



MOSMAN OIL AND GAS
LIMITED

ACN 150 287 111

26 November 2020

Dear Shareholder

You will find attached a Notice of Annual General Meeting and Explanatory Memorandum.

This year your Directors have made several initiatives to support the Company and to reduce the cash cost of the fees associated with Directors fees and also Director's consulting.

In February, Mr. Andy Carroll and myself agreed to receive shares (at the time of a capital raising) in lieu of cash for Director fees for the year ended 30 June 2020; and some outstanding consulting services. John Young has also agreed to do the same subsequently.

In March 2020 all Directors agreed to reduce the cash component of their contracted consulting services costs by 50% and elected to receive shares for the balance of the fees.

The combined actions of this support by the Board has significantly reduced cash outgoings.

Clearly, the issue of shares to Directors is a matter to be carefully dealt with and although it is currently compliant with AIM Rules and Regulations in order to comply with Australian Corporate Legislation the issue of the shares must be approved by the shareholders.

Accordingly, the Notice of Annual General Meeting sets out several resolutions to approve the transactions. We hope that this will be supported by shareholders to prevent the alternative which is Mosman being required to settle the amounts in cash.

Yours sincerely

MOSMAN OIL AND GAS LIMITED

A handwritten signature in black ink, appearing to read 'John W Barr', written over a light blue circular stamp.

JOHN W BARR

Executive Chairman



MOSMAN OIL AND GAS
LIMITED

MOSMAN OIL AND GAS LIMITED
ACN 150 287 111

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of the Company will be held at 10.30am on Tuesday 22 December 2020 at Suite 305, Level 3, 35 Lime Street, Sydney NSW 2000 Australia (AEDT).

This 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 +61 2 8296 0000

MOSMAN OIL AND GAS LIMITED

ACN 150 287 111

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of shareholders of Mosman Oil and Gas Limited (**Company**) will be held at 10.30am on 22 December 2020 at Suite 305, Level 3, 35 Lime Street, Sydney NSW 2000 Australia (AEDT) (**Meeting**).

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

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders of the Company 10.30am 20 December 2020 (AEDT).

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

AGENDA

Annual Report

To table and consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2020, which includes the Financial Report, the Directors' Report and the Auditor's Report.

1. Resolution 1 – Re-election of Director – Mr John A Young

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

"That, pursuant to and in accordance with article 6.3 of the Constitution and for all other purposes, Mr John A Young, a Director, retires and being eligible, is re-elected on the terms and conditions in the Explanatory Memorandum."

2. Resolution 2 – Issue of Shares and Warrants to John W Barr in lieu of Directors' Fees

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

"That, for the purposes of Section 208 of the Corporations Act 2001 and for all other purposes, approval is given for the issue of 20,833,333 in ordinary fully paid shares with 20,833,333 warrants to subscribe for a further new ordinary share at an exercise price of \$0.0044 with a term of 12 months per Share subscribed for, in lieu of Directors' Fees to Mr Barr, a Director of the Company or his nominees(s) on the terms and

conditions which are set out in the Explanatory Statement accompanying this Notice of Meeting."

3. Resolution 3 – Issue of Shares and Warrants to Andrew R Carroll in lieu of Directors' Fees

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

"That, for the purposes of Section 208 of the Corporations Act 2001 and for all other purposes, approval is given for the issue of 10,416,667 in ordinary fully paid shares with 10,416,667 warrants to subscribe for a further new ordinary share at an exercise price of \$0.0044 with a term of 12 months per Share subscribed for, in lieu of Directors' Fees to Mr Carroll, a Director of the Company or his nominees(s) on the terms and conditions which are set out in the Explanatory Statement accompanying this Notice of Meeting."

4. Resolution 4 – Issue of Shares and Warrants to Andrew R Carroll in lieu of Consulting Fees

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

"That, for the purposes of Section 208 of the Corporations Act 2001 and for all other purposes, approval is given for the issue of 10,416,667 in ordinary fully paid shares with 10,416,667 warrants to subscribe for a further new ordinary share at an exercise price of \$0.0044 with a term of 12 months per Share subscribed for, in lieu of Consulting Fees to Mr Carroll, a Director of the Company or his nominees(s) on the terms and conditions which are set out in the Explanatory Statement accompanying this Notice of Meeting."

5. Resolution 5 – Issue of Shares and Warrants to John A Young in lieu of Directors' Fees

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

"That, for the purposes of Section 208 of the Corporations Act 2001 and for all other purposes, approval is given for the issue of 10,416,667 in ordinary fully paid shares with 10,416,667 warrants to subscribe for a further new ordinary share at an exercise price of \$0.0044 with a term of 12 months per Share subscribed for, in lieu of Directors' Fees to Mr Young, a Director of the Company or his nominees(s) on the terms and conditions which are set out in the Explanatory Statement accompanying this Notice of Meeting."

6. Resolution 6 – Issue of Shares to John W Barr partially in lieu of Consulting Fees during COVID-19

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

"That, for the purposes of Section 208 of the Corporations Act 2001 and for all other purposes, approval is given for the issue of 31,421,250 ordinary fully paid shares, with 31,421,250 warrants to subscribe for a further new ordinary share at an exercise price of \$0.0027 with a term of 12 months per Share subscribed for in lieu of Consulting Fees to Mr Barr, a Director of the Company or his nominees(s) on the terms and conditions which are set out in the Explanatory Statement accompanying this Notice of Meeting."

7. Resolution 7 – Issue of Shares to Andrew R Carroll partially in lieu of Consulting Fees during COVID-19

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

"That, for the purposes of Section 208 of the Corporations Act 2001 and for all other purposes, approval is given for the issue of 20,947,500 ordinary fully paid shares, with 20,947,500 warrants to subscribe for a further new ordinary share at an exercise price of \$0.0027 with a term of 12 months per Share subscribed for in lieu of Consulting Fees to Mr Carroll, a Director of the Company or his nominees(s) on the terms and conditions which are set out in the Explanatory Statement accompanying this Notice of Meeting."

BY ORDER OF THE BOARD



**John W Barr
Executive Chairman
Dated 19 November 2020**

MOSMAN OIL AND GAS LIMITED

ACN 150 287 111

EXPLANATORY MEMORANDUM

1. Introduction

This 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 10.30am on 22 December 2020 at Suite 305, Level 3, 35 Lime Street, Sydney NSW 2000 Australia (AEDT).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions.

This Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolution:

- Section 2: Action to be taken by Shareholders
- Section 3 Resolution 1 – Re-election of Director – Mr John A Young
- Section 4: Resolutions 2-4 – Issue of Shares and Warrants to John W Barr and Andrew R Carroll in lieu of Directors' Fees and Issue of Shares and Warrants to Andrew R Carroll in lieu of Consulting Fees
- Section 5: Resolution 5 – Issue of Shares and Warrants to John A Young in lieu of Directors' Fees
- Section 6: Resolutions 6-7 – Issue of Shares and Warrants to John W Barr and Andrew R Carroll partially in lieu of Consulting Fees
- Schedule 1: Definitions

A Proxy Form is located at the end of this Explanatory Memorandum

Resolutions 2-7 proposed for this meeting each relate to past or proposed issues of shares and warrants as well as the consolidation of the Company's Securities. The below table is to assist Shareholders in understanding the cumulative effects of these resolutions on the composition of the capital structure of the Company.

Table 1:

Resolution	Transaction	Undiluted Value	% of Total Securities Issued	Fully Diluted Value	% of Total Securities Issued	\$ Raised
N/A	Total number of Securities pre-placement if all pre-placement warrants are exercised	2,494,560,968	95.98%	3,483,470,059	97.09%	N/A
2	Issue to Director – John W Barr	20,833,333	0.80%	20,833,333	0.58%	N/A
3	Issue to Director – Andrew R Carroll	10,416,667	0.40%	10,416,667	0.29%	N/A
4	Issue to Director – Andrew R Carroll	10,416,667	0.40%	10,416,667	0.29%	N/A
5	Issue to Director – John A Young	10,416,667	0.40%	10,416,667	0.29%	N/A
6	Issue to Director – John W Barr	31,421,250	1.21%	31,421,250	0.88%	N/A
7	Issue to Director – Andrew R Carroll	20,947,500	0.81%	20,947,500	0.58%	N/A
	Total number of Securities issued assuming all transactions passed	2,599,013,052	100%	3,587,922,143	100%	N/A

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (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.

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

Shareholders whose Shares are traded on AIM should note that:

- (a) if your Shares are held in your name on the Company's register, a "form of instruction" will be sent to you by Computershare Investor Services plc The Pavilions, Bridgewater Road Bristol BS99 6ZY that should be used in place of the Proxy Form; and
- (b) if your Shares are held in a nominee account by a stockbroker, you should contact that stockbroker to establish what is required in order for you to vote individually.

If Shareholders do not understand the Notice, this Explanatory Memorandum or any part thereof they should contact their stockbroker, lawyer, accountant, or financial or other professional adviser without delay.

2.2 CREST – Depositary Interests

Holders of depositary interests in CREST (DI) are invited to attend the Meeting but are not entitled to vote at the Meeting. In order to have votes cast at the Meeting on their behalf, DI holders must complete, sign and return the Form of Instructions forwarded to them along with the Notice to the Company's agent, Computershare UK, no later than 16 December 2020 at 4.00 pm London time (being 3.00am AEDT) on 17 December 2020.

All other shareholders need either attend the Meeting, or have their proxies lodged to the Company per the instructions on the proxy form, no later than 19 December 2020 at 11.30 pm London time (being 10.30am (AEDT) on 20 December 2020.

3. 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 2020.

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

Shareholders will be offered the following opportunities:

- (a) discuss the Annual Report, which will shortly be available online at <http://mosmanoilandgas.com>;

- (b) ask questions or make comment on the management of the Company;
- (c) ask the Company's auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

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

- (a) the preparation and the content of the Auditor's Report; and
- (b) the conduct of the audit;
- (c) accounting policies 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, at Suite 305, Level 3, 35 Lime Street, Sydney NSW 2000 Australia.

4. Resolution 1 – Re-election of Director – Mr John A Young

Article 6.3(c) of the Constitution requires that one third of the Directors must retire at each annual general meeting (to the nearest one-third). Article 6.3(f) provides that a Director who retires under article 6.3(c) of the Constitution is eligible for re-election.

Resolution 1 therefore provides that Mr John A Young retires by rotation and, being eligible, seeks re-election.

Details of the qualifications and experience of Mr John A Young are included in the Annual Report.

The Board (excluding Mr John A Young) recommends that Shareholders vote in favour of Resolution 1.

Resolution 1 is an ordinary resolution.

5. Resolutions 2-4 – Issue of Shares and Warrants to John W Barr and Andrew R Carroll in lieu of Directors' Fees and Issue of Shares and Warrants to Andrew R Carroll in lieu of Consulting Fees

5.1 Background

The Company wishes to issue the Directors or their nominees with shares in lieu of their Directors' and Consulting Fees due in order to prudently conserve cash and provide shareholders with confidence that the Directors remain committed to the path of recent well drilling and acquisitions.

As announced in the Regulatory New Service (“RNS”) dated 14 February 2020, the Company has agreed as part of the Placement to Sophisticated Investors, subject to Shareholder approval, to issue a total of \$120,000 worth of fully paid ordinary shares with one warrant per share to subscribe for a further new ordinary share at an exercise price of \$0.0044 with a term of 12 months per Share subscribed for, in the capital of the Company (Shares) to the Directors for Directors’ Fees and Consulting Fees as follows:

- | | |
|--------------|--|
| Resolution 2 | Mr John W Barr \$60,000 Directors’ Fees for the period September 2019 to August 2020 |
| Resolution 3 | Mr Andrew R Carroll \$30,000 Directors’ Fees for the period July 2019 to June 2020 |
| Resolution 4 | Mr Andrew R Carroll \$30,000 Consulting Fees for the period December 2019 to February 2020 |

For a public company, or an entity that the public company controls, to give financial benefit to a Related Party of the public company, the public company or entity must:

- (a) obtain the approval of the public company’s member in the manner set out in Sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval, unless the given of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

The issue of the Shares and Warrants to the Related Parties requires the Company to obtain Shareholder approval because the grant of Director Securities constitutes giving a financial benefit and the Directors are Related Parties of the Company. It is the view of the Directors that the exceptions set out in Sections 210 to 216 of the Corporations Act may not apply in the current circumstances. Accordingly, Shareholder approval is sought for the grant of Shares to the Related Parties.

5.2 Compliance with The Corporations Act

Pursuant to, and in accordance with, the requirements of Sections 217 to 227 of the Corporations Act, the following information is provided in relation to the proposed grant of Shares:

- (a) the Related Parties are Mr John W Barr, Mr Andrew R Carroll and Mr John A Young and they are Related Parties by virtue of being Directors;
- (b) the maximum number of Shares (being the nature of the financial benefit being provided) to be issued under this approval to the Related Parties is:
 - (i) 20,833,333 fully paid ordinary shares with an issue price of \$0.0029 and 20,833,333 warrants with an exercise price of \$0.0044 and a 12 month term to Mr John W Barr;
 - (ii) 10,416,667 fully paid ordinary shares with an issue price of \$0.0029 and 10,416,667 warrants with an exercise price of \$0.0044 and a 12 month term to Mr Andrew R Carroll; and
 - (iii) 10,416,667 fully paid ordinary shares with an issue price of \$0.0029 and 10,416,667 warrants with an exercise price of \$0.0044 and a 12 month term to Mr Andrew R Carroll.

The fully paid ordinary shares will be issued at the equivalent issue price as the Placement to Sophisticated and Professional Investors in February 2020, being \$0.0029 per share.

The Securities will be issued to the Related Parties no later than one month after the date of the Annual General Meeting and it is anticipated that the Securities will be issued on one date.

The Securities are being issued as Directors' Fees and Consulting Fees and cover the period during which each director has been engaged as a director. As such, the Securities will be granted for NIL cash consideration and no funds will be raised as a result. The Securities will be issued as fully paid ordinary shares in the Company and issued on the same terms as the Company's existing shares. Refer to **Table 1** for details.

The proposed remuneration in securities of the Company is set out below:

Related Party	Approved Fees (\$)	Paid in Cash (\$)	Approval Sought in Shares	Issue Price Per Share
Mr John W Barr	60,000	NIL	20,833,333	\$0.0029
Mr Andrew R Carroll	30,000	NIL	10,416,667	\$0.0029
Mr Andrew R Carroll	30,000	NIL	10,416,667	\$0.0029

The main purpose of the issue of the Securities to the Related Parties is to provide cost effective consideration to the Related Parties for their contribution to the Company in their roles as Directors. The Board does not consider that there are any significant opportunity costs to the Company, or benefits foregone, in issuing the Securities upon the terms proposed.

6. Resolution 5 – Issue of Shares to John A Young in lieu of Directors' Fees

6.1 Background

The Company wishes to issue the Director or his nominee with shares in lieu their Directors' Fees in order to prudently conserve cash and provide shareholders with confidence that the Director remains committed to the path of recent well drilling and acquisitions.

The Company has agreed to issue a total of \$30,000 worth of fully paid ordinary shares, in the capital of the Company (Shares) with the same terms as those announce in the RNS dated 14 February 2020.

Resolution 5 Mr John A Young \$30,000 Directors' Fees for the period July 2019 to June 2020

For a public company, or an entity that the public company controls, to give financial benefit to a Related Party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's member in the manner set out in Sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval, unless the given of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

The issue of the Shares to the Related Parties requires the Company to obtain Shareholder approval because the grant of Director Securities constitutes giving a financial benefit and the Directors are Related Parties of the Company. It is the view of the Directors that the exceptions set out in Sections 210 to 216 of the Corporations Act may not apply in the current circumstances. Accordingly, Shareholder approval is sought for the grant of Shares to the Related Parties.

6.2 Compliance with The Corporations Act

Pursuant to, and in accordance with, the requirements of Sections 217 to 227 of the Corporations Act, the following information is provided in relation to the proposed grant of Shares:

- (a) the Related Party is Mr John A Young and they are a Related Party by virtue of being a Director;
- (b) the maximum number of Shares (being the nature of the financial benefit being provided) to be issued under this approval to the Related Party is:
 - (i) 10,416,667 fully paid ordinary shares with an issue price of \$0.0029 and 10,416,667 warrants with an exercise price of \$0.0044 and a 12 month term to Mr John A Young.

The fully paid ordinary shares will be issued at the equivalent issue price as the Placement to Sophisticated and Professional Investors in February 2020, being \$0.0029 per share.

The Securities will be issued to the Related Parties no later than one month after the date of the Annual General Meeting and it is anticipated that the Securities will be issued on one date.

The Securities are being issued as Director Fees and cover the period during which the director has been engaged as a director. As such, the Securities will be granted for NIL cash consideration and no funds will be raised as a result. The Securities will be issued as fully paid ordinary shares in the Company and issued on the same terms as the Company's existing shares. Refer to **Table 1** for details.

The proposed remuneration in securities of the Company is set out below:

Related Party	Approved Fees (\$)	Paid in Cash (\$)	Approval Sought in Shares	Issue Price Per Share
Mr John A Young	30,000	NIL	10,416,667	\$0.0029

The main purpose of the issue of the Shares to the Related Party is to provide cost effective consideration to the Related Parties for their contribution to the Company in their roles as a Director. The Board does not consider that there are any significant opportunity costs to the Company, or benefits foregone, in issuing the Shares upon the terms proposed.

7. Resolutions 6-7 – Issue of Shares and Warrants to John W Barr and Andrew R Carroll in lieu of Consulting Fees

7.1 Background

The Company wishes to issue Mr John W Barr and Mr Andrew R Carroll or their nominees with shares in lieu of half of their Consulting Fees during the COVID-19 pandemic crisis in order to prudently conserve cash and provide shareholders with confidence that they remain committed to the path of recent well drilling and acquisitions.

The Company has agreed to issue a total of \$75,000 worth of fully paid ordinary shares with one warrant per share to subscribe for a further new ordinary share at an exercise price of \$0.0027 with a term of 12 months per Share subscribed for, in the capital of the Company (Shares) being half of the Consulting Fees over 6 months payable to Mr Barr and Mr Carroll, in the capital of the Company. This is in line with the recent Placement as announced on the RNS dated 02 July 2020.

The Consulting Fees being to the Directors are as follows:

Resolution 6 Mr John W Barr \$45,000 Half of Consulting Fees for the period March 2020 to August 2020, at \$7,500 per month

Resolution 7 Mr Andrew R Carroll \$30,000 Half of Consulting Fees for the period March 2020 to August 2020, at \$5,000 per month

For a public company, or an entity that the public company controls, to give financial benefit to Related Parties of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval, unless the given of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

The issue of the Securities to the Related Parties requires the Company to obtain Shareholder approval because the grant of Director Securities constitutes giving a financial benefit and the Directors are Related Parties of the Company. It is the view of the Directors that the exceptions set out in Sections 210 to 216 of the Corporations Act may not apply in the current circumstances. Accordingly, Shareholder approval is sought for the grant of Shares to the Related Parties.

7.2 Compliance with The Corporations Act

Pursuant to, and in accordance with, the requirements of Sections 217 to 227 of the Corporations Act, the following information is provided in relation to the proposed grant of Shares:

- (a) the Related Parties are Mr John W Barr and Mr Andrew R Carroll and they are Related Parties by virtue of being Directors;
- (b) the maximum number of Shares (being the nature of the financial benefit being provided) to be issued under this approval to the Related Parties is:
 - (i) \$45,000 worth of fully paid ordinary shares to Mr John W Barr; and
 - (ii) \$30,000 worth of fully paid ordinary shares to Mr Andrew R Carroll.

The fully paid ordinary shares will be issued at the equivalent issue price as the Placement as announced on 2 July 2020, being \$0.0014 (0.08 pence). The warrants are on a one per share basis with an exercise price of \$0.0027 and a term of 12 months.

The Shares will be issued to the Related Parties no later than one month after the date of the Annual General Meeting and it is anticipated that the Shares will be issued on one date.

The Shares are being issued as Consulting Fees and cover the period during which each director has been engaged as a director. As such, the Shares will be granted for NIL cash consideration and no funds will be raised as a result. The Shares will be issued as fully paid ordinary share in the Company and issued on the same terms as the Company's existing shares.

The proposed remuneration in securities of the Company is set out below:

Related Party	Approved Fees (\$)	Paid in Cash (\$)	Approval Sought in Shares	Issue Price Per Share
Mr John W Barr	45,000	NIL	31,421,250	\$0.0014
Mr Andrew R Carroll	30,000	NIL	20,947,500	\$0.0014

The main purpose of the issue of the Shares to the Related Parties is to provide cost effective consideration to the Related Parties for their contribution to the Company in their roles as Directors. The Board does not consider that there are any significant opportunity costs to the Company, or benefits foregone, in issuing the Shares upon the terms proposed.

Schedule 1 – Definitions

In the Notice and this Explanatory Memorandum:

£ and **pence** mean the lawful currency of the United Kingdom.

A\$ means the lawful currency of Australia.

AIM means the alternative investment market of the London Stock Exchange.

ASIC means the Australian Securities and Investment Commission.

Board means the board of Directors.

Chairperson means the person appointed to chair the Meeting.

Company or **Mosman** means Mosman Oil and Gas Limited ACN 150 287 111.

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

Directors mean the directors of the Company.

Explanatory Memorandum means this explanatory memorandum.

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

Notice means the notice of annual general meeting which this Explanatory Memorandum accompanies.

Option means an option to acquire a Share.

Proxy Form means the proxy form attached to the Notice.

Resolution means the resolution in the Notice.

Schedule means a schedule to the Notice.

Section means a section of this Explanatory Memorandum.

Securities means all the Shares, Warrants and Options.

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

Shareholder means a holder of a Share.

In the Notice and this Explanatory Memorandum, words importing the singular include the plural

MOSMAN OIL AND GAS LIMITED
ACN 150 287 111

PROXY FORM

The Company Secretary
 Mosman Oil and Gas Limited

By delivery:

305/35 Lime Street
 Sydney NSW 2000

By post:

GPO Box 280
 Sydney NSW 2001

By email:

mog@taccountants.com.au

Name of Shareholder:

Address of Shareholder:

Number of Shares entitled to vote:

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

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

Step 1 – Appoint a Proxy to Vote on Your Behalf

I/we being Shareholder/s of the Company hereby appoint:

The Chairperson (mark box)

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairperson, as my/our proxy for the meeting to be held at 10.30am on 22 December 2020 at Suite 305, Level 3, 35 Lime Street, Sydney NSW 2000 (EST) 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, as the proxy sees fit).

If 2 proxies are appointed, the proportion or number of votes that this proxy is authorised to exercise is * []% of the Shareholder's votes*/ [] of the Shareholder's votes. (An additional Proxy Form will be supplied by the Company, on request).

Important – If the Chairperson is your proxy or is appointed your proxy by default

The Chairperson intends to vote all available proxies in favour of the Resolution. If the Chairperson is your proxy or is appointed your proxy by default, unless you indicate otherwise by ticking either the 'for', 'against' or 'abstain' box in relation to the Resolution, you will be authorising the Chairperson to vote in accordance with the Chairperson's voting intentions on the Resolution.

Step 2 – Instructions as to Voting on the Resolution

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

		For	Against	Abstain*
Resolution 1	Re-election of Director – Mr John A Young			
Resolution 2	Issue of Shares and Warrants to John W Barr in lieu of Directors' Fees			
Resolution 3	Issue of Shares and Warrants to Andrew R Carroll in lieu of Directors' Fees			

		For	Against	Abstain*
Resolution 4	Issue of Shares and Warrants to Andrew R Carroll in lieu of Consulting Fees			
Resolution 5	Issue of Shares and Warrants to John A Young in lieu of Directors' Fees			
Resolution 6	Issue of Shares and Warrants to John W Barr in lieu of Consulting Fees during COVID-19			
Resolution 7	Issue of Shares and Warrants to Andrew R Carroll in lieu of Consulting Fees during COVID-19			

* If you mark the Abstain box, 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.

Authorised signature/s This section **must** be signed in accordance with the instructions below to enable your voting instructions to be implemented.

The Chairperson intends to vote all available proxies in favour of the Resolution.

Individual or Shareholder 1	Shareholder 2	Shareholder 3
<div style="border: 1px solid black; width: 200px; height: 20px; margin: 0 auto;"></div>	<div style="border: 1px solid black; width: 200px; height: 20px; margin: 0 auto;"></div>	<div style="border: 1px solid black; width: 200px; height: 20px; margin: 0 auto;"></div>
Sole Director and Sole Company Secretary	Director	Director/Company Secretary
_____	_____	_____
Contact Name	Contact Daytime Telephone	Date

Proxy Notes:

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

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

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

Joint Holding: where the holding is in more than one name all of the holders must sign.

Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

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

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at the Sydney office of the Company (Suite 305, Level 3, 35 Lime Street, Sydney NSW 2000) or by post to GPO Box 280 Sydney NSW 2001 or by email mog@taccountants.com.au if sent from outside Australia) not less than 48 hours prior to the time of commencement of the Meeting (EST).