



CENTRAL PETROLEUM LIMITED

ACN 083 254 308

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10am (Brisbane time)

DATE: Wednesday, 14 November 2018

PLACE: Christie Conference Centre
Room A
Level 1, 320 Adelaide Street
Brisbane QLD 4000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 7) 3181 3800.

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IMPORTANT INFORMATION

Time and place of Meeting

Notice is given that the Meeting will be held at 10am (Brisbane time) on Wednesday, 14 November 2018 at:

Christie Conference Centre
Room A
Level 1, 320 Adelaide Street
Brisbane QLD 4000

Your vote is important

The business of the Meeting affects your shareholding and your vote is important.

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) and ASX Settlement Operating Rule 5.6.1, that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7.00pm (Sydney time) on Monday, 12 November 2018.

Voting in person

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

Voting by proxy

To vote by proxy, please complete and sign the enclosed Voting Form and return by the time and in accordance with the instructions set out on the Voting Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

If a Voting Form is signed by an attorney, the original or a certified copy of the power of attorney or other authority under which the Voting Form is signed must be sent with the Voting Form.

Voting exclusions

The Corporations Act and the ASX Listing Rules require that certain persons must not vote, and the Company must disregard any votes cast by or on behalf of certain persons on some of the resolutions to be considered at the Meeting. Details of the applicable voting exclusions for a proposed Resolution are set out immediately after that Resolution in the section of this Notice entitled 'Business of the Meeting'.

The Company will also apply these voting exclusions to persons appointed as attorney by a Shareholder to attend and vote at the Meeting under a power of attorney, as if they were appointed as a proxy.

Undirected proxies

The Chair intends to vote undirected proxy votes in favour of all resolutions (subject to the voting exclusions specified in this Notice).

Voting by corporate representative

A Shareholder or proxy which is a corporation and entitled to attend and vote at the Meeting may appoint an individual to act as its corporate representative to vote at the Meeting. The appointment must comply with section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment unless it has previously been provided to the Company's share registry.

Voting by attorney

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint an attorney to attend and vote at the Meeting on the Shareholder's behalf. An attorney need not themselves be a Shareholder.

The power of attorney appointing the attorney must be signed and specify the name of each of the Shareholder, the Company and the attorney, and also specify the meeting(s) at which the appointment may be used. The appointment may be a standing one.

To be effective, the power of attorney must also be returned in the same manner, and by the same time, as specified for Voting Forms.

BUSINESS OF THE MEETING

AGENDA

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Annual Financial Report of the Company for the Financial Year ended 30 June 2018 together with the Director's Report and the Auditor's Report.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding ordinary resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2018."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion: A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – DR PETER STANLEY MOORE

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, Dr Peter Stanley Moore, a Director, retires by rotation in accordance with the Constitution and the ASX Listing Rules, and being eligible offers himself for election as a Director, is re-elected as a Director."

3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – DR SARAH RYAN

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, Dr Sarah Ryan, a Director, retires by rotation in accordance with the Constitution and the ASX Listing Rules, and being eligible offers herself for election as a Director, is re-elected as a Director."

4. RESOLUTION 4 – APPROVAL OF FUTURE ISSUES UNDER EMPLOYEE RIGHTS PLAN

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.1 and in accordance with ASX Listing Rule 7.2 (Exception 9), and for all other purposes, the issue of securities under the Company's Employee Rights Plan on the terms and conditions set out in the Explanatory Statement is approved."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by a Director (except one who is ineligible to participate in the Employee Rights Plan) and any of his or her associates.

However, the Company need not disregard a vote if it is cast by a Director or any of the Director's associates on behalf of a person who is entitled to vote, in accordance with the directions on the Voting Form, or if it is cast by the Chair of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Voting Form to vote as the proxy decides.

A vote must not be cast, and the Company will disregard any votes cast on this Resolution by any member of the Key Management Personnel and any Closely Related Party of such a member, to the extent they are acting as a proxy for a person entitled to vote and their appointment does not specify the way in which the proxy is to vote.

However, a vote can be cast, and the Company will not disregard a vote, if it is cast by the Chair as undirected proxy for a person entitled to vote and the Chair has received express authority to exercise the proxy as the Chair sees fit even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Dated: 12 October 2018
By order of the Board



JOSEPH PATRICK MORFEA
COMPANY SECRETARY

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

FINANCIAL STATEMENTS AND REPORTS

In accordance with section 317 of the Corporations Act, the business of the Meeting will include receipt and consideration of the Annual Financial Report of the Company for the Financial Year ended 30 June 2018 together with the Directors' Report and the Auditor's Report.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on these reports and on the business, operations, financial position, management, and prospects of the Company. The Company's external auditor will be in attendance to respond to questions in relation to the conduct of the audit and the preparation and content of the Auditor's Report.

The Company will not provide a hard copy of the Company's Annual Financial Report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at **www.centralpetroleum.com.au**.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

1.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

1.2 Directors' recommendation

Noting that each Director has a personal interest in their own remuneration from the Company (as described in the Remuneration Report) and that each Director (or any Closely Related Party of a Director) is excluded from voting their Shares on the Resolution (as described in the 'Voting Exclusion' paragraph set out immediately after this Resolution in the section of this Notice entitled 'Business of the Meeting'), **ALL** Directors recommend that Shareholders **VOTE IN FAVOUR** of Resolution 1.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – DR PETER STANLEY MOORE

2.1 General

Dr Peter Moore is retiring as a Director at the end of the Meeting as required by the ASX Listing Rules and the Constitution and, being eligible, is seeking re-election. Dr Moore holds office until the end of the Meeting, unless re-elected.

Dr Moore is the Chairman of the Company's Remuneration and Nominations Committee and a member of the Risk Committee.

The ASX Listing Rules require the Company to hold an election of Directors each year.

Clause 13.2 of the Constitution also provides that:

- (a) at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election;
- (b) the Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots;
- (c) a Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election; and
- (d) in determining the number of Directors to retire, no account is to be taken of:
 - (i) a Director who only holds office until the next annual general meeting pursuant to clause 13.4 of the Constitution; and/or
 - (ii) a Managing Director,

each of whom are exempt from retirement by rotation. However, if more than one Managing Director has been appointed by the Directors, only one of them (nominated by the Directors) is entitled to be excluded from any determination of the number of Directors to retire and/or retirement by rotation.

2.2 Background on Dr Peter Stanley Moore

Dr Peter S Moore has more than thirty-five years' experience in the oil and gas business. His career includes roles with the Geological Survey of Western Australia, Delhi Petroleum Pty Ltd, the exploration operator of the Cooper Basin consortium in South Australia and Queensland at the time, Esso Australia Ltd, Exxon Exploration Company (Houston), Woodside Energy Ltd and Curtin University.

At Woodside, Dr Moore held various roles including most recently as Executive Vice President Exploration. In this capacity he was a member of Woodside's Executive Committee and Opportunities Management Committee, a leader of its Crisis Management Team and Head of the Geoscience function across the company. He was also a director of a number of Woodside's subsidiary companies.

Dr Moore is a Non-executive Director of Carnarvon Petroleum Limited and Beach Energy Limited. Until 31 March 2018, he was Professor and Executive Director, Corporate Engagement at Curtin Business School. Dr Moore is Chair of ESWA Inc. and a member of Curtin University's Faculty of Science and Engineering Advisory Council.

Dr Moore was first appointed a Director of the Company on 14 April 2014.

2.3 Directors' recommendation

ALL Directors (with Dr Peter Stanley Moore abstaining) recommend that Shareholders **VOTE IN FAVOUR** of Resolution 2.

3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – DR SARAH RYAN

3.1 General

Dr Ryan is retiring as a Director at the end of the Meeting as required by the ASX Listing Rules and the Constitution and, being eligible, is seeking re-election. Dr Ryan holds office until the end of the Meeting, unless re-elected.

Dr Ryan is Chair of the Company's Audit Committee and a member of the Remuneration and Nominations Committee and Risk Committee.

Refer to section 2.1 of this Notice for background information on the ASX Listing Rules and the Constitution.

3.2 Background on Dr Sarah Ryan

Dr Sarah Ryan is a professional company director and seasoned professional with over 25 years' local and international experience primarily in the oil and gas industry.

Dr Ryan currently holds non-executive directorships with Woodside Petroleum Ltd, MPCKinetic Group and Akastor ASA (Oslo, Norway). Previous positions include non-executive director of Aker Solutions ASA (Oslo, Norway), Advisor-Energy to Earnest Partners (Atlanta, USA) and Advisor to the Chairman of Saxo Bank A/S (Copenhagen, Denmark). She is also Chair of the Advisory Board of Uneathed Solutions.

During her career, Dr Ryan was Investment Director and Portfolio Manager at Earnest Partners, an Atlanta based investment management firm, Chief Operating Officer of MTEM Ltd (Edinburgh, UK), General Manager of Asset Management for AGL (Sydney, Australia) and held various technical, operational and executive positions with Schlumberger, both in Australia and overseas, during a 15 year tenure.

Dr Ryan holds a PhD in Petroleum Geology and Geophysics, a BSc (First Class Honours) in Geophysics, and a BSc in Geology. In addition, she is a Fellow of the Australian Academy of Technology and Engineering, Fellow of the Institute of Energy, Member of the Australian Institute of Company Directors, Member of Women Corporate Directors, and Member of Chief Executive Women.

3.3 Directors' recommendation

ALL Directors (with Dr Sarah Ryan abstaining) recommend that Shareholders **VOTE IN FAVOUR** of Resolution 3.

4. RESOLUTION 4 – APPROVAL OF FUTURE ISSUES UNDER EMPLOYEE RIGHTS PLAN

4.1 General

Shareholders last approved the Company's Employee Rights Plan at the 2015 Annual General Meeting.

The Company seeks shareholder approval of the Company's existing Employee Rights Plan for the purposes of ASX Listing Rule 7.2 (Exception 9).

4.2 Regulatory requirements

Under Listing Rule 7.2 (Exception 9), an issue of equity securities which is made under an employee incentive scheme is not counted towards the 15% limit in ASX Listing Rule 7.1 if, within three years before the date of the issue, holders of ordinary securities have approved the issue of securities under the scheme as an exception to this ASX Listing Rule.

The Company wishes to obtain Shareholder approval under ASX Listing Rule 7.2 (Exception 9) so that issues of securities under the amended Employee Rights Plan during the next three years are not counted towards the Company's 15% limit under ASX Listing Rule 7.1.

29,181,989 Share Rights have been issued under the Employee Rights Plan since it was last approved by Shareholders.

As required by ASX Listing Rule 7.2 (Exception 9), the following summary of the terms of the Employee Rights Plan is provided to Shareholders:

(a) Nature of Share Rights

The Board may, on behalf of the Company, make an offer to participate in the Employee Rights Plan to people who are in full-time or permanent part-time employment of a member of the Group (***Eligible Employees***). An offer must include the number of share rights (***Share Rights***) to which the offer relates or the formula by which the number is to be calculated.

A Share Right is a right to be allocated a Share, subject to the terms of the Employee Rights Plan.

Share Rights will be issued for no consideration, unless otherwise determined by the Board (subject to any applicable requirements of the ASX Listing Rules and the Corporations Act).

The number of Share Rights (if any) to be offered to an Eligible Employee from time to time will be determined by the Board in its absolute discretion.

(b) **Grant of Share Rights**

An Eligible Employee may only accept an offer to participate in the Employee Rights Plan by returning a duly completed and signed valid acceptance form on or before the date specified in the offer as the latest date on which the acceptance form must be received by the Company (**Acceptance Date**). If, at the time of returning the duly completed and signed acceptance form and at the Acceptance Date, the Eligible Employee continues to be an Eligible Employee, then the Eligible Employee accepts the offer and agrees to be bound by the terms of the offer, the acceptance form and the rules of the Employee Rights Plan.

As soon as reasonably practicable following the receipt of a duly completed and signed valid acceptance form (or, if later, the Acceptance Date), the Company will, provided the relevant Eligible Employee continues to be an Eligible Employee, grant to that Eligible Employee the number of Share Rights the subject of the acceptance form. The Board may decide to reject an acceptance form, in which case the Company will give notice of the rejection to the relevant Eligible Employee and that acceptance form (and the relevant offer) will become null and void and of no effect.

An Eligible Employee becomes a participant in the Employee Rights Plan upon the Company granting Share Rights to that Eligible Employee.

The Board may, in its sole and absolute discretion, determine that an Eligible Employee may give notice that it renounces an offer of Share Rights under the Employee Rights Plan in favour of a nominee who is sufficiently related to the eligible employee as further detailed in the Employee Rights Plan. A person nominated in these circumstances becomes a participant in the Employee Rights Plan, and performance criteria or other conditions relating to employment attaching to those Share Rights (as described below) are referable to the employment and performance (as applicable) of the Eligible Employee who nominated that nominee participant.

A participant in the Employee Rights Plan may not dispose of a Share Right or grant any security interest (meaning a mortgage, charge, pledge, lien, encumbrance or other third party interest of any nature) over a Share Right, except in respect of the transmission of a Share Right to a participant's legal representative upon death or legal incapacity.

(c) **Exercise price of Share Rights**

The exercise price of the Share Rights will be nil, unless otherwise determined by the Board (subject to any applicable requirements of the ASX Listing Rules and the Corporations Act).

(d) **When Share Rights may be exercised**

The Board may, in its absolute discretion, prescribe performance criteria (which may include a condition that the relevant participant in the Employee Rights Plan remains an employee for a specified period) that must be satisfied as a condition for all or any of the Shares the subject of particular Share Rights to be exercised. An offer to an Eligible Employee to participate in the Employee Rights Plan must include the performance criteria (if any) applicable to the relevant Share Rights.

Once a Share Right is capable of exercise, it may be exercised at any time up until 5.00pm (Brisbane time) on the expiry date (which is the date 5 years after the date of the grant of the Share Right, or such earlier date as is determined by the Board and specified in the offer).

Share Rights will become capable of exercise if the performance criteria (if any) prescribed in an offer in respect of those Share Rights have been satisfied or waived prior to the expiry date. Once Share Rights are validly exercised, the Company will, as soon as reasonably practicable, allocate and issue to the relevant participant the number of Shares the subject of those exercised Share Rights. Those Shares must be registered in the name of that participant or a permitted nominee.

If the performance criteria prescribed in an offer in respect of Share Rights are not wholly satisfied prior to the expiry date, the participant's rights in relation to those Share Rights will lapse except to the extent otherwise provided in the offer or unless the Board determines otherwise.

Shares issued in accordance with the plan will rank equally with all other Shares on issue as at the time of allocation. The Company must apply for ASX quotation of Shares issued in accordance with the plan (provided the Company's Shares are quoted on the ASX at that time).

A participant's Share Rights will lapse on the earliest to occur of:

- (i) the expiry date;
- (ii) the Board determining that the participant:
 - (A) committed any act of fraud or defalcation or gross misconduct in relation to the affairs of any member of the Group;
 - (B) hedged the value of, or entered into a derivative arrangement in respect of, unvested or unexercised Share Rights; or
 - (C) purported to dispose of, or grant any security interest over, a Share Right (except in respect of the transmission of a Share Right to a participant's legal representative upon death or legal incapacity),

unless the Board determines that any such condition does not result in the lapse of the participant's Share Rights;

- (iii) in the case of the participant's unvested Share Rights – automatically on the date of termination of the participant's employment for any reason other than an 'uncontrollable event' (being death, permanent disablement, retirement, retrenchment or such other circumstances which the Board determines is an 'uncontrollable event'); or
- (iv) in the case of the participant's vested but unexercised Share Rights:
 - (A) where the participant ceases to be an employee for any reason other than an 'uncontrollable event' – five Business Days after the date of termination of the participant's employment; or
 - (B) where the participant ceases to be an employee as a result of an 'uncontrollable event' – ten Business Days after the date of termination of the participant's employment.

Where the participant ceases to be an employee, the Board may, in its discretion, determine in relation to the participant's unvested Share Rights that:

- (v) some or all of those unvested Share Rights continue subject to their performance criteria;
- (vi) the performance criteria applying to some or all of those unvested Share Rights will be waived; or
- (vii) some or all of those unvested Share Rights will lapse.

(e) **Change of control events**

If any of the following 'change of control events' occur:

- (i) any person, either alone or together with any associate (as defined in the Corporations Act), acquires a relevant interest (as defined in the Corporations Act) in more than 50% of the issued Shares in the Company as a result of a takeover bid;
- (ii) any person, either alone or together with any associate (as defined in the Corporations Act), acquires a relevant interest (as defined in the Corporations Act) in more than 50% of the issued Shares in the Company through a scheme of arrangement;
- (iii) a material change in the composition of the Board, such change being initiated as a result of a change in ownership of the Company's securities and the purchaser of the securities requiring (or agreeing with other security holders to require) that change in Board composition; or

- (iv) any other similar event (including a merger of the Company with another company) which the Board determines, in its absolute discretion, to be a 'change of control event',

or the Board determines in its absolute discretion that such a 'change of control event' is likely to occur, the Board will determine in its absolute discretion appropriate treatment regarding any unvested or unexercised Share Rights such determination to be stated in the offer.

(f) **Effect of re-organisation of capital**

In the event of any re-organisation of the issued ordinary capital of the Company, the number of Share Rights (or the number of Shares subject to Share Rights, or both) will be reconstructed to the extent necessary to comply with, and in accordance with, the ASX Listing Rules applying to a re-organisation of capital at the time of the re-organisation.

If the Company makes a bonus issue to Shareholders (other than in lieu of dividends or by way of dividend reinvestment pursuant to any shareholder election), the number of Shares that may be allocated to a participant in the Employee Rights Plan will include the number of bonus Shares that would have been allotted to the participant if their Share Rights had been exercised and the Shares the subject of those Share Rights allocated to the participant before the record date for the bonus issue.

Subject to the above and the ASX Listing Rules, the Board may in its absolute discretion adjust the number of Share Rights in relation to a participant, issue a further offer to a participant for additional Share Rights or determine that Shares will be allocated to a participant in respect of some or all of their unvested or unexercised Share Rights and that their remaining share rights will wholly or partly lapse, if the Board determines it is appropriate having regard to a variation in the equity share capital of the Company, a demerger, a special dividend to be paid to all Shareholders or any other event that the Board determines appropriate.

4.3 Directors' recommendation

Noting that each Director (or any Closely Related Party of a Director) eligible to participate in the Employee Rights Plan is excluded from voting their Shares in favour of the Resolution (as described in the 'Voting Exclusion' paragraph set out immediately after this Resolution in the section of this Notice entitled 'Business of the Meeting'), **all** Directors recommend that Shareholders **VOTE IN FAVOUR** of Resolution 4.

GLOSSARY

\$ means Australian dollars.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company or **CTP** means Central Petroleum Limited (ACN 083 254 308).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Employee Rights Plan means the Central Petroleum Limited Employee Rights Plan Rules.

Explanatory Statement means the explanatory statement accompanying the Notice.

Group means the Company and its Related Bodies Corporate.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Voting Form.

Related Body Corporate has the meaning given in section 9 of the Corporations Act.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2018.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

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

Shareholder means a registered holder of a Share.

Voting Form means the voting form accompanying the Notice.



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

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

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

In Person:

Computershare Investor Services Pty Limited
452 Johnston Street
Abbotsford, Victoria 3067

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

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

For all enquiries call:

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

Voting Form

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Vote and view the annual report online

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

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

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



**For your vote to be effective it must be received by
10:00am (Brisbane time) Monday 12 November 2018**

How to Vote on Items of Business

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

Vote Directly

Voting 100% of your holding: Mark either the For, Against or Abstain box opposite each item of business. Your vote will be invalid on an item if you do not mark any box OR you mark more than one box for that item.

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

Appoint a Proxy to Vote on Your Behalf

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

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

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

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

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

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

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

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

Attending the Meeting

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

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

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



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



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



I 9999999999

I ND

Voting Form

Please mark ☒ to indicate your directions

STEP 1 Indicate How your Vote will be Cast *Select one option only*

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At the Annual General Meeting of Central Petroleum Limited to be held at **Christie Conference Centre, Room A, Level 1, 320 Adelaide Street, Brisbane QLD 4000 on Wednesday 14 November 2018 at 10:00am (Brisbane time)** and at any adjournment or postponement of that meeting, I/We being member/s of Central Petroleum Limited direct the following:

1. Vote Directly

☐ Record my/our votes strictly in accordance with directions in Step 2.

PLEASE NOTE: A Direct Vote will take priority over the appointment of a Proxy. For a valid Direct Vote to be recorded you must mark FOR, AGAINST, or ABSTAIN on each item.

2. Appoint a Proxy to Vote on Your Behalf: I/We hereby appoint

☐ the Chairman of the Meeting **OR**

OR

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit).

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

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

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Items 1 & 4** by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you have appointed a proxy and you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority. If you are directly voting and you mark the **Abstain** box for an item, it will be treated as though no vote has been cast on that item and no vote will be counted in computing the required majority.

	For	Against	Abstain
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director - Dr Peter Stanley Moore	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Director - Dr Sarah Ryan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of future Issues under Employee Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Before completing your vote and returning by post, please consider using the preferred electronic voting option outlined on the front page of this form.

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

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

CTP

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