or entities) in the Incentive Rights Plan.

Any further persons referred to in Listing Rule 10.14 (for whom Shareholder approval is required) will not participate in the Incentive Rights Plan unless and until approval is obtained under Listing Rule 10.14.

(e) A voting exclusion statement

A voting exclusion statement for Resolution 5 is included in the Notice.

(f) The terms of any loan in relation to the acquisition

The Company will not loan any monies in relation to the acquisition of Incentive Rights by Mr Vesey or on vesting of the Incentive Rights.

(g) The date by which the entity will issue the securities, which must be no later than 12 months after the meeting

Subject to Shareholder approval, the Incentive Rights will be issued to Mr Vesey on a date not later than 12 months after the date of the Meeting or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules.

(h) Other information that may be relevant to the decision of Shareholders

(i) Mr Vesey currently receives a base salary of US\$635,000 per annum, equivalent to A\$846,667 based on an exchange rate of 0.75. Mr Vesey currently holds 850,000 Shares and 3,200,000 Incentive Rights.

(ii) Should the Incentive Rights to be granted to Mr Vesey in accordance with Resolution 5 vest at the maximum level, his interest in the Company's issued capital will increase by approximately 0.31% (assuming no prior exercise of Rights or Options by any other holder). In turn, the remaining Shareholders will have their existing interests diluted in proportion to the additional 1,600,000 Shares that will issue on vesting of these Incentive Rights.

(iii) There will be no amount raised due to the vesting of Mr Vesey's Incentive Rights.

(iv) A valuation of the Incentive Rights has been undertaken by an independent accounting firm, HLB Mann Judd, with each Performance Right being valued at A\$0.6180 and each Retention Right being valued at A\$0.7452, giving the Incentive Rights a maximum total value of A\$1,070,187 as at the date of the valuation (being 10 September 2018). The key assumptions underpinning the valuation were as follows:

(A) the measurement date is the grant date, which is generally the date of Shareholder approval. For the purposes of this valuation, a proxy grant date of 10 September 2018 has been used;

(B) the Share price on the grant date was assumed to be A\$0.7452 (being a 30 day VWAP as at 10 September 2018) for the Performance Rights and the Retention Rights;

- (C) risk-free rate of 1.995%;
- (D) volatility of the underlying Share of 81.3% in respect of the Performance Rights and 78.2% in respect of the Retention Rights (the volatility of the XAOAI assumed to be 13.7% for the equivalent period);
- (E) there being a three-year vesting period and two-year retention period; and
- (F) the valuation of the Performance Rights was conducted using Monte Carlo and Trinomial Tree Methods and the valuation of the Retention Rights was conducted using a Trinomial Tree Method.

Note: The valuation noted above is not necessarily the market price that the Incentive Rights could be traded at and is not automatically the market price for taxation purposes.

- (v) All of the Directors, other than Mr Vesey, agree that the number of Incentive Rights to be issued to Mr Vesey is appropriate given the benefit to the Company of retaining his services.
- (vi) Details of any Incentive Rights issued under the Incentive Rights Plan will be published in each annual report of the Company relating to a period in which Incentive Rights have been issued, and noting that approval for the issue of Incentive Rights was obtained under Listing Rule 10.14.

(i) Non-Executive Directors' recommendation

The Non-Executive Directors consider that the issue of Incentive Rights to Mr Vesey under the Incentive Rights Plan is in the Company's interests as it further aligns the interests of Mr Vesey as an Executive Director with the interests of the Company's Shareholders to maximise Shareholder value. Further, the issue of the Incentive Rights provides cost effective consideration to Mr Vesey in his role as Managing Director and Chief Executive Officer of the Company.

Accordingly, the Non-Executive Directors unanimously recommend that Shareholders vote in favour of Resolution 5.

8. Resolution 6 – Issue of NED Rights to Paul Joseph Cavicchi

Resolution 6 seeks Shareholder approval for the offer and issue of up to 223,100 NED Rights to Paul Joseph Cavicchi, or an entity or person associated with him. The NED Rights represent a target value of A\$111,550, which amount represents 57.5% of the base Chairman fee of A\$194,000 for the current financial year (although note that Mr Cavicchi, a US-based Director, will be paid his base fee as Chairman of the Board in US dollars (i.e., US\$194,000) and not in Australian dollars – see Important Notes in Section 6.1 for further details).

The actual number of NED Rights to be issued to Mr Cavicchi will be determined by dividing A\$111,550 by the relevant closing price of Shares on ASX as at the date of issue of the NED Rights. The maximum number of NED Rights that may be issued under Resolution 6 is capped at 223,100 (which was calculated by dividing A\$111,550 by an assumed "floor" Share price of A\$0.50 for the purposes of calculating the maximum number of NED Rights).

The following information is provided for the purposes of Listing Rule 10.15:

(a) The maximum number of securities that may be acquired by all persons for whom approval is required

A maximum of 223,100 NED Rights will be issued to Mr Cavicchi or an associated person or entity. These could potentially vest and be exercised into no more than 223,100 Shares.

(b) The price (including a statement whether the price will be, or be based on, the market price), or the formula for calculating the price, for each security to be acquired under the scheme

The Company will issue the NED Rights to Mr Cavicchi or an associated person or entity at no cost. The NED Rights will vest 12 months after Shareholder approval. No exercise price will be payable upon vesting.

(c) The names of all persons referred to in Listing Rule 10.14 who received securities under the scheme since the last approval, the number of securities received, and acquisition price for each security

Since the approval obtained at the annual general meeting held on 17 November 2016, the following persons referred to in Listing Rule 10.14 have received NED Rights under the NED Rights Plan:

Name	Date of issue	Number received	Acquisition Price
Paul Joseph Cavicchi	December 2016	216,000	Nil
Leeanne Kay Bond	December 2016	129,076	Nil
Richard Jonathan Beresford	December 2016	129,076	Nil
Douglas Michael Steuert	December 2016	129,076	Nil
Philip D. Moeller	December 2016	129,076	Nil
Paul Joseph Cavicchi	December 2017	223,100	Nil
Leeanne Kay Bond	December 2017	138,240	Nil
Richard Jonathan Beresford	December 2017	138,240	Nil
Douglas Michael Steuert	December 2017	138,240	Nil
Philip D. Moeller	December 2017	138,240	Nil

(d) The names of all persons referred to in Listing Rule 10.14 entitled to participate in the scheme

The NED Rights Plan is open to Non-Executive Directors of the Company, at the discretion of the Board. Each of the Non-Executive Directors (Mr Richard Jonathan Beresford, Ms Leeanne Kay Bond, Mr Paul Joseph Cavicchi, Mr Douglas Michael Steuert and Mr Philip D. Moeller) is eligible to participate (directly or through associated persons or entities) in the NED Rights Plan.

Any future Non-Executive Directors will not participate in the NED Rights Plan unless and until approval is obtained under Listing Rule 10.14.

(e) A voting exclusion statement

A voting exclusion statement for Resolution 6 is included in the Notice.

(f) The terms of any loan in relation to the acquisition

The Company will not loan any monies in relation to the acquisition of NED Rights by Mr Cavicchi or on vesting of the NED Rights.

(g) The date by which the entity will issue the securities, which must be no later than 12 months after the meeting

Subject to Shareholder approval, the NED Rights will be issued to Mr Cavicchi on a date not later than 12 months after the Meeting or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules.

(h) Other information that may be relevant to the decision of Shareholders

- (i) Mr Cavicchi is currently Chairman of the Board and will receive director's fees of US\$194,000 per annum (exclusive of GST).
- (ii) Mr Cavicchi received director's fees of US\$194,400 in the 2018 financial year (exclusive of GST), equivalent to A\$259,200 based on exchange rate of 0.75 over the financial year.
- (iii) As of the date of this Notice, Mr Cavicchi beneficially holds 934,530 Shares, consisting of 175,000 American Depository Receipts (**ADR**) and 234,530 Shares. The ADR to Share ratio is 1 to 4.
- (iv) Mr Cavicchi holds 223,100 NED Rights.
- (v) Should the maximum number of NED Rights to be granted to Mr Cavicchi in accordance with Resolution 6 vest, his interest in the Company's issued capital will increase by approximately 0.04% (assuming no prior exercise of the NED Rights currently held by Mr Cavicchi and no prior exercise of Rights or Options by any other holder). In turn, the remaining Shareholders will have their existing interests diluted in proportion to the additional 223,100 Shares that will issue on vesting of these NED Rights.
- (vi) There will be no amount raised due to the vesting of Mr Cavicchi's NED Rights.
- (vii) A valuation of the NED Rights has been undertaken by an independent accounting firm, HLB Mann Judd, with each NED Right being valued at A\$0.7452, giving these NED Rights a total value of A\$166,251 as at the date of the valuation (being 10 September 2018). The key assumptions underpinning the valuation were as follows:
 - (A) the measurement date is the grant date, which is generally the date of Shareholder approval. For the purposes of this

valuation, a proxy grant date of 10 September 2018 has been used;

- (B) the Share price at grant was A\$0.7452;
- (C) risk-free rate of 1.975%
- (D) volatility of the underlying Share of 73.0%;
- (E) vesting occurs following a period of 12-months continuous service; and
- (F) the valuation was conducted using the Trinomial Tree Method.

Note: The valuation above is not necessarily the market price that the NED Rights could be traded at and is not automatically the market price for taxation purposes.

- (viii) All of the Directors other than Mr Cavicchi agree that the number of NED Rights to be issued to Mr Cavicchi is appropriate given his service to the Company and the benefit to the Company of retaining his services.
- (ix) Details of any NED Rights issued under the NED Rights Plan will be published in each annual report of the Company relating to a period in which NED Rights have been issued and noting that approval for the issue of NED Rights was obtained under Listing Rule 10.14.

(i) Directors' recommendation

Mr Vesey, being the only Director not eligible to participate in the NED Rights Plan, recommends that Shareholders vote in favour of this Resolution 6.

9. Resolution 7 – Issue of NED Rights to Richard Jonathan Beresford

Resolution 7 seeks Shareholder approval for the offer and issue of up to 138,240 NED Rights to Richard Jonathan Beresford, or an entity or person associated with him. The NED Rights represent a target value of A\$69,120, which amount represents 80% of the base NED fee of A\$86,400 for the current financial year.

The actual number of NED Rights to be issued to Mr Beresford will be determined by dividing A\$69,120 by the relevant closing price of Shares on ASX as at the date of issue of the NED Rights. The maximum number of NED Rights that may be issued under Resolution 7 is capped at 138,240 (which was calculated by dividing A\$69,120 by an assumed "floor" Share price of A\$0.50 for the purposes of calculating the maximum number of NED Rights).

The following information is provided for the purposes of Listing Rule 10.15:

(a) The maximum number of securities that may be acquired by all persons for whom approval is required

A maximum of 138,240 NED Rights will be issued to Mr Beresford or an associated person or entity. These could potentially vest and be exercised into no more than 138,240 Shares.

(b) The price (including a statement whether the price will be, or be based on, the market price), or the formula for calculating the price, for each security to be acquired under the scheme

The Company will issue the NED Rights to Mr Beresford or an associated person or entity at no cost. The NED Rights will vest 12 months after Shareholder approval. No exercise price will be payable upon vesting.

(c) The names of all persons referred to in Listing Rule 10.14 who received securities under the scheme since the last approval, the number of securities received, and acquisition price for each security

See table in Section 8(c) above for a list of persons referred to in Listing Rule 10.14 who have received NED Rights under the NED Rights Plan since the approval obtained at the 2016 annual general meeting.

(d) The names of all persons referred to in Listing Rule 10.14 entitled to participate in the scheme

The NED Rights Plan is open to Non-Executive Directors of the Company, at the discretion of the Board. Each of the Non-Executive Directors (Mr Richard Jonathan Beresford, Ms Leeanne Kay Bond, Mr Paul Joseph Cavicchi, Mr Douglas Michael Steuert and Mr Philip D. Moeller) is eligible to participate (directly or through associated persons or entities) in the NED Rights Plan.

Any future Non-Executive Directors will not participate in the NED Rights Plan unless and until approval is obtained under Listing Rule 10.14.

(e) A voting exclusion statement

A voting exclusion statement for Resolution 7 is included in the Notice.

(f) The terms of any loan in relation to the acquisition

The Company will not loan any monies in relation to the acquisition of NED Rights by Mr Beresford or on vesting of the NED Rights.

(g) The date by which the entity will issue the securities, which must be no later than 12 months after the meeting

Subject to Shareholder approval, the NED Rights will be issued to Mr Beresford on a date not later than 12 months after the Meeting or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules.

(h) Other information that may be relevant to the decision of Shareholders

- (i) Mr Beresford currently receives base NED fees of A\$86,400 (exclusive of GST) and his aggregate director's fees (base fees and committee fees) will total A\$104,400 per annum (exclusive of GST).
- (ii) Mr Beresford received director's fees of A\$104,400 in financial year 2018 (exclusive of GST).
- (iii) As of the date of this Notice, Mr Beresford holds 599,239 Shares and 138,240 NED Rights.
- (iv) Should the maximum number of NED Rights to be granted to Mr Beresford in accordance with Resolution 7 vest, his interest in the Company's issued capital will increase by approximately 0.03% (assuming no prior exercise of the NED Rights currently held by Mr Beresford and no prior exercise of Rights or Options by any other holder). In turn, the remaining Shareholders will have their existing interests diluted in proportion to the additional 138,240 Shares that will issue on vesting of these NED Rights.
- (v) There will be no amount raised due to the vesting of Mr Beresford's NED Rights.

- (vi) A valuation of the NED Rights has been undertaken by an independent account accounting firm, HLB Mann Judd, with each NED Right being valued at A\$0.7452, giving these NED Rights a total value of A\$103,014 as at the date of the valuation (being 10 September 2018). The key assumptions underpinning the valuation were as follows:
 - (A) the measurement date is the grant date, which is generally the date of Shareholder approval. For the purposes of this valuation, a proxy grant date of 10 September 2018 has been used;
 - (B) the Share price at grant was A\$0.7452;
 - (C) risk-free rate of 1.975%;
 - (D) volatility of the underlying Share of 73.0%;
 - (E) vesting occurs following a period of 12-months continuous service; and
 - (F) the valuation was conducted using a Trinomial Tree Method.
- (vii) The valuation above is not necessarily the market price that the NED Rights could be traded at and is not automatically the market price for taxation purposes.
- (viii) All of the Directors other than Mr Beresford agree that the number of NED Rights to be issued to Mr Beresford is appropriate given his service to the Company and the benefit to the Company of retaining his services.
- (ix) Details of any NED Rights issued under the NED Rights Plan will be published in each annual report of the Company relating to a period in which NED Rights have been issued and noting that approval for the issue of NED Rights was obtained under Listing Rule 10.14.

(i) Directors' recommendation

Mr Vesey, being the only Director not eligible to participate in the NED Rights Plan, recommends that Shareholders vote in favour of this Resolution 7.

10. Resolution 8 – Issue of NED Rights to Leanne Kay Bond

Resolution 8 seeks Shareholder approval for the offer and issue of up to 138,240 NED Rights to Leanne Kay Bond, or an entity or person associated with her. The NED Rights represent a target value of A\$69,120, which amount represents 80% of the base NED fee of A\$86,400 for the current financial year.

The actual number of NED Rights to be issued to Ms Bond will be determined by dividing A\$69,120 by the relevant closing price of Shares on ASX as at the date of issue of the NED Rights. The maximum number of NED Rights that may be issued under Resolution 8 is capped at 138,240 (which was calculated by dividing A\$69,120 by an assumed "floor" Share price of A\$0.50 for the purposes of calculating the maximum number of NED Rights).

The following information is provided for the purposes of Listing Rule 10.15:

- (a) The maximum number of securities that may be acquired by all persons for whom approval is required**

A maximum of 138,240 NED Rights will be issued to Ms Bond or an associated person or entity. These could potentially vest and be exercised into no more than 138,240 Shares.

(b) The price (including a statement whether the price will be, or be based on, the market price), or the formula for calculating the price, for each security to be acquired under the scheme

The Company will issue the NED Rights to Ms Bond or an associated person or entity at no cost. The NED Rights will vest 12 months after Shareholder approval. No exercise price will be payable upon vesting.

(c) The names of all persons referred to in Listing Rule 10.14 who received securities under the scheme since the last approval, the number of securities received, and acquisition price for each security

See table in Section 8(c) above for a list of persons referred to in Listing Rule 10.14 who have received NED Rights under the NED Rights Plan since the approval obtained at the 2016 annual general meeting.

(d) The names of all persons referred to in Listing Rule 10.14 entitled to participate in the scheme

The NED Rights Plan is open to Non-Executive Directors of the Company, at the discretion of the Board. Each of the Non-Executive Directors (Mr Richard Jonathan Beresford, Ms Leeanne Kay Bond, Mr Paul Joseph Cavicchi, Mr Douglas Michael Steuert and Mr Philip D. Moeller) is eligible to participate (directly or through associated persons or entities) in the NED Rights Plan.

Any future Non-Executive Directors will not participate in the NED Rights Plan unless and until approval is obtained under Listing Rule 10.14.

(e) A voting exclusion statement

A voting exclusion statement for Resolution 8 is included in the Notice.

(f) The terms of any loan in relation to the acquisition

The Company will not loan any monies in relation to the acquisition of NED Rights by Ms Bond or on vesting of the NED Rights.

(g) The date by which the entity will issue the securities, which must be no later than 12 months after the meeting

Subject to Shareholder approval, the NED Rights will be issued to Ms Bond on a date not later than 12 months after the Meeting or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules.

(h) Other information that may be relevant to the decision of Shareholders

(i) Ms Bond currently receives base NED fees of A\$86,400 (exclusive of GST) and her aggregate director's fees (base fees and committee fees) will total A\$122,400 per annum (exclusive of GST).

(ii) Ms Bond received director's fees of A\$122,400 in the 2018 financial year (exclusive of GST).

(iii) As of the date of this Notice, Ms Bond holds 234,563 Shares and 138,240 NED Rights.

(iv) Should the maximum number of NED Rights to be granted to Ms Bond in accordance with Resolution 8 vest, her interest in the Company's issued capital will increase by approximately 0.03% (assuming no prior exercise of the NED Rights currently held by Ms Bond and no prior

exercise of Rights or Options by any other holder). In turn, the remaining Shareholders will have their existing interests diluted in proportion to the additional 138,240 Shares that will issue on vesting of these NED Rights.

- (v) There will be no amount raised due to the vesting of Ms Bond's NED Rights.
- (vi) A valuation of the NED Rights has been undertaken by an independent accounting firm, HLB Mann Judd, with each NED Right being valued at A\$0.7452, giving these NED Rights a total value of A\$103,014 as at the date of the valuation (being 10 September 2018). The key assumptions underpinning the valuation were as follows:
 - (A) the measurement date is the grant date, which is generally the date of Shareholder approval. For the purposes of this valuation, a proxy grant date of 10 September 2018 has been used;
 - (B) the Share price at grant was A\$0.7452;
 - (C) risk-free rate of 1.975%;
 - (D) volatility of the underlying Share of 73.0%;
 - (E) vesting occurs following a period of 12-months continuous service; and
 - (F) the valuation was conducted using a Trinomial Tree Method.

Note: The valuation above is not necessarily the market price that the NED Rights could be traded at and is not automatically the market price for taxation purposes.

- (vii) All of the Directors other than Ms Bond agree that the number of NED Rights to be issued to Ms Bond is appropriate given her service to the Company and the benefit to the Company of retaining her services.
- (viii) Details of any NED Rights issued under the NED Rights Plan will be published in each annual report of the Company relating to a period in which NED Rights have been issued and noting that approval for the issue of NED Rights was obtained under Listing Rule 10.14.

(i) Directors' recommendation

Mr Vesey, being the only Director not eligible to participate in the NED Rights Plan, recommends that Shareholders vote in favour of this Resolution 8.

11. Resolution 9 – Issue of NED Rights to Douglas Michael Steuert

Resolution 9 seeks Shareholder approval for the offer and issue of up to 138,240 NED Rights to Mr Douglas Michael Steuert, or an entity or person associated with him. The NED Rights represent a value of up to A\$69,120, which amount represents 80% of the base NED fee of A\$86,400 for the current financial year (note that Mr Steuert, a US-based Director, will be paid his base fee in US dollars (i.e., US\$86,400) and not in Australian dollars – see Important Notes in Section 6.1 for further details).

The actual number of NED Rights to be issued to Mr Steuert will be determined by dividing A\$69,120 by the relevant closing price of Shares on ASX as at the date of issue of the NED Rights. The maximum number of NED Rights that may be issued

under Resolution 9 is capped at 138,240 (which was calculated by dividing A\$69,120 by an assumed "floor" Share price of A\$0.50 for the purposes of calculating the maximum number of NED Rights).

The following information is provided for the purposes of Listing Rule 10.15:

(a) The maximum number of securities that may be acquired by all persons for whom approval is required

A maximum of 138,240 NED Rights will be issued to Mr Steuert or an associated person or entity. These could potentially vest and be exercised into no more than 138,240 Shares.

(b) The price (including a statement whether the price will be, or be based on, the market price), or the formula for calculating the price, for each security to be acquired under the scheme

The Company will issue the NED Rights to Mr Steuert or an associated person or entity at no cost. The NED Rights will vest 12 months after Shareholder approval. No exercise price will be payable upon vesting.

(c) The names of all persons referred to in Listing Rule 10.14 who received securities under the scheme since the last approval, the number of securities received, and acquisition price for each security

See table in Section 8(c) above for a list of persons referred to in Listing Rule 10.14 who have received NED Rights under the NED Rights Plan since the approval obtained at the 2016 annual general meeting.

(d) The names of all persons referred to in Listing Rule 10.14 entitled to participate in the scheme

The NED Rights Plan is open to Non-Executive Directors of the Company, at the discretion of the Board. Each of the Non-Executive Directors (Mr Richard Jonathan Beresford, Ms Leeanne Kay Bond, Mr Paul Joseph Cavicchi, Mr Douglas Michael Steuert and Mr Philip D. Moeller) is eligible to participate (directly or through associated persons or entities) in the NED Rights Plan.

Any future Non-Executive Directors will not participate in the NED Rights Plan unless and until approval is obtained under Listing Rule 10.14.

(e) A voting exclusion statement

A voting exclusion statement for Resolution 9 is included in the Notice.

(f) The terms of any loan in relation to the acquisition

The Company will not loan any monies in relation to the acquisition of NED Rights by Mr Steuert or on vesting of the NED Rights.

(g) The date by which the entity will issue the securities, which must be no later than 12 months after the meeting

Subject to Shareholder approval, the NED Rights will be issued to Mr Steuert on a date not later than 12 months after the Meeting or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules.

(h) Other information that may be relevant to the decision of Shareholders

- (i) Mr Steuert currently receives base NED fees of US\$86,400 (exclusive of GST) and his aggregate director's fees (base fees and committee fees) total US\$113,400 per annum (exclusive of GST).

- (ii) Mr Steuert received director's fees of US\$113,400 in the 2018 financial year (exclusive of GST), equivalent to approximately A\$151,200 based on exchange rate of 0.75 over the financial year.
- (ii) As of the date of this Notice, Mr Steuert beneficially holds 346,589 Shares, consisting of 51,520 American Depository Receipts (**ADR**) and 140,509 Shares. The ADR to Share ratio is 1 to 4.
- (iii) Mr Steuert holds 138,240 NED Rights.
- (iv) Should the maximum number of NED Rights to be granted to Mr Steuert in accordance with Resolution 9 vest, his interest in the Company's issued capital will increase by approximately 0.03% (assuming no prior exercise of the NED Rights currently held by Mr Steuert and no prior exercise of Rights or Options by any other holder). In turn, the remaining Shareholders will have their existing interests diluted in proportion to the additional 138,240 Shares that will issue on vesting of these NED Rights.
- (v) There will be no amount raised due to the vesting of Mr Steuert's NED Rights.
- (vi) A valuation of the NED Rights has been undertaken by an independent accounting firm, HLB Mann Judd, with each NED Right being valued at A\$0.7452, giving these NED Rights a total value of A\$103,214 as at the date of the valuation (being 10 September 2018). The key assumptions underpinning the valuation were as follows:
 - (A) the measurement date is the grant date, which is generally the date of Shareholder approval. For the purposes of this valuation, a proxy grant date of 10 September 2018 has been used;
 - (B) the Share price at grant was A\$0.7452;
 - (C) risk-free rate of 1.975%;
 - (D) volatility of the underlying Share of 73.0%;
 - (E) vesting occurs following a period of 12-months continuous service; and
 - (F) the valuation was conducted using a Trinomial Tree Method.

Note: The valuation above is not necessarily the market price that the NED Rights could be traded at and is not automatically the market price for taxation purposes.
- (vii) All of the Directors other than Mr Steuert agree that the number of NED Rights to be issued to Mr Steuert is appropriate given his service to the Company and the benefit to the Company of retaining his services.
- (viii) Details of any NED Rights issued under the NED Rights Plan will be published in each annual report of the Company relating to a period in which NED Rights have been issued and noting that approval for the issue of NED Rights was obtained under Listing Rule 10.14.

(i) Directors' recommendation

Mr Vesey, being the only Director not eligible to participate in the NED Rights Plan, recommends that Shareholders vote in favour of this Resolution 9.

12. Resolution 10 – Issue of NED Rights to Philip D. Moeller

Resolution 10 seeks Shareholder approval for the offer and issue of up to 138,240 NED Rights to Mr Philip D. Moeller, or an entity or person associated with him. The NED Rights represent a target value of A\$86,400 for the current financial year (note that Mr Moeller, a US-based Director, will be paid his base fee in US dollars (i.e., US\$86,400) and not in Australian dollars – see Important Notes in Section 6.1 for further details).

The actual number of NED Rights to be issued to Mr Moeller will be determined by dividing A\$69,120 by the relevant closing price of Shares on ASX as at the date of issue of the NED Rights. The maximum number of NED Rights that may be issued under Resolution 10 is capped at 138,240 (which was calculated by dividing A\$69,120 by an assumed "floor" Share price of A\$0.50 for the purposes of calculating the maximum number of NED Rights).

The following information is provided for the purposes of Listing Rule 10.15:

(a) **The maximum number of securities that may be acquired by all persons for whom approval is required**

A maximum of 138,240 NED Rights will be issued to Mr Moeller or an associated person or entity. These could potentially vest and be exercised into no more than 138,240 Shares.

(b) **The price (including a statement whether the price will be, or be based on, the market price), or the formula for calculating the price, for each security to be acquired under the scheme**

The Company will issue the NED Rights to Mr Moeller or an associated person or entity at no cost. The NED Rights will vest 12 months after Shareholder approval. No exercise price will be payable upon vesting.

(c) **The names of all persons referred to in Listing Rule 10.14 who received securities under the scheme since the last approval, the number of securities received, and acquisition price for each security**

See table in Section 8(c) above for a list of persons referred to in Listing Rule 10.14 who have received NED Rights under the NED Rights Plan since the approval obtained at the 2016 annual general meeting.

(d) **The names of all persons referred to in Listing Rule 10.14 entitled to participate in the scheme**

The NED Rights Plan is open to Non-Executive Directors of the Company, at the discretion of the Board. Each of the Non-Executive Directors (Mr Richard Jonathan Beresford, Ms Leeanne Kay Bond, Mr Paul Joseph Cavicchi, Mr Douglas Michael Steuert and Mr Philip D. Moeller) is eligible to participate (directly or through associated persons or entities) in the NED Rights Plan.

Any future Non-Executive Directors will not participate in the NED Rights Plan unless and until approval is obtained under Listing Rule 10.14.

(e) **A voting exclusion statement**

A voting exclusion statement for Resolution 10 is included in the Notice.

(f) **The terms of any loan in relation to the acquisition**

The Company will not loan any monies in relation to the acquisition of NED Rights by Mr Moeller or on vesting of the NED Rights.

(g) **The date by which the entity will issue the securities, which must be no later than 12 months after the meeting**

Subject to Shareholder approval, the NED Rights will be issued to Mr Moeller on a date not later than 12 months after the Meeting or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules.

(h) **Other information that may be relevant to the decision of Shareholders**

- (i) Mr Moeller currently receives base NED fees of US\$86,400 and his aggregate director's fees (base fees and committee fees) total US\$122,400 per annum (exclusive of GST).
- (ii) Mr Moeller received director's fees of US\$113,400 in the 2018 financial year (exclusive of GST) equivalent to approximately A\$151,200 based on an exchange rate of 0.75.
- (iii) As of the date of this Notice, Mr Moeller beneficially holds 313,014 Shares, consisting of 46,500 American Depositary Receipts (**ADR**) and 127,014 fully paid ordinary shares. The ADR to Share ratio is 1 to 4.
- (iv) Mr Moeller holds 138,240 NED Rights.
- (v) Should the maximum number of NED Rights to be granted to Mr Moeller in accordance with Resolution 10 vest, his interest in the Company's issued capital will increase by approximately 0.03% (assuming no prior exercise of Rights or Options by any other holder). In turn, the remaining Shareholders will have their existing interests diluted in proportion to the additional 138,240 Shares that will issue on vesting of these NED Rights.
- (vi) There will be no amount raised due to the vesting of Mr Moeller's NED Rights.
- (vii) A valuation of the NED Rights has been undertaken by an independent accounting firm, HLB Mann Judd, with each NED Right being valued at A\$0.7452, giving these NED Rights a total value of A\$103,014 as at the date of the valuation (being 10 September 2018). The key assumptions underpinning the valuation were as follows:
 - (A) the measurement date is the grant date, which is generally the date of Shareholder approval. For the purposes of this valuation, a proxy grant date of 10 September 2018 has been used;
 - (B) the Share price at grant was A\$0.7452;
 - (C) risk-free rate of 1.975%;
 - (D) volatility of the underlying Share of 73.0%;
 - (E) vesting occurs following a period of 12-months continuous service; and
 - (F) the valuation was conducted using a Trinomial Tree Method.
- (viii) All of the Directors other than Mr Moeller agree that the number of NED Rights to be issued to Mr Moeller is appropriate given his service to the Company and the benefit to the Company of retaining his services.

- (ix) Details of any NED Rights issued under the NED Rights Plan will be published in each annual report of the Company relating to a period in which NED Rights have been issued and noting that approval for the issue of NED Rights was obtained under Listing Rule 10.14.

(i) **Directors' recommendation**

Mr Vesey, being the only Director not eligible to participate in the NED Rights Plan, recommends that Shareholders vote in favour of this Resolution 10.

13. Resolution 11 – Ratification of Share Placement

On 13 June 2018, the Company issued 56,444,500 Shares at an issue price of \$0.50 per Share to IDG Energy Investment Group Limited, stock code: 650.HK (**IDG Energy Investment**), an investment holding company listed on the Stock Exchange of Hong Kong and affiliated with IDG Capital (**Share Placement**). The Share Placement raised gross proceeds of \$28,222,250 (before costs). The Company issued the Shares without Shareholder approval under Listing Rule 7.1.

In accordance with Listing Rule 7.1, the Company must not, subject to specified exceptions, issue or agree to issue more securities during any 12 month period than an amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 provides that where a company in general meeting ratifies a previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with Shareholder approval for the purpose of Listing Rule 7.1. The effect of passing Resolution 11 will be to restore the Company's ability to issue securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1, without obtaining prior Shareholder approval.

In accordance with Listing Rule 7.4, the following information is provided in relation to the Share Placement:

- (a) 56,444,500 Shares were issued to IDG Energy Investment on 13 June 2018 without shareholder approval under Listing Rule 7.1.
- (b) The Shares were issued at an issue price of \$0.50 each.
- (c) The Shares were fully paid ordinary shares in the capital of the Company and rank equally to and in all respect with the Company's existing Shares, except that the Shares will be subject to voluntary escrow for 180 days (until 5:00pm Perth time on 10 December 2018).
- (d) The proceeds from the issue have, and will continue, to be used:
 - (i) in support of ongoing liquefied natural gas offtake marketing efforts, focused on the Magnolia LNG project; and
 - (ii) otherwise for general corporate purposes.
- (e) A voting exclusion statement is included in the Notice.

The Board recommends that Shareholders vote in favour of Resolution 11.

14. Resolution 12 - Board Spill Meeting (Contingent Resolution)

Resolution 12 (the **Spill Resolution**) is a contingent Resolution and will only be put to the Meeting and voted on if 25% or more of the votes cast on Resolution 1 are cast against the adoption of the Remuneration Report, which means the Company receives a “second strike”. If less than 25% of votes cast are against the Remuneration Report at this Meeting, then there will be no “second strike” and Resolution 12 will not be put to the Meeting.

If put, the Spill Resolution will be considered as an ordinary resolution. If this Spill Resolution is passed and becomes effective, then it will be necessary for the Board to convene a further general meeting of Shareholders (the **Spill Meeting**), within 90 days of this Meeting in order to consider the composition of the Board.

Mechanics of the potential Spill Meeting

Shareholders should note the following if the Spill Resolution is approved and a Spill Meeting is required to be held by the Company.

- (a) All of the Directors who remain in office as Directors at the time of the Spill Meeting and who were in office when the Board resolution to approve the Directors’ Report was passed (but excluding the Managing Director, Mr Gregory M Vesey), being each of:
 - (i) Mr Richard Jonathan Beresford;
 - (ii) Mr Michael Steuert;
 - (iii) Ms Leeanne Bond;
 - (iv) Mr Paul Cavicchi; and
 - (v) Mr Philip Moeller,(the **Relevant Directors**), will automatically vacate their office immediately before the end of the Spill Meeting unless they are willing to stand for re-election and are re-elected at the Spill Meeting. For the avoidance of doubt, this includes Mr Douglas Michael Steuert and Mr Richard Jonathan Beresford, despite those Directors already being subject to election at this Meeting.
- (b) No voting exclusions will apply to any resolutions appointing Directors at a Spill Meeting. Accordingly, there is no barrier for any Shareholder exercising their voting rights to support the re-appointment of the existing Directors at the subsequent Spill Meeting. If the Spill Resolution is passed, each of the Relevant Directors intends to stand for re-election at the Spill Meeting and if such Spill Meeting is held, may vote their own Shares in support of their re-appointment.
- (c) Shareholders will be able to put forward their own nominees for consideration and potential election at the Spill Meeting.

The Corporations Act requires the Company to have a minimum of three Directors (including at least two Directors who ordinarily reside in Australia). If, following the Spill Meeting, the Company has fewer than three Directors (including the Managing Director), then the persons with the highest percentage of votes in favour of their election at Spill Meeting are taken to be appointed, even if less than half the votes cast on the Resolution were in favour of their appointment. If two or more persons have the same percentage of votes in favour of their appointment, the other Directors will choose one of those persons as the appointed Director.

The 3rd edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations recommend that a listed entity should have a board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively. The board also should be large enough to comprise a variety of perspectives and skills, and to represent the best interests of the Company as a whole. The skills and experience matrix of the current members of the Board may not be reflected in the Board elected as a result of the Spill Meeting.

Consequences of voting “for” for Spill Resolution

The impact of the Spill Resolution on the composition of the Board should be considered carefully by Shareholders.

If the Spill Resolution is put to the Meeting and passes:

- (a) the Company will need to incur expenses (including legal, printing, mail out and registry costs);
- (b) the Spill Meeting is likely to disrupt the Board and the Company's focus away from core business operations due to the necessary diversion of resources and time toward organising the Spill Meeting; and
- (c) there will be uncertainty as to the composition and continuity of the Board until the Spill Meeting is held. Such uncertainty may create instability within the Company and may have a negative effect on the Company's share price, and potentially on its operations.

Board Comment and Recommendation

If Resolution 12 is put to Shareholders and you support your current Directors and wish them to continue as Directors, you should vote against the Spill Resolution (Resolution 12).

If it is required to be put to the Meeting, the Board unanimously recommends that Shareholders vote against Resolution 12.

Schedule 1 – Definitions

In the Notice, words importing the singular include the plural and vice versa.

A\$ or AUD means Australian dollars unless otherwise specified.

Annual Report means the Directors' Report, the Financial Report, and Auditor's Report, in respect of the year ended 30 June 2018.

ASX means ASX Limited ABN 98 008 624 691 and where the context permits the securities exchange operated by ASX Limited.

Auditor's Report means the auditor's report on the Financial Report.

AEDT means Australian Eastern Daylight Time, being the time in Sydney, New South Wales.

Board means the Board of Directors of the Company.

Chairman means the person appointed to chair the Meeting.

Closely Related Party has the meaning given in section 9 of the Corporations Act.

Company means Liquefied Natural Gas Limited ACN 101 676 779.

Company Secretary means the company secretary of the Company.

Compensation Committee means the Compensation Committee of the Board.

Constitution means the constitution of the Company as at the date of the Meeting.

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.

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice.

Executive Director includes the Managing Director and any executive directors within the meaning given in Rule 10.3 of the Constitution.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

GST has the meaning given in *A New Tax System (Goods and Services Tax) Act 1999* (Cth).

Incentive Rights means Rights to be issued pursuant to the Incentive Rights Plan and includes both Performance Rights and Retention Rights.

Incentive Rights Plan means the Liquefied Natural Gas Limited Incentive Rights Plan for employees and Executive Directors as summarised in Schedule 2.

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 ASX.

LTI means the long-term incentive component of the Company's remuneration structure for executives and staff, based on performance over multiple years.

Managing Director means the managing director of the Company.

Meeting has the meaning given in the introductory paragraph of the Notice.

NED or **Non-Executive Director** means a non-executive director of the Company.

NED Right means a right issued or to be issued by the Company pursuant to the NED Rights Plan.

NED Rights Plan means the Liquefied Natural Gas Limited Non-Executive Directors Rights Plan as summarised in Schedule 3.

Notice means this notice of annual general meeting.

Options mean options granted by the Company to acquire Shares.

Performance Right means a performance-based Incentive Right issued or to be issued by the Company pursuant to the Incentive Rights Plan.

Plans means the Incentive Rights Plan and the NED Rights Plan.

Proxy Form means the proxy form attached to or accompanying the Notice.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means a resolution referred to in the Notice.

Retention Right means a retention-based Incentive Right issued or to be issued by the Company pursuant to the Incentive Rights Plan.

Right means an Incentive Right issued or to be issued by the Company pursuant to the Incentive Rights Plan, or a NED Right issued or to be issued by the Company pursuant to the NED Rights Plan (as applicable).

Schedule means a schedule to the Notice.

Section means a section of the Explanatory Memorandum.

Share means a fully paid ordinary share in the capital of the Company.

Share Placement means the placement of Shares by the Company detailed in Section 13.

Shareholder means a shareholder of the Company.

STI means the short-term incentive component of the Company's remuneration structure for executives and staff, based on performance over one year.

US means the United States.

US\$, USD or US dollars means United States dollars.

VWAP means volume weighted average price.

Schedule 2 – Summary of Incentive Rights Plan

Aspect	Details
Instrument	The Incentive Rights Plan authorises the granting of Incentive Rights to executives and staff of the Company, which may be in the form of Performance Rights or Retention Rights.
Eligibility	Eligibility to participate in the Incentive Rights Plan and the number of Incentive Rights offered to each individual participant (Participant) will be determined by the Board. Non-Executive Directors (NEDs) are not eligible to participate but are eligible to participate in the NED Rights Plan.
Terms & Conditions	Within the bounds of the terms of the Incentive Rights Plan, the Board has the discretion to set the terms and conditions on which it will offer Incentive Rights under the Incentive Rights Plan, including the Vesting Conditions. All Incentive Rights offered will be subject to vesting conditions (for Performance Rights) and retention periods (for Retention Rights). Terms and conditions including vesting conditions will be set out in an Invitation. In the case of Performance Rights, the conditions are intended to be challenging and linked to growth in shareholder value.
Number of Incentive Rights	The Board has the discretion to determine the number of Incentive Rights to be granted to each Participant. However, generally, it will be determined by multiplying the Participant's base package by the long-term incentive percentage and dividing that dollar value by the value of the type of Incentive Right being offered (as valued for remuneration purposes). There are overall caps on the number of Shares that may be issued pursuant to the Incentive Rights Plan (restricting Shares issued under the Incentive Rights Plan to 5% of the Shares on issue)
Amount payable for Incentive Rights	No amount will be payable by Participants for the Incentive Rights as they are part of the annual remuneration package in each financial year.
Vesting of Incentive Rights	Upon the satisfaction of the Vesting Conditions or retention periods, the number of Incentive Rights granted under the Incentive Rights Plan will be multiplied by the vesting percentage (where applicable) to determine the number of Shares to be issued. No exercise price is required to convert Incentive Rights into Shares.

Aspect	Details
Measurement Period	The Measurement Period is generally three full financial years with no vesting prior to performance being tested at the end of the three years.
Vesting Conditions	In order for Incentive Rights to vest a Participant must remain employed by the Company during the measurement period (except in the case of death, permanent disability or retirement – see cessation of employment below) In addition, performance related conditions will be specified as part of the invitation for Performance Rights. These conditions may be related to both market and non-market measures of company performance. The Board has discretion to adjust vesting conditions in circumstances where it reasonably considers it is appropriate to do so. Retention Rights will be subject to conditions relating to the period of continuous employment or engagement.
Exercise Price	This aspect is at the discretion of the Board. It is intended that no amount will be payable by a Participant to exercise an Incentive Right that has vested.
Cessation of Employment	If a Participant ceases employment by reason of voluntary resignation or termination for cause, all unvested Incentive Rights shall lapse. Lapsing in other cases will depend on the circumstances in which the Participant ceases employment.
Change of Control of the Company	In the event of a change of control unvested Incentive Rights may vest in whole or in part at the Board's discretion. In relation to Shares that have resulted from the vesting of Incentive Rights, dealing restrictions specified in the Invitation may also be lifted. A restructure or capital raising for the purposes of a US listing would not constitute a change of control.
Voting and Dividend Rights	Incentive Rights do not carry voting or dividend rights. Shares issued when Incentive Rights vest carry the same rights and entitlements as other Shares, including voting and dividend rights.
Lapse and Forfeiture of Rights	Incentive Rights will lapse if the prescribed Vesting Conditions are not satisfied within the prescribed measurement period.
No Transfer of Rights	Without approval of the Board, Incentive Rights granted under the Incentive Rights Plan may not be transferred, mortgaged, charged or otherwise dealt with or encumbered.
Quotation	Incentive Rights will not be quoted on the ASX. The Company will apply for official quotation of any Shares issued under the Incentive Rights Plan, in accordance with the Listing Rules.
Variation of Terms and Conditions	To the extent permitted by the Listing Rules, the Board retains the discretion to vary the terms and conditions of the Incentive Rights Plan. This includes varying the number of Incentive Rights to which a Participant is entitled upon a reorganisation of the capital of the Company.

Aspect	Details
Issue or Acquisition of Shares	Shares allocated to a Participant when Incentive Rights vest under the Incentive Rights Plan may be issued by the Company or acquired on market by the Company or its nominee. The nominee may be the trustee of a trust, the purpose of which trust is to facilitate the operation of the Incentive Rights Plan.
Cost and Administration	The Company will pay all costs of issuing Shares, brokerage on acquisitions of Shares and all costs of administering the Incentive Rights Plan. However, it may require Participants to share the cost on such a basis as the Company considers fair.
Other Terms of the Incentive Rights Plan	The Incentive Rights Plan also contains customary and usual terms having regard to Australian law for dealing with winding up, administration, variation, suspension and termination of the Incentive Rights Plan, and terms to deal with Australian and US regulatory issues and legal requirements.
Hedging	Participants are prohibited from entering into transactions in financial products issued over the Company's securities by third parties which operate to limit the economic risk relating to their unvested entitlements under the Incentive Rights Plan.

Schedule 3 – Summary of NED Rights Plan

Aspect	Details
Instrument	The NED Rights Plan authorises the granting of Rights to Non-Executive Directors (NEDs) of the Company.
Eligibility	Eligibility to participate in the NED Rights Plan and the number of Rights offered to each individual participant (Participant) will be determined by the Board. Executive Directors and other employees of the Company are not eligible to participate. This is intended to ensure that NEDs do not participate in the same securities-based remuneration programs as executives, which may be seen as compromising their independence by some stakeholder groups.
Terms & Conditions	The Board has the discretion to set the terms and conditions on which it will offer Rights under the NED Rights Plan, including the Vesting Conditions and modification of the terms and conditions as appropriate to ensuring the plan operates as intended. All Rights offered will be subject to vesting conditions. Terms and conditions including vesting conditions will be set out in an Invitation.
Number of Rights	The Board has the discretion to determine the number of Rights to be granted to each Participant, however generally it will be determined by multiplying their Board Fees by the securities percentage determined by the Board and then divided by the Share price.
Amount payable for Rights	No amount will be payable by Participants for the Rights as they are part of the annual remuneration package.
Vesting of Rights	Upon the satisfaction of the Vesting Conditions, the value of Rights granted under the plan and that vest from each tranche (if applicable) will be evaluated. If the value that vests from a tranche is greater than nil, vesting will give rise to a A\$1,000 cash payment with the remainder of the value to be converted into Shares based on the Vesting Share Price.

Aspect	Details
Measurement Period	The Measurement Period is connected with the vesting period and will be defined as part of the Invitation. While the Board has a discretion to set the Measurement Period, it is intended to be one year with no vesting prior to Vesting Conditions being tested at the end of 12 months between the date of grant and the date that is 12 months later. This period is designed to be sufficiently long to ensure that a real risk of forfeiture exists, yet sufficiently short to ensure that there is no “golden handcuff” effect from the granting of Rights. It is understood that a number of stakeholder groups object to securities where it may motivate a NED to stay on as a Director of the Company when it is not in the best interests of the Company. This plan has been designed to address this concern. After Rights have vested and Shares have been issued, the Shares will be subject to dealing restrictions. The Board has discretion to modify the dealing restriction period.
Vesting Conditions	The Board has a discretion to attach Vesting Conditions to the Rights, which will be specified as part of the Invitation. It is intended that in order for Rights to vest a Participant must remain in the position of Non-Executive Director for the measurement period (12 months), except in the case of Retirement or Prescribed Events (being death, disablement, etc) as defined under the plan.
Exercise Price	This aspect is at the discretion of the Board. It is intended that no amount will be payable by a Participant to exercise a Right that has vested.
Change of Control of the Company	In the event of a change of control unvested Rights may vest in the same proportion as the Share Price has increased since the beginning of the measurement period. Remaining Rights would either lapse or some or all may vest at the Board’s discretion. In relation to Shares that have resulted from the vesting of Rights, dealing restrictions specified in the Invitation may also be lifted.
Voting and Dividend Rights	Rights do not carry voting or dividend rights. Shares issued when Rights vest carry the same rights and entitlements as other Shares, including voting and dividend rights.
Lapse and Forfeiture of Rights	Rights will lapse if the prescribed Vesting Conditions are not satisfied within the prescribed measurement period.
No Transfer of Rights	Rights granted under the NED Rights Plan may only be transferred in limited circumstances.
Quotation	Rights will not be quoted on the ASX. The Company will apply for official quotation of any Shares issued under the NED Rights Plan, in accordance with the Listing Rules.
Variation of Terms and Conditions	To the extent permitted by the Listing Rules, the Board retains the discretion to vary the terms and conditions of the NED Rights Plan. This includes varying the number of Rights to which a Participant is entitled upon a reorganisation of the capital of the Company.
Issue or Acquisition of Shares	Shares allocated to a Participant when Rights vest under the NED Rights Plan may be issued by the Company or acquired on market by the Company or its nominee. The nominee may be a trust, the purpose of which is to facilitate the operation of the plan.

Aspect	Details
Cost and Administration	The Company will pay all costs of issuing Shares, brokerage on acquisitions of Shares and all costs of administering the NED Rights Plan. However, it may require Participating Employers to share the cost on such a basis as the Committee considers fair.
Other Terms of the NED Rights Plan	The NED Rights Plan also contains customary and usual terms having regard to Australian law for dealing with winding up, administration, variation, suspension and termination of the NED Rights Plan.
Hedging	Participants are prohibited from entering into transactions in financial products issued over the Company's securities by third parties which operate to limit the economic risk relating to their invested entitlements under the NED Rights Plan.

LODGE YOUR VOTE **ONLINE**
www.linkmarketservices.com.au **BY MAIL**
Liquefied Natural Gas Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia **BY FAX**
+61 2 9287 0309 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138 **ALL ENQUIRIES TO LINK MARKET SERVICES LIMITED**
Telephone: +61 1300 554 474**LODGE MENT OF A PROXY FORM**

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **2:30pm (AEDT) on Tuesday, 13 November 2018**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:

 **ONLINE**
www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the reverse of this Proxy Form).

 **BY MOBILE DEVICE**
Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

QR Code**HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM****YOUR NAME AND ADDRESS**

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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; and
- return both forms together.

SIGNING INSTRUCTIONS

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

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

NAME SURNAME
ADDRESS LINE 1
ADDRESS LINE 2
ADDRESS LINE 3
ADDRESS LINE 4
ADDRESS LINE 5
ADDRESS LINE 6



X99999999999

PROXY FORM

I/We being a member(s) of Liquefied Natural Gas Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act 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 the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **2:30pm (AEDT) on Thursday, 15 November 2018 at The Radisson Blu Plaza Hotel, 27 O'Connell Street, Sydney, New South Wales 2000** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolutions 1, 4 - 10 and 12: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 4 - 10 and 12, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Issue of NED Rights to Douglas Michael Steuert	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Richard Jonathan Beresford as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 Issue of NED Rights to Philip D. Moeller	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Douglas Michael Steuert as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 Ratification of Share Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of Issues of Securities under the Incentive Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 Board Spill Meeting (Contingent Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Issue of Incentive Rights to Gregory Matthew Vesey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6 Issue of NED Rights to Paul Joseph Cavicchi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7 Issue of NED Rights to Richard Jonathan Beresford	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8 Issue of NED Rights to Leeanne Kay Bond	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Note – Resolution 12 will only be put to the Annual General Meeting if at least 25% of votes cast on Resolution 1 (Remuneration Report) are “against” that Resolution. If less than 25% of the votes cast on Resolution 1 are against that Resolution, then there will be no second strike and Resolution 12 will not be put to the Annual General Meeting.



* 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 votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

LNG PRX1801D