



MOSMAN OIL AND GAS
LIMITED

MOSMAN OIL AND GAS LIMITED
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NOTICE OF ANNUAL GENERAL MEETING

**The Annual General Meeting of the Company will be held at
2:00pm (AEDT) on 30 November 2023 at
24-26 Kent Street, Millers Point NSW 2000 Australia.**

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 or by e-mail on mog@taccountants.com.au.

MOSMAN OIL AND GAS LIMITED

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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 2:00pm (AEDT) on 30 November 2023 at 24-26 Kent Street, Millers Point NSW 2000, Australia (**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 at 7:00pm (AEDT) on 28 November 2023 at 24-26 Kent Street, Millers Point NSW 2000, Australia.

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 2023, which includes the Financial Report, the Directors' Report, and the Auditor's Report.

1. Resolution 1 – Re-election of Director – Mr Nigel Harvey

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(c) of the Constitution and for all other purposes, Mr Nigel Harvey, a Director, retires and being eligible, is re-elected on the terms and conditions in the Explanatory Memorandum."

2. Resolution 2 – Re-election of Director – Mr Carl Dumbrell

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(j) of the Constitution and for all other purposes, Mr Carl Dumbrell, a Director, retires and being eligible, is re-elected on the terms and conditions in the Explanatory Memorandum."

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'Nigel Harvey', written in a cursive style.

**Nigel Harvey
Non-Executive Chairman
Dated 7 November 2023**

MOSMAN OIL AND GAS LIMITED

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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 2:00pm (AEDT) on 30 November 2023, 24-26 Kent Street, Millers Point NSW 2000, Australia.

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 vote in favour or against the Resolutions.

This Explanatory Memorandum includes information to assist Shareholders in deciding how to vote on the Resolutions.

A Proxy Form is attached to this Notice of Meeting and Explanatory Memorandum.

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.

2.2 CREST – Depositary Interests

Holders of depositary interests in CREST (**DI**) 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 sent to them to Depositary Computershare Investor Services plc, The Pavilions, Bridgewater Road Bristol BS99 6ZY, no later than 27 November 2023 at 2.00pm (London time), being 1:00am AEDT (Australian time) or via the CREST voting system detailed on the Form of Instruction.

All other shareholders need either attend the Meeting in person, or have their proxies lodged to the Company per the instructions on the proxy form, no later than 3:00am 28 November 2023 (London time), being 2:00 pm AEDT on 28 November 2023 (Australian time).

2.3 Shareholder Communications

Shareholders may elect to receive certain documents including Annual Reports and Notice of Meetings (proxy/voting forms) as follows:

- (a) You can make a standing election to receive the documents in physical or electronic form;
- (b) You can make a one-off request to receive a document in physical or electronic form; or
- (c) You can tell us if you do not want to receive a hard-copy of the Annual Report.

Mosman Oil and Gas is committed to minimising paper usage and encourage all Shareholders to make the switch to paperless communications and provide us with your email address.

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 2023.

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 be available online at <http://mosmanoilandgas.com> and will be lodged on the Company's AIM portal by RNS;
- (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 24-26 Kent Street, Millers Point NSW 2000, Australia.

4. Resolution 1 – Re-election of Director – Mr Nigel Harvey

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 Nigel Harvey retires by rotation and, being eligible, seeks re-election.

Details of the qualifications and experience of Mr Nigel Harvey are included in the Annual Report.

The Board (excluding Mr Nigel Harvey) recommends that Shareholders vote in favour of Resolution 1.

Resolution 1 is an ordinary resolution.

5. Resolution 2 – Re-election of Director – Mr Carl Dumbrell

Article 6.3(j) of the Constitution requires that a director appointed under Article 6.2(b) retire at the next general meeting of the Company, and provides that a Director who retires under Article 6.3(j) is eligible for re-election.

Resolution 2 therefore provides that Mr Carl Dumbrell retires by rotation and, being eligible, seeks re-election.

Mr Dumbrell is a partner in a Sydney accounting firm with 20 years' experience in taxation and assurance services in Australia and England, and with an on-going involvement in the raising of finance and the divestment of assets for listed companies.

Carl has Bachelor of Commerce and Master of Taxation Law degrees, and is a Chartered Accountant in both Australia and in England & Wales, as well as being a Chartered Tax Advisor, Registered Company Auditor, Registered Self-Managed Superannuation Fund Auditor, and Member of the Australian Institute of Company Directors.

Carl is the CEO and Executive Director of Herencia Resources Plc, Director and Company Secretary of Emperor Energy Limited, Chairman of the Kennedy Foundation, and President of St Michael's Golf Club. The Board (excluding Mr Carl Dumbrell) recommends that Shareholders vote in favour of Resolution 2.

Resolution 2 is an ordinary resolution.

Schedule 1 – Definitions

In the Notice and this Explanatory Memorandum:

A\$ means the lawful currency of Australia.

AIM means the alternative investment market of the London Stock Exchange (LSE).

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:

24-26 Kent Street
Millers Point 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.

All other shareholders need either attend the Meeting in person, or have their proxies lodged to the Company per the instructions on the proxy form, no later than 3:00am 28 November 2023 (London time), being 2:00 pm AEDT on 28 November 2023 (Australian time).

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 2:00pm (AEDT) on 30 November 2023 at 24-26 Kent Street, Millers Point NSW 2000, Australia (**Meeting**) 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 Nigel Harvey			
Resolution 2	Re-election of Director – Mr Carl Dumbrell			

* 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
<input type="text"/>	<input type="text"/>	<input type="text"/>
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 (24-26 Kent Street, Millers Point 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.