

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting ("Meeting") of Shareholders of Byron Energy Limited ("the Company") will be held at the Christie Conference Centre, Shang Room, Mezzanine Level (M), 3 Spring Street, Sydney NSW 2000, on Tuesday, 28 November 2017 at 10:30am (Sydney time).

AGENDA

Ordinary Business

Financial Report and other Reports

To consider the financial Report of the Company for the year ended 30 June 2017, including the Directors' Declaration, the Directors' Report and the Auditor's Declaration.

Neither the Corporations Act 2001 nor the Company's Constitution requires Shareholders to vote on such reports. However, Shareholders may raise questions about the reports at the meeting.

Resolution 1 – Remuneration Report

To consider and, if thought fit, to pass the following resolution as a non-binding **ordinary resolution** in accordance with Section 250R(2) of the Corporations Act:

"That the Remuneration Report as contained in the Directors' Report of the Company for the financial year ended 30 June 2017, be adopted."

Resolution 2 – Re-election of Directors

To consider and, if thought fit, to pass each of the following resolutions as a separate **ordinary resolution**:

- A. *"That Paul Young who has retired under clause 16.1 of the Company's Constitution and who, being eligible, offers himself for re-election, is re-elected as a Director of the Company."*
- B. *"That William Sack who has retired under clause 16.1 of the Company's Constitution and who, being eligible, offers himself for re-election, is re-elected as a Director of the Company."*

Special Business

Resolutions 3 – Approval and ratification of the issue of 28,569,610 Shares

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

"That for the purposes of Listing Rule 7.4 and for all other purposes, approval and ratification is given to the issue and allotment of 28,569,610 fully paid ordinary Shares on the terms and conditions set out in the Explanatory Statement."

Resolution 4 – Approval of additional 10% placement capacity

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

“That, for the purpose of Listing Rule 7.1A and for all other purposes, approval is given for the issue of equity securities totaling up to 10% of the issued capital of the Company (at the time of issue), calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement

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

Resolution	Excluded Party(s)
Resolution 1	None
Resolution 2A and 2B	None
Resolution 3	<ul style="list-style-type: none"> a person who participated in the Share issue the subject of Resolution 3; and any associate of that person
Resolution 4	<ul style="list-style-type: none"> any person who may participate in the proposed issue of equity securities under Resolution 4 any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if Resolution 4 is passed; and any associate of those persons

However, the Company need not disregard a vote on a Resolution if it is cast by:

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

For the purposes of section 250R of the *Corporations Act 2001* (**Corporations Act**), the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the key management personnel of the Company details of whose remuneration are included in the Remuneration Report or a closely related party of such a member (referred to as an **Excluded Person**).

However, an Excluded Person may cast a vote as a proxy if the vote is not cast on behalf of an Excluded Person and either:

- the Excluded Person is appointed as a proxy by writing that specifies how the Excluded person is to vote on Resolution 1; or
- the Excluded Person is the Chair of the meeting and the appointment of the Chair as proxy does not specify the way the Chair is to vote on Resolution 1 and expressly authorises the Chair to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

For the purposes of section 250BD of the Corporations Act, a person appointed as a proxy must not vote on Resolution 1 on the basis of that appointment if that person is an Excluded Person and the appointment does not specify how the Excluded Person is to vote on Resolution 1.

However, the Excluded Person may vote on Resolution 1 if they are the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

Shareholders may also choose to direct the Chair to vote against Resolution 1 or to abstain from voting.

By order of the Board



Nick Filipovic

Company Secretary

23 October 2017

For personal use only

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at the Christie Conference Centre, Shang Room, Mezzanine Level (M), 3 Spring Street, Sydney NSW 2000 on Tuesday, 28 November 2017 at 10.30am (Sydney time).

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

Voting Entitlement

In accordance with regulation 7.11.37 of the Corporations Regulations 2001, the Company has determined that person set out in the Company's share register as at 7:00pm (Sydney time) on Sunday, 26 November 2017, will be entitled to attend and vote at the meeting. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Your Vote is Important

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

Voting in Person

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

Proxy Voting and Undirected Proxies

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

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

so that it is received not later than **10.30am (Sydney time) on Sunday, 26 November 2017**.

Proxy Forms received later than this time will be invalid and not accepted.

Financial Report and other Reports

In accordance with the Company's Constitution, 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 2017 together with the Directors' Declaration, the Directors' Report, the Remuneration Report and the Auditor's Declaration.

Resolution 1 – Remuneration Report

The Remuneration Report as set out on pages 16-21 of the Financial Report, section 2 of the Annual Report of the Company, must be put to a vote for its adoption in accordance with section 250R(2) of the Corporations Act. The vote on this Resolution is advisory only and does not bind the Directors or 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 for the financial year ended 30 June 2017.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments on the Remuneration Report.

Recommendation

Acknowledging that each Director has a personal interest in his own remuneration as described in the Remuneration Report, the Directors recommend that Shareholders vote in favour of Resolution 1.

Resolution 2 – Re-election/Election of Directors

The biographies of each of Paul Young and William Sack are set out below:

Paul Young – Non Executive Director

Paul Young was appointed to the Board on 18 March 2013. Mr Young is a co-founder and an executive director of Baron Partners Limited, a well-established corporate advisory business, and has been in merchant banking in Australia for more than 26 years. Mr Young has extensive experience in the provision of corporate advice to a wide range of listed and unlisted companies including restructurings, capital raisings, initial public offerings and mergers and acquisitions.

Mr Young is an Honours Graduate in Economics (University of Cambridge) and has an Advanced Diploma in Corporate Finance. He is an Associate of the Institute of Chartered Accountants in England and Wales and a Fellow of the Australian Institute of Company Directors.

Mr Young is currently Chairman of the Audit and Risk Management Committee.

Other current directorships of listed companies

- Ambition Group Limited
- Opus Group Limited

Former directorships of listed companies in last three years

- Australian Rural Capital Limited (until June 2015)

William Sack – Executive Director

William Sack was appointed to the Board on 3 October 2014. Mr Sack has over twenty five years of experience in the oil and gas industry in the Gulf of Mexico region in both technical and commercial roles. He has drilled more than 55 wells with a success rate in excess of 80%, resulting in the discovery of more than 185 bcf of gas and 4 million barrels of oil.

Mr Sack holds a Bachelor of Earth Science and Physics degree from Saint Cloud State University, a Master of Science degree in Geology from Michigan State University, and a MBA from Tulane University.

Other current directorships of listed companies

None

Former directorships of listed companies in last three years

None

Recommendation

The Directors (with Paul Young abstaining in respect of Resolution 2A, and William Sack abstaining in respect of Resolution 2B) recommend that Shareholders vote in favour of Resolutions 2A and 2B.

Resolution 3 – Approval and ratification of the issue of 28,569,610 Shares

Background

In an announcement to the ASX on 14 August 2017, Byron announced a placement to sophisticated and professional investors raise \$26.5 million. At the same time the Company announced its intention to undertake a Share Purchase Plan ("SPP") for a maximum of \$2.0 million. The offer period for the SPP opened on 22 August 2017 and closed on 22 September 2017. On 29 September 2017 Byron allotted 28,569,610 shares under the SPP.

As the issue of the SPP Shares used up part of of Byron's Listing Rule 7.1 capacity, since the terms of the SPP did not qualify for the exception under Listing Rules 7.2, Byron now wishes to refresh its Listing Rule 7.1 capacity.

Listing Rule 7.4

Under Listing Rule 7.4, Shareholders may approve the issue of securities made within the limitation of Listing Rule 7.1. By obtaining the approval of Shareholders under Listing Rule 7.4, the Company will retain the flexibility to issue up to 15% of its issued capital, if required, in the next 12 months without the need to obtain prior Shareholder approval.

Technical information required by Listing Rule 7.5

Listing Rule 7.5 requires the following information to be provided to Shareholders:

- (a) the total number of Shares issued under the SPP was 28,569,610 at an issue price of A\$0.07 per Share;
- (b) the Shares issued under the SPP are fully paid ordinary Shares in the capital of Byron and will rank equally with the Company's current issued Shares;
- (c) the allottees were eligible Shareholders who at the record date of 7.00pm (Sydney time) on 11 August 2017, had a registered address in Australia or New Zealand; and
- (d) the funds raised under the SPP will be used to fund the Company's exploration and development, repayment of loans and for working capital purposes.

Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 3.

Resolution 4 – Approval of additional 10% placement capacity

General

Listing Rule 7.1A provides that an 'Eligible Entity' may seek Shareholder approval to allow it to issue Equity Securities (see below) up to 10% of its issued capital over a period up to 12 months after the annual general meeting (**10% Placement Capacity**).

The Company is an Eligible Entity (see below).

Equity Securities include a share, a right to a share or option, an option, a convertible security and any security that ASX decides to classify as an equity security.

If Shareholders approve Resolution 4, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (as set out below).

The effect of Resolution 4 will be to allow the Directors to issue Equity Securities of up to 10% of the Company's fully paid ordinary Shares on issue during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity under Listing Rule 7.1.

Resolution 4 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the meeting must be in favour of Resolution 4 for it to be passed.

Listing Rule 7.1A

Listing Rule 7.1A enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- is not included in the S&P/ASX 300 Index; and
- has a market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000 or less.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation (at \$0.155) of \$106.2 million.

The Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted Equity Securities. The Company currently has only one class of quoted Equity Securities on issue, being fully paid ordinary Shares.

The number of Shares that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

- A** is the number of Shares on issue 12 months before the date of issue or date of agreement to issue:
- plus the number of fully paid Shares issued in the previous 12 months under an exception in Listing Rule 7.2;
 - plus the number of partly paid Shares that became fully paid in the previous 12 months;
 - plus the number of fully paid Shares issued in the previous 12 months with approval of holders of ordinary securities under Listing Rule 7.1 or 7.4;
 - less the number of fully paid Shares cancelled in the previous 12 months.
- D** is 10%.
- E** is the number of Shares issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.1 or 7.4.

Technical information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 4:-

Minimum price

The minimum price at which the Shares may be issued under the 10% Placement Capacity is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the Shares are to be issued is agreed; or
- if the Shares are not issued within 5 ASX trading days of the date in paragraph (a), the date on which the Equity Securities are issued.

Date of issue

The Shares may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- 12 months after the date of the Meeting; and
- the date of approval by Shareholders of any transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking),

or such longer period if allowed by ASX (**10% Placement Capacity Period**).

The Company will only issue and allot Shares during the 10% Placement Capacity Period. The approval under Resolution 4 for the issue of Shares will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2. (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking).

Risk of voting dilution

Any issue of Shares under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive Shares under the issue.

If Resolution 4 is approved by Shareholders and the Company issues the maximum number of Shares available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A(2), on the basis of the current market price of Shares and the current number of Shares on issue as at the date of this Notice of Meeting.

The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

As required by Listing Rule 7.3A.2, the table below shows the potential dilution of existing Shareholders on the basis of three different assumed issue prices and values for the variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 (as set out above). The following assumptions are made in the table:

- the issue price is the closing price of the Company's Shares on 20 October 2017;
- the number of Shares on issue is at 20 October 2017. This could increase as a result of the issue of Shares either with or without shareholder approval; and

- the Company issues the maximum number of Shares as are permitted under Resolution 4.

Variable 'A' in Listing Rule 7.1A.2		Dilution**		
		\$0.0775 50% decrease in Issue Price	\$0.155 Issue Price	\$0.2325 50% increase in Issue Price
Current Variable A* 684,987,034 Shares	10% voting Dilution	68,498,703 Shares	68,498,703 Shares	68,498,703 Shares
	Funds raised	\$5,308,650	\$10,617,299	\$15,925,949
50% increase in current Variable A 1,027,480,551 Shares	10% voting Dilution	102,748,055 Shares	102,748,055 Shares	102,748,055 Shares
	Funds raised	\$7,962,974	\$15,925,949	\$23,888,923
100% increase in current Variable A 1,369,974,068 Shares	10% voting Dilution	136,997,407 Shares	136,997,273 Shares	136,997,271 Shares
	Funds raised	\$10,617,299	\$21,234,598	\$31,851,897

*The number of Shares on issue (variable A in the formula) could increase as a result of the issue of Shares that do not require shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with shareholder approval under Listing Rule 7.1.

**The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own Shareholding depending on their specific circumstances. This table does not set out any dilution pursuant to Shares issued under Listing Rule 7.1.

Shareholders should note that there is a risk that:

- the market price for the Company's Shares may be significantly lower on the issue date of the Shares issued under the 10% Placement Capacity than on the date of the meeting; and
- the Shares may be issued at a price that is at a discount to the market price of those Shares on the date of issue.

Purpose of issue under 10% Placement Capacity

The Company may issue Share under the 10% Placement Capacity for the following purposes:-

- The purpose for which Shares may be issued pursuant to the approval under Listing Rule 7.1A may be to raise funds for the Company and as non-cash consideration. Funds raised from the issue, if undertaken, would be used to fund exploration and development expenditure, general working capital requirements and, potentially, the acquisition of new oil and gas leases.
- If the Company issues any Shares for non-cash consideration, the Company will release to the market a valuation of the non-cash consideration that demonstrates that the issue price of the Shares complies with Listing Rule 7.1A.3.

Allocation under the 10% Placement Capacity

The allottees of the Shares to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of Shares could consist of current shareholders or new investors (or both), none of whom will be related parties of the Company and will generally be persons who do not require a disclosure document under the Corporations Act.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (a) the purpose of the issue;
- (b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (c) the effect of the issue of the Shares on the control of the Company;
- (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (e) prevailing market conditions; and
- (f) advice from corporate, financial and broking advisers (if applicable).

Previous approval under Listing Rule 7.1A

The Company previously obtained approval under Listing Rule 7.1A at the Annual General Meeting held on Thursday, 24 November 2016.

In the last 12 months, the Company has issued 450,864,489 Shares and options convertible into Shares, which together represent 165.78% of the Company's Share capital at the commencement of that 12 month period. The Company has also issued 8,000,000 convertible notes, which are convertible into ordinary shares at a 10% discount to the 30 day volume weighted average price of the Shares as at the time of the notice of conversion. As the conversion price of the convertible notes is not known as at the date of this Notice of Meeting, the percentage of the Company's Share capital that the notes will represent on conversion cannot be calculated at this point in time.

The table below sets out the details of the issue securities undertaken by the Company in the previous 12 months.

Date of Issue	Number of securities issued	Class of securities	Details of Allottees	Issue Price	Discount / (premium)*	Total cash proceeds	Use of Proceeds
1/12/16	5,474,617	ORD	Doug Battersby and Paul Young, and each of their associates	\$0.13	(8.33%)	\$711,700	all of the amount raised has been used for exploration and development, administration and working capital requirements
1/12/16	9,500,000	Options exercisable at \$0.25 before 5pm 31/12/19	Executive Directors (Maynard Smith, Bill Sack and Prent Kallenberger) and senior staff and consultants	nil	N/A	N/A	N/A
20/1/17	8,000,000	convertible notes	Metgasco Limited	\$1.00	on conversion, 10% to the 30 day VWAP to date of notice of conversion	\$8,000,000	all of the amount raised has been used for development of production assets at SM 70/71, associated purposes and general working capital

27/09/17	378,970,262	ORD	Sophisticated and Professional investors	\$0.07	33.33%	\$26,527,918	all of the amount raised is intended to be used for exploration and development, loan repayments, administration and working capital requirements
28/09/17	28,569,610	ORD	Shareholders under SPP	\$0.07	25.93%	\$1,999,873	all of the amount raised is intended to be used for exploration and development, loan repayments, administration and working capital requirements
28/09/17	28,350,000	Options exercisable at \$0.12 before 5pm 31/12/21	Executive Directors (Maynard Smith, Bill Sack and Prent Kallenberger) and senior staff and consultants	nil	N/A	N/A	N/A

**The discount, is the discount to the closing price on the trading day before the date on which the relevant securities were issued*

Voting Exclusion

A voting exclusion statement is included in the Notice of Meeting. As at the date of this Notice of Meeting, the Company has not invited any existing Shareholder to participate in an issue of Shares under Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 4.

Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 4.

All Correspondence to:

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

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:30am (Sydney time) on Sunday, 26 November 2017.**

TO VOTE ONLINE

- STEP 1: VISIT** www.votingonline.com.au/byronenergyagm2017
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

BY SMARTPHONE

Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM**STEP 1 APPOINTMENT OF PROXY**

Indicate who you want to appoint as your Proxy.

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

Appointment of a Second Proxy

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

To appoint a second proxy you must:

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

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

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

STEP 3 SIGN THE FORM

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

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

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

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

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

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:30am (Sydney time) on Sunday 26 November 2017.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

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

-  **Online** www.votingonline.com.au/byronenergyagm2017
-  **By Fax** + 61 2 9290 9655
-  **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
-  **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

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

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

PROXY FORM

STEP 1 APPOINT A PROXY

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

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

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the **Christie Conference Centre, Shang Room, Mezzanine Level (M), 3 Spring Street, Sydney NSW 2000 on Tuesday 28 November 2017 at 10:30am (Sydney time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chairman is authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chairman of the Meeting as my/our proxy or the Chairman of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of that resolution even though Resolution 1 is connected with the remuneration of a member of key management personnel for Byron Energy Limited.

The Chairman of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). In exceptional circumstances, the Chairman of the Meeting's intentions with respect to voting undirected proxies may change. If you wish to appoint the Chairman of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

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

		For	Against	Abstain*
Resolution 1	To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2A	To re-elect Mr Paul Young as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2B	To re-elect Mr William Sack as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	To approve and ratify the issue of 28,569,610 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	To approve additional 10% placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

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

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<div style="border: 1px solid black; width: 250px; height: 30px;"></div>	<div style="border: 1px solid black; width: 250px; height: 30px;"></div>	<div style="border: 1px solid black; width: 250px; height: 30px;"></div>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2017