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**ELIXIR PETROLEUM LIMITED**

ACN 108 230 995

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**NOTICE OF ANNUAL GENERAL MEETING**

**The Annual General Meeting of the Company will be held at 1202 Hay Street,  
West Perth WA 6005 on Wednesday 28 November 2018 at 10.00am (WST)**

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*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 by telephone on +61 8 9226 2111.***

# ELIXIR PETROLEUM LIMITED

ACN 108 230 995

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## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of Shareholders of Elixir Petroleum Limited (**Company**) will be held at 1202 Hay Street, West Perth WA 6005 on Wednesday 28 November 2018 at 10.00am (WST) (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form 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 on Monday 26 November 2018 at 4.00pm (WST).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Section 12.

## AGENDA

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### Annual Report

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

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### 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 resolution**:

*"That the Remuneration Report be adopted by the Shareholders on the terms and conditions in the Explanatory Memorandum."*

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

#### Voting Exclusion

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by, or on behalf of:

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

However, a person described above may cast a vote on this Resolution if the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above and either:

- (a) the person does so as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; or

- (b) the person is the Chairman voting an undirected proxy which expressly authorises the Chairman to vote the proxy on a resolution connected with the remuneration of a member of the Key Management Personnel.

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## 2. Resolution 2 – Re-election of Mr Scott Patrizi as a Director

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

*"That Mr Scott Patrizi, who retires in accordance with Article 6.3(c) of the Constitution, being eligible and offering himself for re-election, be re-elected as a Director."*

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## 3. Resolution 3 – Ratification of Placement under Listing Rule 7.1 Capacity

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

*"That for the purposes of Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the prior issue by the Company of 33,000,000 Shares (**Placement Shares**), at an issue price of \$0.05 each, to the Participants on the terms and conditions set out in the Explanatory Memorandum."*

### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of the Participants and any of their associates.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by 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.

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## 4. Resolution 4 – Approval to issue Consideration Shares

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

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 79,000,000 Shares (**Consideration Shares**) to the GOH Shareholders (or their nominees) in consideration for the GOH Acquisition on the terms and conditions set out in the Explanatory Memorandum".*

### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of the GOH Shareholders and their nominees and a person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a Shareholder), and any associates of those persons.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by 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."

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## 5. Resolution 5 – Approval of grant of Performance Rights to Mr Neil Young

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

*"That, subject to Resolution 4 being passed, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to grant up to 17,500,000 Performance Rights (comprising 7,500,000 Class C Performance Rights and 10,000,000 Class D Performance Rights) (**Young Performance Rights**) to Mr Neil Young (or his nominees) on the terms and conditions set out in the Explanatory Memorandum."*

### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Neil Young and his nominees, and a person who will obtain a benefit as a result of the proposed issue (except a benefit solely by reason of being a Shareholder), and any associates of those persons.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by 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.

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## 6. Resolution 6 – Approval of grant of Performance Rights to Mr Paul Craig

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

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to grant up to 5,000,000 Performance Rights (comprising 2,500,000 Class E Performance Rights and 2,500,000 Class F Performance Rights) (**Craig Performance Rights**) to Mr Paul Craig (or his nominees) on the terms and conditions set out in the Explanatory Memorandum."*

### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Paul Craig and his nominees, and a person who will obtain a benefit as a result of the proposed issue (except a benefit solely by reason of being a Shareholder), and any associates of those persons.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by 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.

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## 7. Resolution 7 – Approval of grant of Performance Rights to Mr Dougal Ferguson

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

*"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to grant up to 5,000,000 Performance Rights (comprising 2,500,000 Class E Performance Rights and 2,500,000 Class F Performance Rights) (**Ferguson Performance Rights**) to Mr Dougal Ferguson (or his nominees) on the terms and conditions set out in the Explanatory Memorandum."*

### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Dougal Ferguson and his nominee and any associates of those persons.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by 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.

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## 8. Resolution 8 – Approval of 10% Placement Facility

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

*"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum."*

### **Voting Exclusion**

The Company will disregard any votes cast on this Resolution by a person who is expected to participate in, or who will obtain a material benefit as a result of, the 10% Placement Facility issue (except a benefit solely by reason of being a Shareholder), and any associates of those persons.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Dated 25 October 2018

**BY ORDER OF THE BOARD**

Dougal Ferguson  
**Managing Director**

# ELIXIR PETROLEUM LIMITED

ACN 108 230 995

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## EXPLANATORY MEMORANDUM

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### 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 1202 Hay Street, West Perth on Wednesday 28 November 2018 at 10.00am (WST).

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 set out in the Notice.

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

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### 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. Lodgment 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 Voting Prohibition by Proxy Holders

In accordance with section 250R of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by, or on behalf of:

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

However, a person described above may cast a vote on Resolution 1 if the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above and either:

- (c) the person does so as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; or
- (d) the person is the Chairman voting an undirected proxy which expressly authorises the Chairman to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote on the basis of that appointment on Resolutions 1 and 7 if:

- (a) the person is either:
  - (i) a member of the Key Management Personnel of the Company; or
  - (ii) a Closely Related Party of such a member, and
- (b) the appointment does not specify the way the proxy is to vote on Resolutions 1 and 7.

However, the prohibition does not apply if:

- (a) the proxy is the Chairman; and
- (b) the appointment expressly authorises the Chairman to exercise the proxy even if Resolutions 1 and 7 are connected directly or indirectly with remuneration of a member of the Key Management Personnel of the Company.

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### **3. Annual Report**

Shareholders will be offered the opportunity to discuss the Annual Report at the Meeting. Copies of the report can be found on the Company's website [www.elixirpetroleum.com](http://www.elixirpetroleum.com) or by contacting the Company on +61 8 9226 2111.

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

Shareholders will be offered the following opportunities:

- (a) discuss the Annual Report for the financial year ended 30 June 2018;
- (b) ask questions about, or make comment on, the management of the Company;
- (c) ask questions about, or make comment on, the Remuneration Report;
- (d) ask the auditor questions about:
  - (i) the conduct of the audit;
  - (ii) the preparation and content of the Auditor's Report;
  - (iii) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
  - (iv) the independence of the auditor in relation to the conduct of the audit.

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 content of the Auditor's Report; and
- (b) the conduct of the audit of the Financial Report,

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

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## **4. Resolution 1 – Adoption of Remuneration Report**

Section 250R(2) of the Corporations Act provides that the Company is required to put the Remuneration Report to the vote of Shareholders. The Directors' Report contains a Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive and non-executive directors.

Section 250R(3) of the Corporations Act provides that this Resolution is advisory only and does not bind the Directors of the Company. Of itself, a failure of Shareholders to pass this Resolution will not require the Directors to alter any of the arrangements in the Remuneration Report.

However, if at least 25% of the votes cast are voted against adoption of the Remuneration Report at two consecutive annual general meetings, the Company will be required to put to shareholders at the second annual general meeting a resolution proposing that another general meeting be held within 90 days, at which all of the Company's Directors (other than the Managing Director) who were in office at the date of approval of the applicable Directors' Report would go up for re-election.

At the Company's 2017 Annual General Meeting the remuneration report was approved by over 75% of shareholders.

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

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

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## **5. Resolution 2 – Re-election of Mr Scott Patrizi as a Director**

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

Pursuant to these articles of the Constitution Mr Scott Patrizi will retire by rotation and, being eligible, seek re-election.

Mr Patrizi is a corporate finance professional having been previously employed with Deloitte Touche Tohmatsu in Perth. He holds a Bachelor of Commerce from the University of Western Australia. During his time at Deloitte, Scott worked across a range of industries including mining, oil and gas, healthcare, education and private equity providing merger and acquisition, valuation and due diligence services. Prior to Deloitte, Scott worked for Argonaut Limited, a full-service advisory, stockbroking and research and investment house focused on clients in the natural resources sector, where he gained significant equity capital market experience. Scott is also a non-executive director of ASX listed Clancy Exploration Limited.

The Board (other than Mr Patrizi) believes that Mr Patrizi has performed the duties and responsibilities of a Director diligently and professionally, in the best interests of all Shareholders.

The Board (other than Mr Patrizi) unanimously supports the re-election of Mr Scott Patrizi.

Resolution 2 is an ordinary resolution.

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## **6. Resolution 3 – Ratification of Placement under Listing Rule 7.1 Capacity**

### **6.1 General**

On 20 September 2018, the Company issued 33,000,000 Shares, at an issue price of \$0.05 each, to the Participants to raise \$1,650,000 (before costs) (**Placement**). The Placement was managed by Xcel Capital and the Participants included clients from various brokers.

The funds raised from the issue of the Placement Shares will be used to assist the funding of the proposed Alaskan Lease Acquisition (refer to Section 8 for further details) and to provide general working capital for existing assets, business and administration costs (including the costs of the Placement) and, if the option to acquire GOH is exercised, to fund activities within the PSC area (refer to Section 7 for further details).

The Placement Shares were issued within the Company's 15% annual limit permitted under Listing Rule 7.1 without the need for Shareholder approval.

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 provides that where a company in general meeting ratifies a previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) the issue of those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

Resolutions 3 seeks Shareholder approval to ratify the prior issue of the Placement Shares pursuant to Listing Rule 7.4. The effect of Shareholders passing Resolution 3 will be to restore the Company's ability to issue securities within the 15% placement capacity under Listing Rule 7.1 during the next 12 months without the requirement to obtain prior Shareholder approval.

Resolutions 3 is an ordinary resolution.

### **6.2 Specific Information Required by Listing Rule 7.5**

For the purposes of Listing Rule 7.5, information regarding the issue of the Placement Shares is provided as follows:

- (a) 33,000,000 Shares were issued by the Company on 20 September 2018.
- (b) The Placement Shares were issued at an issue price of \$0.05 per Share to raise \$1,650,000 (before costs). The funds raised from the issue of the Placement Shares will be used for the purposes set out in Section 6.1 above.
- (c) The Placement Shares are fully paid ordinary shares of the Company ranking equally with all other fully paid ordinary shares of the Company.
- (d) The Placement Shares were issued to the Participants, none of whom is a related party of the Company.
- (e) A voting exclusion statement is included in the Notice.

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## 7. Overview of GOH Acquisition

### 7.1 GOH Acquisition

As announced on 17 October 2017, the Company entered into a binding term sheet (**Term Sheet**) for an exclusive option to acquire 100% of the issued capital of Golden Horde Limited (**GOH Option**). Refer to Section 7.2 for further details in relation to GOH and PSC that has been awarded by the Mongolian Government.

Due to delays to the award of the PSC to GOH, and as announced on 12 September 2018 the Term Sheet was amended such that (amongst other things) the option period was extended to 30 November 2018 for a further option fee of \$25,000. The Company also agreed to provide GOH with interim funding via a convertible loan facility of up to \$250,000. Further details of the amendments to the Term Sheet and the terms of the convertible loan facility are set out in Schedule 1.

At the Company's 2017 Annual General Meeting held on 30 November 2017 (**2017 AGM**), the Company sought and received Shareholder approval for a number of resolutions with respect to the proposed GOH Acquisition, including the issue of the Consideration Shares and Young Performance Rights. Shareholders again approved the issue of the Consideration Shares and Young Performance Rights at a second meeting held on 19 April 2018, however further shareholder approval is required as the 3 month time limit (as required by ASX) to issue the Young Performance Rights and Consideration Shares has expired.

Exercise of the GOH Option (and, accordingly, the issue of the Consideration Shares and Young Performance Rights) was subject to GOH being awarded the PSC (one of the conditions precedent of the GOH Acquisition). As announced on 18 September 2018 the PSC with MRPAM has now been signed and, accordingly, the Company is again seeking Shareholder approval to allow it to complete the GOH Acquisition and issue the Consideration Shares (pursuant to Resolution 4) and Young Performance Rights (pursuant to Resolution 5).

### 7.2 GOH Overview

GOH was established in 2011 with the sole purpose of securing CBM rights (also known as Coal Seam Gas or CSG) in Mongolia in an area of the country adjacent to the existing gas markets of Northern China. GOH undertook a detailed prospecting study in the Nomgon IX PSC area prior to commencing negotiations with the Mineral Resources and Petroleum Authority of Mongolia ("**MRPAM**") on the commercial terms for a PSC. The MRPAM is a division of the Mining Ministry, which in turn requires approval from the Cabinet of Mongolia ("**Cabinet**") before any formal award of a PSC can be made.

On 12 September 2018, the Company announced that it had received official notice from GOH that the Mongolian Cabinet had authorised the MRPAM to sign the Nomgon IX CBM PSC with GOH LLC, a wholly owned subsidiary of GOH. On 18 September 2018, GOH notified the Company that the Nomgon IX CBM PSC had been executed between MRPAM and GOH LLC.

With the PSC now executed, GOH has commenced exploration activities with the initial work consisting of field mapping prior to the onset of the northern winter, together with reprocessing of existing gravity data over the PSC area. This work will assist in determining the exact location of the proposed seismic acquisition programme, the 2019 proposed initial drilling programme and the preparation of an initial Prospective Resources Report of the Nomgon IX CBM PSC area.

In addition, GOH will soon commence an environmental impact study (EIS) over the Nomgon IX PSC, which can also be done over the upcoming northern winter and be completed in time for commencement of the 2019 exploration programme. Furthermore, the winter months will be used to set up the various administrative processes required to successfully operate a PSC in a foreign jurisdiction.

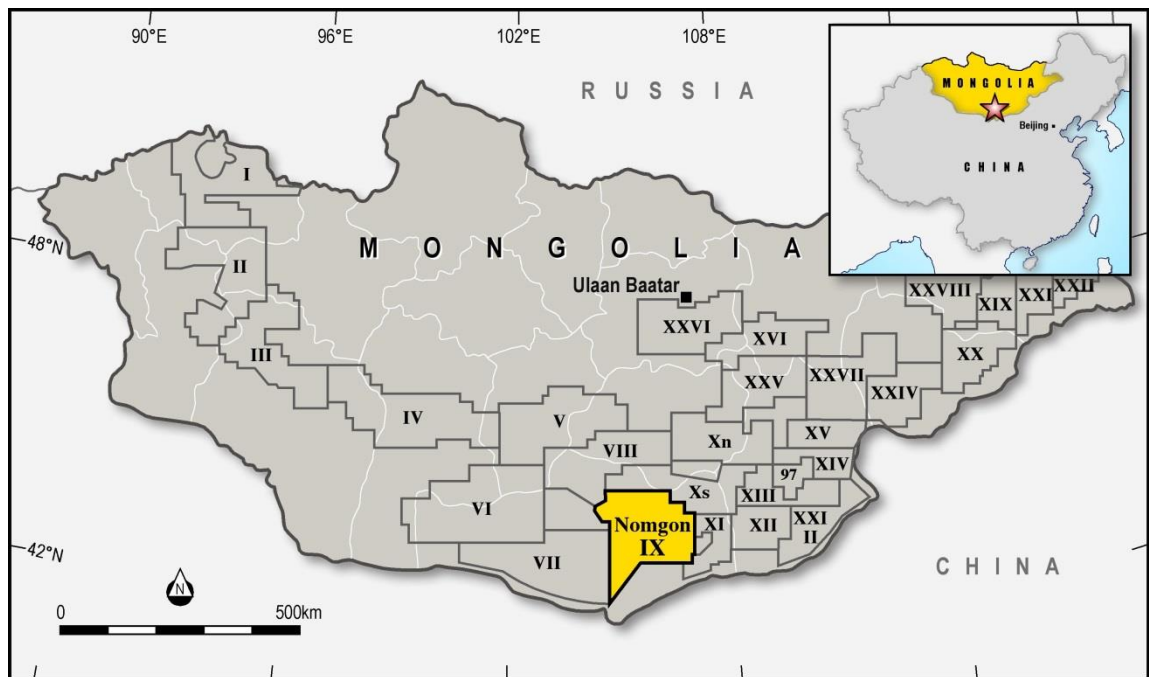


Figure 1: Map of Mongolia showing location of Nomgon IX.

The Nomgon IX CBM PSC is the first unconventional PSC issued pursuant to the country's updated Petroleum Law, which was passed by Parliament in 2014. Nomgon IX, which covers an area of over 7 million acres, lies adjacent to the Chinese border and is ideally placed for future gas sales into the extensive Northern China gas transmission and distribution network. In addition to Chinese gas demand, Mongolia currently has no gas production and there is a strong political desire to replace high pollution coal power and heat generation with low emission clean-burning gas fired generation. With the potential to find and develop multiple Tcfs of gas from CBM, both the Mongolian and Chinese markets could be supplied with Mongolian CBM.

The PSC is located in what is considered to be one of the most prospective basins in Mongolia for CBM. The PSC surrounds one of the world's largest producing thermal coal deposits, Tavan Tolgoi, which has an estimated resource of over 6 billion tonnes and produced over 14 million tonnes of coal in 2016. Data from wells within the Tavan Tolgoi mine indicate gas contents of up to 15m<sup>3</sup>/tonne (480 cf/ton) at depths of 467 metres below surface which is considered high by world CBM standards and is a good indication that surrounding areas are likely to contain similar gas content levels.

Elixir, through its technical due diligence process, has high graded a number of areas which it considers the most prospective for CBM within the PSC. The planned 2019 exploration programme will be initially focussed on these areas where, based on existing gravity data and field mapping, it is interpreted that coals may be present and be at the right depth for CBM production.

## 8. Overview of Alaskan Lease Acquisition

### 8.1 Alaskan Lease Acquisition

As announced on 12 September 2018, the Company has signed a binding terms sheet to acquire 35,423 acres of highly prospective leases in Alaska which are adjacent to the Umiat oil field (see figure 2). The consideration for the acquisition of the Alaskan Leases consist of reimbursement of the sellers back costs which total US\$803,859, together with assignment of a 5% overriding royalty interest (**ORRI**) on the leases being acquired.

The Company has also entered into an Area of Mutual Interest (**AMI**) with the sellers whereby the sellers cannot compete with the Company for new leases within the AMI. In consideration of entering into the AMI, if the Company acquires any additional leases in the AMI, the sellers 5% ORRI on the Alaskan Leases decreases (to a minimum of 1.5%) proportional to the total lease acreage position in the AMI. The recalculated proportional ORRI will then apply to all leases within the AMI. Should the Company acquire more than 118,000 acres within the AMI, the calculation of the ORRI remains fixed at 1.5% across the Alaskan Leases and any new leases acquired within the AMI.

The Company has paid a non-refundable US\$150,000 exclusivity fee, which is deductible from the cash consideration on completion of the acquisition. Further details of the commercial terms of the Alaskan Lease Acquisition are provided in Schedule 2. While there are various conditions precedent to the Alaskan Lease Acquisition, no Shareholder approvals are required under the Listing Rules.

## 8.2 Overview of Alaskan Leases

The Alaskan Leases consist of 35,423 acres of what is considered highly prospective acreage in Alaska, adjacent to the Umiat oil field and within 75kms of the large Willow and other nearby discoveries being developed by ConocoPhillips (see Figure 2). The Lessor of the Alaskan Leases is the United States Bureau of Land Management (**BLM**) which has a 12.5% royalty interest in the leases. The Alaskan Leases were originally awarded to the sellers in 2014 for a period of 10 years expiring 1 March 2024. The annual rentals on the Alaskan Leases are US\$3/acre, which must be paid on or before the lease anniversary date in order to retain the lease. Further details are provided in Schedule 2.

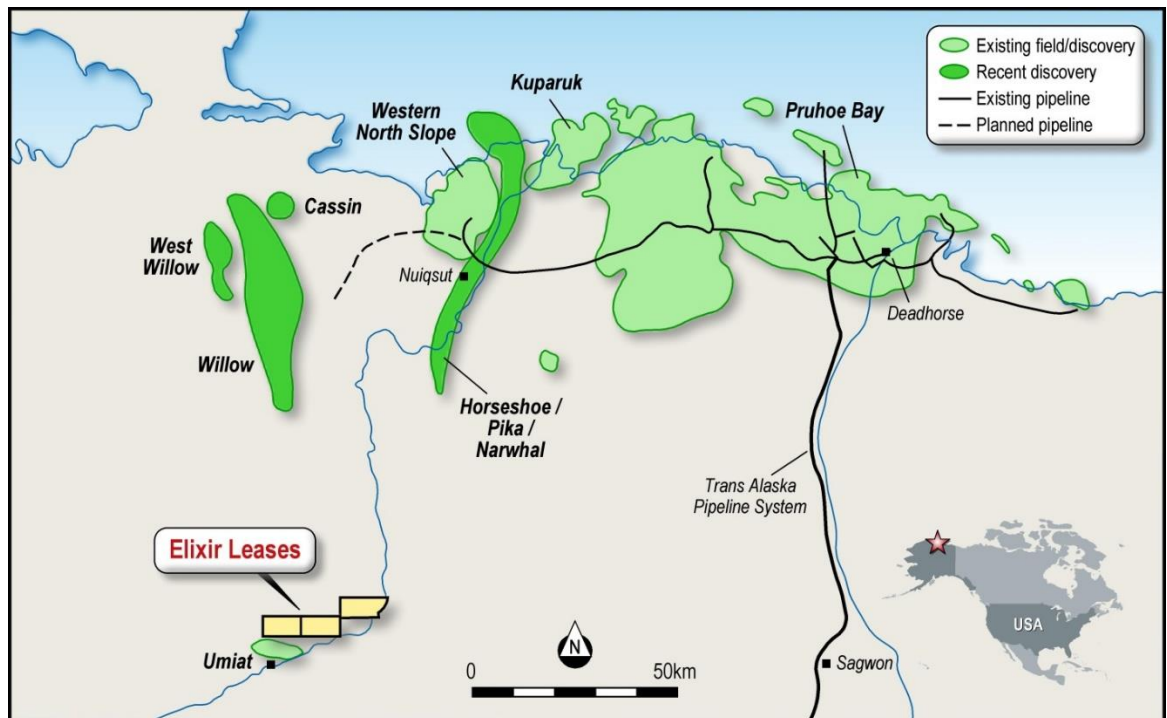


Figure 2: Elixir's Alaskan Lease Acquisition location map.

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## **9. Resolution 4 – Approval to issue Consideration Shares**

### **9.1 General**

Resolution 4 seeks Shareholder approval for the issue of up to 79,000,000 Shares to the GOH Shareholders (or their nominees) as consideration for the GOH Acquisition.

A summary of Listing Rule 7.1 is set out in Section 6.1.

The effect of Shareholders passing Resolution 4 will be to allow the Company to issue the Consideration Shares to the GOH Shareholders (or their nominees) during the period of three months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity. If the Company does not exercise the GOH Option on or before 30 November 2018, the Consideration Shares will not be issued.

Resolution 4 is an ordinary resolution.

### **9.2 Specific Information required by Listing Rule 7.1**

For the purposes of Listing Rule 7.1, information regarding the proposed issue of the Consideration Shares is provided as follows:

- (a) The maximum number of Securities to be issued under Resolution 4 is 79,000,000 Shares.
- (b) The Consideration Shares will be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that all of the Consideration Shares will be issued on the same date, being on completion of the GOH Acquisition. If the Company does not exercise the GOH Option on or before 30 November 2018, the Consideration Shares will not be issued.
- (c) The Consideration Shares will be issued for nil cash consideration as consideration for the GOH Acquisition. Accordingly, no funds will be raised from the issue of the Consideration Shares.
- (d) The Consideration Shares will be issued to the GOH Shareholders (or their nominees) none of whom is a related party of the Company other than Mr Neil Young who is a related party of the Company by virtue of being a proposed Director of the Company (to be appointed with effect from completion of the GOH Acquisition).
- (e) The Consideration Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (f) A voting exclusion statement is included in the Notice.

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## **10. Resolution 5 – Approval of grant of Performance Rights to Mr Neil Young**

### **10.1 General**

It is proposed that, Mr Neil Young be appointed as an Executive Director and Chief Executive Officer of the Company with effect from completion of the GOH Acquisition. Mr Young is one of the GOH Shareholders. Refer to Section 7.1 for further details in relation to GOH and the GOH Acquisition.

Shareholders have previously approved the issue of Performance Rights to Mr Young at Shareholder meetings held on 30 November 2017 and 19 April 2018. However, due to delays to the award of the PSC to GOH, which has resulted in the extension of the period of the GOH

Option, the GOH Acquisition has not completed and no Securities have been issued to Mr Young.

Further, the milestone for certain classes of Performance Rights which were to be issued to Mr Neil Young may now possibly be achieved prior to the issue of these Securities to Mr Young given delays to completion of the GOH Acquisition. The Company, GOH and Mr Young have therefore agreed to amend the applicable milestones and issue a total of 17,500,000 Performance Rights to Mr Young or his nominees (comprising 7,500,000 Class C Performance Rights and 10,000,000 Class D Performance Rights) on the terms and conditions set out in Schedule 3.

A summary of Listing Rule 7.1 is set out in Section 6.1.

Resolution 5 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the Young Performance Rights to Mr Young.

The effect of Shareholders passing Resolution 5 will be to allow the Company to issue the Young Performance Rights to Mr Young (or his nominees) during the period of three months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity. If the Company does not exercise the GOH Option on or before 30 November 2018, the Young Performance Rights will not be issued.

Notwithstanding that Mr Young will be appointed as an Executive Director and Chief Executive Officer of the Company with effect from completion of the GOH Acquisition, Shareholder approval under Listing Rule 10.11 for the issue of the Young Performance Rights is not required as Exception 6 to Listing Rule 10.12 applies (on the basis that the issue of the Young Performance Rights is a term of the GOH Acquisition, and Mr Young is a related party by reason only of the application of section 228(6) of the Corporations Act).

Resolution 5 is an ordinary resolution and is subject to Resolution 4 being passed.

## **10.2 Specific Information required by Listing Rule 7.3**

For the purposes of Listing Rule 7.3, information regarding the proposed issue of the Young Performance Rights is provided as follows:

- (a) The maximum number of Securities to be issued under Resolution 5 is 17,500,000 Performance Rights comprising:
  - (i) 7,500,000 Class C Performance Rights which are convertible into 7,500,000 Shares on satisfaction of Milestone C; and
  - (ii) 10,000,000 Class D Performance Rights which are convertible into 10,000,000 Shares on satisfaction of Milestone D.
- (b) The Young Performance Rights will be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that the issue of the Young Performance Rights will occur on completion of the GOH Acquisition. If the Company does not exercise the GOH Option on or before 30 November 2018, the Young Performance Rights will not be issued.
- (c) The Young Performance Rights will be issued for nil cash consideration. Accordingly, no funds will be raised from the issue of the Young Performance Rights.
- (d) Full terms and conditions of the Young Performance Rights are set out in Schedule 3. Shares issued on conversion of the Young Performance Rights will be fully paid ordinary shares in the capital of the Company ranking equally in all respects with the Company's existing Shares on issue.
- (e) The Young Performance Rights will be issued to Mr Young (or his nominees).

- (f) A voting exclusion statement is included in the Notice.

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## **11. Resolution 6 – Approval of grant of Performance Rights to Mr Paul Craig**

### **11.1 General**

The Company is proposing to issue a total of 5,000,000 Performance Rights (comprising 2,500,000 Class E Performance Rights and 2,500,000 Class F Performance Rights) (**Craig Performance Rights**) to Mr Paul Craig (or his nominee), a proposed consultant to the Company, in recognition of his role in assisting the Company expand its operations in Alaska following completion of the Alaskan Lease Acquisition.

A summary of Listing Rule 7.1 is set out in Section 6.1.

Resolution 6 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the Craig Performance Rights to Mr Craig.

The effect of Shareholders passing Resolution 6 will be to allow the Company to issue the Craig Performance Rights to Mr Craig (or his nominees) during the period of three months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

Resolution 6 is an ordinary resolution.

### **11.2 Specific Information required by Listing Rule 7.3**

For the purposes of Listing Rule 7.3, information regarding the proposed issue of the Craig Performance Rights is provided as follows:

- (a) The maximum number of Securities to be issued under Resolution 6 is 5,000,000 Performance Rights comprising:
  - (i) 2,500,000 Class E Performance Rights which are convertible into 2,500,000 Shares on satisfaction of Milestone E; and
  - (ii) 2,500,000 Class F Performance Rights which are convertible into 2,500,000 Shares on satisfaction of Milestone F.
- (b) The Craig Performance Rights will be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that the Craig Performance Rights will be issued on the same date.
- (c) The Craig Performance Rights will be issued for nil cash consideration. Accordingly, no funds will be raised from the issue of the Craig Performance Rights.
- (d) The Craig Performance Rights will be issued to Mr Paul Craig (or his nominee), who is not a related party of the Company.
- (e) Full terms and conditions of the Craig Performance Rights are set out in Schedule 3. Shares issued on conversion of the Craig Performance Rights will be fully paid ordinary shares in the capital of the Company ranking equally in all respects with the Company's existing Shares on issue.
- (f) A voting exclusion statement is included in the Notice.

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## **12. Resolution 7 – Approval of grant of Performance Rights to Mr Dougal Ferguson**

### **12.1 General**

The Company is proposing to issue a total of 5,000,000 Performance Rights (comprising 2,500,000 Class E Performance Rights and 2,500,000 Class F Performance Rights) (**Ferguson Performance Rights**) to the Managing Director of the Company, Mr Dougal Ferguson as part of the incentive based component of his remuneration.

Listing Rule 10.11 provides that a company must not (subject to specified exceptions) issue or agree to issue equity securities to a related party without the approval of shareholders. Mr Dougal Ferguson is a related party of the Company by virtue of being the Managing Director. Therefore, approval is required under Listing Rule 10.11 for the issue of the Ferguson Performance Rights to him.

Resolution 7 seeks Shareholder approval pursuant to Listing Rule 10.11 for the issue of Ferguson Performance Rights. If approval is given under Listing Rule 10.11, Shareholder approval is not required under Listing Rule 7.1. A summary of Listing Rule 7.1 is set out in Section 6.1.

Furthermore, Shareholder approval of the issue of the Ferguson Performance Rights means that the issue of the Ferguson Performance Rights will not reduce the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 7 is an ordinary resolution.

### **12.2 Specific Information required by Listing Rule 10.13**

For the purposes of Listing Rule 10.13, information regarding the proposed issue of the Ferguson Performance Rights is provided as follows:

- (a) The maximum number of Securities to be issued under Resolution 7 is 5,000,000 Performance Rights comprising:
  - (i) 2,500,000 Class E Performance Rights which are convertible into 2,500,000 Shares on satisfaction of Milestone E; and
  - (ii) 2,500,000 Class F Performance Rights which are convertible into 2,500,000 Shares on satisfaction of Milestone F.
- (b) The Ferguson Performance Rights will be issued no later than one month after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the ASX Listing Rules) and it is intended that the Ferguson Performance Rights will be issued on the same date.
- (c) The Ferguson Performance Rights will be issued to Mr Ferguson, who is a related party of the Company by virtue of being the Managing Director.
- (d) The Ferguson Performance Rights will be issued for nil cash consideration. Accordingly, no funds will be raised from the issue of the Ferguson Performance Rights.
- (e) Full terms and conditions of the Ferguson Performance Rights are set out in Schedule 3. Shares issued on conversion of the Ferguson Performance Rights will be fully paid ordinary shares in the capital of the Company ranking equally in all respects with the Company's existing Shares on issue.
- (f) A voting exclusion statement is included in the Notice.

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## 13. Resolution 8 – Approval of 10% Placement Facility

### 13.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

While the Company has no current intention to use the 10% Placement Facility, the Company is seeking Shareholder approval by way of a special resolution to have the ability, if required, to issue Equity Securities under the 10% Placement Facility.

If Shareholders approve Resolution 8 the number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 13.2(c) below).

The Directors of the Company believe that this Resolution is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

### 13.2 Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The Company, as at the date of the Notice, has only one class of quoted Equity Securities, being Shares (ASX Code: EXR).

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

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

Where:

A is the number of shares on issue 12 months before the date of issue or agreement:

- (A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (B) plus the number of partly paid shares that became fully paid in the 12 months;
- (C) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;

(D) less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 13.2(c) above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within five Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

**(10% Placement Period).**

### **13.3 Listing Rule 7.1A**

The effect of Resolution 8 will be to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 8 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

### **13.4 Specific information required by Listing Rule 7.3A**

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:
- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
  - (ii) if the Equity Securities are not issued within five Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 8 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the table below. There is a risk that:
- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
  - (ii) the Equity Securities issued under the 10% Placement Facility may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of the consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

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

The table shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A2		Dilution		
		\$0.025 50% decrease in Issue Price	\$0.05 Issue Price	\$0.10 100% increase in Issue Price
Current Variable A 254,446,872 Shares	10% voting dilution	25,444,687	25,444,687	25,444,687
	Funds raised	\$636,117	\$1,272,234	\$2,544,469
50% increase in current Variable A 381,670,308 Shares	10% voting dilution	38,167,031	38,167,031	38,167,031
	Funds raised	\$954,176	\$1,908,352	\$3,816,703

100% increase in current Variable A	10% voting dilution	50,889,374	50,889,374	50,889,374
508,893,744 Shares	Funds raised	\$1,272,234	\$2,544,469	\$5,088,937

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
  - (ii) No Options are exercised into Shares before the date of the issue of the Equity Securities.
  - (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
  - (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
  - (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
  - (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes listed Options, it is assumed that those listed Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
  - (vii) The issue price is \$0.05, being the closing price of the Shares on ASX of \$0.05 on 22 October 2018.
- (c) The Company will only issue the Equity Securities during the 10% Placement Period. The approval under Resolution 8 for the issue of Equity Securities pursuant to the 10% Placement Facility 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 activities or Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue the Equity Securities for the following purposes:
- (i) non-cash consideration in relation to the acquisition of new oil and gas assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
  - (ii) cash consideration. In such circumstances, the Company intends to use funds raised towards the ongoing costs associated with the exploration of its existing projects and to investigate additional acquisitions to complement these projects. Funds raised will be used to meet cash payments in connection with these projects or any additional acquisitions, while also being used to fund subsequent exploration activities associated with any new acquisitions.
- The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.
- (e) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the recipients of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The recipients under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new oil and gas assets or investments, it is likely that the recipients under the 10% Placement Facility will be the vendors of the new oil and gas assets or investments.

- (f) The Company previously obtained Shareholder approval under Listing Rule 7.1A at the Company's 2017 AGM.
- (g) In the 12 months preceding the date of this Meeting, the Company issued a total of 33,000,000 shares which in total represents an increase of approximately 14.9% of the total shares on issue 12 months prior to the date of this Meeting. Further details of the issues of Equity Securities by the Company during the 12-month period preceding the date of the Meeting are set out in Schedule 4.
- (h) The Company's cash balance on 30 September 2018 was approximately \$3,600,000. Cash raised from issues in the previous 12 months totals \$1,650,000 (before costs). The Company's cash balance at the date of this Notice is approximately \$3,550,000. Approximately \$1,700,000 has been expended in the previous 12 months in relation to exploration and evaluation of the Company's existing projects, leasing of petroleum permits, evaluating new projects and for general and administrative expenses. The Company's remaining funds are intended to be applied to due diligence and, if the GOH Option is exercised and the Alaskan Lease Acquisition is completed, on a work programme within the PSC, acquisition of new leases, expenditure on the Company's existing projects and any new projects and for general working capital.
- (i) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

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## 14. Definitions

**10% Placement Facility** has the meaning given in Section 13.1.

**10% Placement Period** has the meaning given in Section 13.2(f).

**Alaskan Lease Acquisition** means the acquisition by the Company of 35,423 acres of leases in the National Petroleum Reserve of Alaska.

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

**ASIC** means Australian Securities and Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

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

**Board** means the board of Directors.

**Chairman** means the person appointed to chair the Meeting.

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

**Company** or **Elixir** means Elixir Petroleum Limited ACN 108 230 995.

**Constitution** means the constitution of the Company.

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

**Craig Performance Rights** has the meaning given in Resolution 6.

**Director** means a director of the Company.

**Directors' Report** means the annual directors report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

**Equity Securities** has the same meaning as in the Listing Rules.

**Explanatory Memorandum** means the explanatory memorandum attached to the Notice.

**Ferguson Performance Rights** has the meaning given in Resolution 7.

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

**GOH** means Golden Horde Limited ACN 146 802 002.

**GOH Acquisition** means the acquisition by the Company of 100% of the issued capital of GOH.

**GOH Option** has the meaning in Section 7.1

**GOH Shareholders** means the shareholders of GOH.

**Group** means the Company and its subsidiaries.

**Key Management Personnel** means a person having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

**Listing Rules** means the listing rules of ASX.

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

**Notice** means this notice of meeting.

**NPRA** means the National Petroleum Reserve of Alaska.

**Option** means an option which entitles the holder to subscribe for one Share.

**Option Fee** has the meaning in Section 7.1

**Proxy Form** means the proxy form attached to the Notice.

**Participants** means various sophisticated and professional investors, none of whom is a related party of the Company.

**PSC** has the meaning in Schedule 2.

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

**Resolution** means a resolution contained in this Notice.

**Schedule** means a schedule to this Notice.

**Section** means a section contained in this Explanatory Memorandum.

**Security** means a Share or Option.

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

**Shareholder** means a shareholder of the Company.

**Term Sheet** has the meaning in Section 7.1.

**Trading Day** means a day determined by ASX to be a trading day in accordance with the Listing Rules.

**VWAP** means volume weighted average price.

**WST** means Western Standard Time, being the time in Perth, Western Australia.

**Young Performance Rights** has the meaning given in Resolution 6.

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

## Schedule 1 – Key terms and conditions of the amended GOH Acquisition

The key terms of the original Terms Sheet signed for the GOH Acquisition are listed below, some of which have already been met and others which either remain subject to Shareholder approval (to be sought at this Meeting), or have yet to be met by GOH or EXR. The revisions to the original Terms Sheet are noted in *italics* to the Terms below. The terms of the Converting Loan Facility are provided at the end of this Schedule.

Key conditions and terms that have been satisfied are as follows:

- Upon execution of the binding Terms Sheet, GOH was paid a \$25,000 option fee for the exclusive option which expires on 30 September 2018 (***amended to 30 November 2018 for an additional \$25,000 fee***) to acquire all of GOH shares on a 1:1 basis for a total consideration of 79 million Elixir shares;
- The major shareholders of GOH, representing approximately 75% of the issued capital of GOH, have signed 24 month voluntary escrow agreements for the Elixir shares they will receive upon completion;
- Pursuant to the GOH Shareholder Agreement, GOH shareholders had the right to procure a superior offer for GOH in the 20 business days after the offer was made by Elixir. The offer by Elixir to GOH formally occurred on 17 October 2017 and no superior offer was forthcoming within the 20 business days required and therefore, on 15 November 2017, the GOH Shareholder Agreement provisions that allow the majority shareholders (all of whom have signed the binding Terms Sheet with Elixir) to drag-along the minority shareholders was invoked; and
- Elixir completing a capital raise of not less than \$1.5 million at a price of not less than \$0.04 per share (completed in October 2017).

Key conditions and terms that are subject to Shareholder approval are as follows:

- Approval of the issue of the GOH consideration shares, being 79 million shares in Elixir to be issued on completion of the Acquisition (being sought pursuant to Resolution 4); and
- Approval for the issue of 17.5 million Performance Share to Mr Neil Young (being sought pursuant to Resolution 5).

*Note that shareholders approved the above issue of Performance Rights to Mr Neil Young and the GOH consideration shares at meetings held on 30 November 2017 and 19 April 2018, however further shareholder approval is required as the 3 month time limit (as required by ASX) to issue the Performance Share and GOH consideration shares has expired. Refer to the Company's Notice of Annual General Meeting, dated 30 October 2017, and Notice of General Meeting, dated 21 March 2018 for further details.*

Key conditions and terms that have either not yet been met by GOH or Elixir, or remain conditions precedents to the GOH Acquisition are as follows;

- Elixir remaining listed and trading on ASX;
- Immediately prior to completion, Elixir having at least \$2.5 million in cash (***amended to \$2.0 million***) and not more than 250 million (***amended to 300 million***) shares on issue;
- No material adverse conditions arising, including but not limited to material changes to the terms of the PSC, Elixir determining after further due diligence there to be defect in title for the PSC, significant political upheaval or social unrest in Mongolia;
- Upon closing of the Acquisition, Mr Neil Young being appointed to the Board as an Executive Director and CEO of Elixir on a salary of \$250,000 per annum including statutory superannuation, subject to a 3 month termination clause by either party; and
- A break fee of US\$50,000, payable to GOH if Elixir (at its sole discretion) elects to terminate the Terms Sheet within the exclusive option period.

The majority shareholders, representing greater than 65% of the shares in GOH, are parties to the binding Terms Sheet and have committed to the sale of their GOH shares to Elixir, subject to the above conditions precedents being met. The drag along rights within the GOH Shareholder Agreement came into effect when more than 65% of GOH shareholders agree to accept an offer for their shares.

Key conditions and terms of the Converting Loan Facility provided by Elixir to GOH are as follows;

- a facility of up to \$250,000 will be made available by Elixir to GOH;
- immediately upon drawdown of \$150,000 under the facility agreement, Elixir will issue an invoice for costs and expenses incurred by Elixir on the NomGon IX PSC area in the amount of approximately \$100,000 which will be set off and deemed to have been immediately drawn down against the facility bringing the total drawdown to \$250,000;
- draw-downs under the facility are at the request of GOH, following which Elixir makes a determination on whether to fund the requested draw-down (in its sole discretion);
- unless previously converted the facility will mature and become repayable in cash by GOH to Elixir on 31 December 2018 or such later date determined by Elixir;
- if Elixir decides not to exercise its existing option with GOH, the facility automatically converts into shares on a GOH IPO or reverse takeover transaction on ASX at a 20% discount to the price per shares to be issued under any capital raising to be conducted as part of the IPO or reverse takeover transaction;
- if Elixir decides to exercise its existing option with GOH, the facility becomes an intercompany loan from the date of settlement of the acquisition of GOH payable on demand by Elixir;
- the facility immediately becomes due and payable upon the insolvency, receivership or breach by GOH of the facility agreement;
- GOH provides covenants in favour of Elixir regarding entering into agreements for any further debt or equity funding during the term of facility; and
- the facility is interest free and unsecured.

## Schedule 2 – Key terms and conditions of the Alaskan Lease Acquisition

The key terms of the Alaskan Lease Acquisition (“**ALA**”) are listed below.

- Purchase of 100% Working Interest in 35,423 acres in the National Petroleum Reserve of Alaska (“**NPRA**”) for US\$803,859 (“**Cash Consideration**”) in addition to the assignment of a 5% ORRI over the acquired leases, which varies in accordance with the terms below;
- Prior to completion of the ALA, Elixir must lodge a US\$300,000 lease bond with the United States Bureau of Land Management (“**BLM**”) which is refundable upon cessation or relinquishment of the leases in good standing;
- Elixir and the sellers have entered into an AMI over approximately 430,000 acres, whereby the sellers may not compete with Elixir. In consideration of entering into the AMI, if Elixir acquires any additional leases in the AMI, the sellers 5% ORRI on the Alaskan Leases decreases (to a minimum of 1.5%) proportional to the total lease acreage position in the AMI. The recalculated proportional ORRI will then apply to all leases within the AMI. Should Elixir acquire more than 118,000 acres within the AMI, the calculation of the ORRI remains fixed at 1.5% across the Alaskan Leases and any new leases acquired within the AMI; and
- For the option to remain exclusive, Elixir must pay within five (5) business days a non-refundable deposit of US\$150,000, which becomes deductible from the Cash Consideration above.

Key conditions and terms that remain conditions precedents to the Alaskan Lease Acquisition are as follows;

- Elixir completing financial, technical and legal due diligence on the leases being acquired by 30 September 2018;
- all approvals or consents required pursuant to the assignment of the Alaskan Leases and other mineral rights agreements being obtained; and
- Elixir completing the acquisition by 30 October 2018.

The key terms on the Alaskan Leases being acquired are as follows;

- Lessor is the BLM;
- BLM royalty is 12.5%; and
- Alaskan Leases originally awarded in 2014 for a period of 10 years expiring 1 March 2024. Annual rentals are US\$3/acre, which must be paid on or before the lease anniversary date in order to retain the lease.

### Schedule 3 – Terms and Conditions of Performance Rights

For the purpose of these terms and conditions:

**Alaskan Leases** means 35,423 acres of leases in the NPRA proposed to be acquired by the Company.

**ASX** means ASX Limited ACN 008 624 691 or, as the context permits, the securities exchange operated by that entity.

**Board** means the board of directors of the Company.

**Change of Control Event** means

- (a) the occurrence of:
  - (i) the offeror under a takeover offer in respect of all Shares announcing that it has achieved acceptances in respect of 50.1% or more of the Shares; and
  - (ii) that takeover bid has become unconditional; or
- (b) the announcement by the Company that:
  - (i) shareholders of the Company have at a Court convened meeting of shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all Shares are to be either:
    - (A) cancelled; or
    - (B) transferred to a third party; and
  - (ii) the Court, by order, approves the proposed scheme of arrangement.

**Company** means Elixir Petroleum Limited ACN 108 230 995.

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

**GOH** means Golden Horde Limited ACN 146 802 002.

**Holder** means a holder of a Performance Right.

**Listing Rules** means the Listing Rules of the ASX.

**NPRA** means the National Petroleum Reserve of Alaska.

**Performance Rights** means a Class A Performance Right, Class B Performance Right, and/or a Class C Performance Right (as applicable).

**PSC** means the production sharing contract (provisionally named Nomgon IX) that GOH has been awarded by the Mongolian Government.

**Share** means a fully paid ordinary share in the Company.

#### 1. Conversion and Expiry of Performance Rights

The Performance Rights will be granted in three milestone based classes with the milestones and expiry dates as follows:

Class of Performance Right	Milestone	Expiry Date
Class C Performance Rights	A final investment decision, approved by the Board of the Company and the Mongolian Government, for a pilot production test within the PSC ( <b>Milestone C</b> ).	The date that is five years from the date of issue of the Class C Performance Rights.

Class D Performance Rights	Drilling and testing of two Coal Bed Methane wells within the PSC ( <b>Milestone D</b> ).	The date that is 18 months from the date of issue of the Class D Performance Rights.
Class E Performance Rights	Acquisition of at least 40,000 additional acres of leases within the NPRA on terms and conditions acceptable to the Board of the Company ( <b>Milestone E</b> ).	The date that is 12 months from the date of issue of the Class E Performance Rights.
Class F Performance Rights	Board approval of a corporate transaction that introduces new capital or alternative funding to progress the exploration of the Alaskan Leases ( <b>Milestone F</b> ).	The date that is 18 months from the date of issue of the Class F Performance Rights.

- (a) **(Conversion)** On achievement of the relevant Milestone each Performance Right will convert on a one for one basis into a Share.
- (b) **(Expiry)** If a Milestone is not achieved by the relevant Expiry Date, then the Performance Right will lapse.
- (c) **(Conversion procedure)** The Company will issue a Holder with a new holding statement for the Share or Shares as soon as practicable following the conversion of each Performance Right.

## 2. Takeover provisions

- (a) If the conversion of Performance Rights (or part thereof) under these terms and conditions would result in any person being in contravention of section 606(1) of the Corporations Act then the conversion of each Performance Right that would cause the contravention will be deferred until such time or times thereafter that the conversion would not result in a contravention of section 606(1) of the Corporations Act. Following a deferment under this paragraph, the Company will at all times be required to convert that number of Performance Rights that would not result in a contravention of section 606(1) of the Corporations Act.
- (b) The Holders will give notification to the Company in writing if they consider that the conversion of Performance Rights (or part thereof) under these terms and conditions may result in the contravention of section 606(1) of the Corporations Act, failing which the Company will assume that the conversion of Performance Rights (or part thereof) under these terms and conditions will not result in any person being in contravention of section 606(1) of the Corporations Act.
- (c) The Company may (but is not obliged to) by written notice request the Holders to give notification to the Company in writing within seven days if they consider that the conversion of Performance Rights (or part thereof) under these terms and conditions may result in the contravention of section 606(1) of the Corporations Act. If the Holders do not give notification to the Company within seven days that they consider the conversion of Performance Rights (or part thereof) under these terms and conditions may result in the contravention of section 606(1) of the Corporations Act then the Company will assume that the conversion of Performance Rights (or part thereof) under these terms and conditions will not result in any person being in contravention of section 606(1) of the Corporations Act.

### 3. Other Rights attaching to Performance Rights

- (a) **(No Voting rights)** A Performance Right does not entitle a Holder to vote on any resolutions proposed at a general meeting of shareholders of the Company.
- (b) **(No dividend rights)** A Performance Right does not entitle a Holder to any dividends.
- (c) **(No rights to surplus profits or assets)** A Performance Right does not entitle a Holder to participate in the surplus profits or assets of the Company upon winding up of the Company.
- (d) **(No right to a return of capital)** A Performance Right does not entitle a Holder to a return of capital, whether upon winding up of the Company, upon a reduction of capital or otherwise.
- (e) **(Not transferable)** A Performance Right is not transferable.
- (f) **(Reorganisation of capital)** If there is a reorganisation (including, without limitation, consolidation or sub-division, but excluding a return of capital) of the issued capital of the Company, the rights of a Holder will be varied (as appropriate) in accordance with the Listing Rules which apply to reorganisation of capital at the time of the reorganisation.
- (g) **(Quotation of shares on conversion)** An application will be made by the Company to ASX for official quotation of the Shares issued upon the conversion of each Performance Right within the time period required by the Listing Rules.
- (h) **(Participation in entitlements and bonus issues)** A Performance Right does not entitle a Holder to participate in new issues of capital offered to holders of Shares, such as bonus issues and entitlement issues.
- (i) **(Change of control)** If there is a Change of Control Event in relation to the Company prior to the conversion of the Performance Rights, all Performance Rights that have not been converted will automatically lapse, unless the Board determines otherwise.
- (j) **(Ceasing to be an employee or consultant)** Where a Holder (or the party that nominated the Holder to receive the Performance Rights) ceases to be employed or engaged by the Company prior to the conversion of the Performance Rights, all Performance Rights that have not been converted will automatically lapse, unless the Board determines otherwise.
- (k) **(No other rights)** A Performance Right does not give a Holder any other rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

### Schedule 4 – Issues of Equity Securities since 2017 AGM

Date	Quantity	Class	Recipients	Issue price and discount to Market Price <sup>1</sup> if applicable	Form of Consideration
20 Sep 18	33,000,000	Shares <sup>2</sup>	The Participants (being various sophisticated and professional investors, none of whom is a related party of the Company)	Issue price: \$0.05 per Share Discount to Market Price: 21.88%	Current value: \$1,650,000 <sup>3</sup> Amount raised: \$1,650,000 (before costs). Amount spent: \$0.00 Use of funds <sup>4</sup> : To assist the funding of the proposed Alaskan Lease Acquisition and to provide general working capital for existing assets, business and administration costs (including the costs of the Placement) and, if the option to acquire GOH is exercised, to fund activities within the PSC area.

**Notes:**

1. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company, ASX Code: EXR (terms are set out in the Constitution).
3. In respect of quoted Equity Securities, the value is based on the closing price of Shares \$0.05 on the ASX on 22 October 2018.
4. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.

# ELIXIR PETROLEUM LIMITED

ACN 108 230 995

## PROXY FORM

The Company Secretary  
Elixir Petroleum Limited

**By post:**

PO Box 180,  
West Perth WA 1445

**By Email:**

info@elixirpetroleum.com

### Step 1 – Appoint a Proxy to Vote on Your Behalf

I/We <sup>1</sup> \_\_\_\_\_

of \_\_\_\_\_

being a Shareholder/Shareholders of the Company and entitled to \_\_\_\_\_  
votes in the Company, hereby appoint:

**The Chairman of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and address 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 Chairman of the Meeting, as my/our proxy to act generally on my/our behalf at the Meeting of the Company to be held at 1202 Hay Street, West Perth WA 6005 on Wednesday 28 November 2018 at 10.00am (WST) and at any adjournment or postponement of the Meeting 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).

### Important – If the Chairman of the Meeting is your proxy or is appointed your proxy by default

The Chairman of the Meeting intends to vote all available proxies in favour of Resolutions 1 and 9. If the Chairman of the Meeting 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 Resolutions 1 and 9, you will be authorising the Chairman to vote in accordance with the Chairman's voting intentions on Resolutions 1 and 9, even if Resolutions 1 and 9 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

**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.**

**Please read the voting instructions overleaf before marking any boxes with an .**

### Step 2 – Instructions as to Voting on Resolutions

#### INSTRUCTIONS AS TO VOTING ON RESOLUTIONS

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

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Scott Patrzi as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of Placement under Listing Rule 7.1 Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to issue Consideration Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval to issue Performance Rights to Mr Neil Young	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval to issue Performance Rights to Mr Paul Craig	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval to issue Performance Rights to Mr Dougal Ferguson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* If you mark the Abstain box for a particular Resolution, 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 Chairman of the Meeting intends to vote undirected proxies in favour of each 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

<sup>1</sup> Insert name and address of Shareholder

**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 should 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 or facsimile 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 or received by facsimile transmission or electronic mail at the address below no later than 48 hours prior to the time of commencement of the Meeting (WST).

**Postal address:** PO Box 180, West Perth WA 1445

**Facsimile:** (08) 9315 2233 if faxed from within Australia or +61 8 9315 2233 if faxed from outside Australia.

**Email:** info@elixirpetroleum.com