



LAKES OIL NL
ACN 004 247 214

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Lakes Oil N.L. will be held on Wednesday 14th March 2012 at 11:00 AM (AEDT), at the offices of Baker & McKenzie, Level 19, 181 William Street, Melbourne.

BUSINESS

1. Election of Mr Nicholas Mather as a Director

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

"That Mr Nicholas Mather, a Director retiring in accordance with Article 55.2 of the Company's Constitution, and being eligible and having offered himself for re-election, be re-elected a Director of the Company."

2. Election of Mr William Stubbs as a Director

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

"That Mr William Stubbs, a Director retiring in accordance with Article 55.2 of the Company's Constitution, and being eligible and having offered himself for re-election, be re-elected a Director of the Company."

3. Approval of Previous Issue of Shares

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

"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the shareholders of the Company approve and ratify the previous issue by the Company of 900,000,000 fully paid ordinary shares on the basis set out in the Explanatory Memorandum accompanying this Notice of Meeting."

By order of the Board

Leslie Smith
Company Secretary

13th February 2012

Voting Exclusion Statement

In relation to the resolutions referred to below, the Chairman will disregard any votes cast on the resolution by or on behalf of any person specified below in relation to that resolution and an associate of any such person when determining the results of the resolution except if:

- the vote is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- it is cast by the Chairman as a proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 3: Each of the persons who participated in the issue of shares.

Proxies and Other Information

A Member who is entitled to attend and vote at the meeting has a right to appoint a proxy. The proxy need not be a Member of the Company. If a Member is entitled to cast two or more votes at the meeting, that Member may appoint two proxies and may specify the proportion of the votes that each proxy is appointed to exercise. Where two proxies are appointed, but the appointments do not specify the proportion of votes which each proxy may exercise, each proxy may exercise half of the votes (fractions being disregarded).

The proxy form must be signed by the Member or his/her attorney duly authorised in writing or, if the Member is a corporation, in a manner permitted by the *Corporations Act 2001* (Cth). A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.

Any corporation that is a Member of the Company may authorise (by a form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the Chairman) a natural person to act as its representative at the meeting.

A Proxy Form accompanies this Notice of General Meeting and to be effective must be received at the Lakes Oil NL Share Registry:

- (a) **by mail or in person** to Computershare Investor Services Pty Limited:
by mail: GPO Box 242, Melbourne Victoria 3001 (a reply paid envelope is enclosed)
in person: Yarra Falls, 452 Johnston Street, Abbotsford Victoria 3067
- (b) **by Facsimile to:** Computershare Investor Services Pty Limited
1800 783 447 (within Australia)
(+61 3) 9473 2555 (outside Australia)
- (c) **online at:** www.investorvote.com.au
To use this facility please follow the instructions on your enclosed Proxy form
- (d) **online for Intermediary Online Users only at:** www.intermediaryonline.com
by no later than 11.00am (AEDT) on Monday 12th March 2012

An appointment of a proxy will not be valid unless the proxy's appointment, and (if relevant) the Power of Attorney or other authority under which it is signed (or a certified copy of that power or authority), are received by the Company at its registered office, or by the Company's Share Registry at one of the addresses, fax numbers or websites set out above, at least 48 hours before the meeting.

In accordance with the Corporations Act, the Directors have determined that, for the purposes of the meeting all shares in the Company are to be taken as being held by the persons who held them at 7:00PM on 12th March 2012. For the purposes of the meeting transfers registered after that time will be disregarded. This determination applies to all shares which are quoted shares at the specified time.

Agreement with Armour Energy Ltd (Armour)

As announced to the ASX on 5 December 2011 and 3 January 2012, Lakes Oil NL (the Company) has entered into an agreement with Armour Energy Ltd (Armour).

Under the terms of this agreement Armour Energy Ltd has subscribed for 900 million shares in the Company at an issue price of 0.25 cents per share, raising \$2,250,000.

Two Armour directors, Mr Nicholas Mather and Mr William Stubbs, were also appointed to the Board of the Company on 1 February 2012.

Resolution 1: ELECTION OF MR NICHOLAS MATHER

Mr Nicholas Mather was appointed by the Directors as an additional director on 1 February 2012 in accordance with the Company's Constitution and the terms of the Armour agreement summarised above. Mr Mather retires in accordance with Article 55.2 of the Company's Constitution and, being eligible, offers himself for re-election.

Nicholas (Nick) Mather has been involved in the junior resource sector at all levels for more than 25 years. Mr Mather was a co-founder and a Non-Executive Director of Bow Energy Ltd until it was acquired by Arrow NL for \$530 million in December 2011. He is currently Managing Director and founder of DGR Global Limited (ASX) and an Executive Director (and co-founder) of Solomon Gold Plc (LSE AIM). Mr. Mather was co-founder and served as an Executive Director of Arrow NL until 2004. Arrow Energy was acquired in 2010 by Royal Dutch Shell Plc and the PetroChina Group, for a value of approximately \$3.5 billion. Mr Mather is Chairman of Armour Energy Ltd and was also Chairman of Waratah Coal Inc. before its \$130 million takeover by Clive Palmer's Mineralogy Ltd in 2009.

The directors of the Company unanimously recommend that shareholders vote in favour of this Resolution.

Resolution 2: ELECTION OF MR WILLIAM STUBBS

Mr William Stubbs was appointed by the Directors as an additional director on 1 February 2012 in accordance with the Company's Constitution and the terms of the Armour agreement summarised above. Mr Stubbs retires in accordance with Article 55.2 of the Company's Constitution and, being eligible, offers himself for re-election.

William (Bill) Stubbs is a lawyer of 35 years experience, having practiced in the area of commercial law including stock exchange listings and all areas of mining law. Mr Stubbs has been a Director of various public companies over the past 25 years in the mineral exploration and biotech fields. He is the former Chairman of Alchemia Limited, Stradbroke Ferries Limited and Bemax Resources Limited which discovered and developed extensive mineral sands resources in the Murray Basin. He was the founding Chairman of Arrow Energy NL. Mr. Stubbs currently acts as the Non-Executive Chairman of DGR Global Limited and Chairman of the Advisory Board of Tetra Q – the commercial arm of the centre for integrated pre-clinical drug development of the University of Queensland. He also serves as a Non-Executive Director on the Board of Coalbank Limited and Armour Energy Ltd.

The directors of the Company unanimously recommend that shareholders vote in favour of this Resolution.

Resolution 3 – APPROVAL OF PREVIOUS ISSUE OF SHARES

ASX Listing Rule 7.1 restricts the number of securities which a listed company may issue in any twelve month period without the approval of shareholders to 15% of the number of shares on issue at the start of the period, subject to certain adjustments and permitted exceptions. This resolution seeks shareholder approval to the previous issue of shares in the Company for the purposes of Listing Rule 7.4. The approval of this resolution will enable the Company at any time in the next 12 months to issue up to the maximum extent permitted without further reference to shareholders and without the shares described below counting towards this.

Approval is sought for the following share issue:

- 900,000,000 fully paid ordinary shares at an issue price of 0.25 cents which raised \$2,250,000, as announced to ASX on 5 December 2011 and 3 January 2012. The shares were issued to Armour Energy Ltd and the funds raised will be applied towards the further exploration of the Company's oil and gas permits.

The directors of the Company unanimously recommend that shareholders vote in favour of this Resolution.



LAKES OIL N.L.

(ABN 62 004 247 214)

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

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

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

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

For all enquiries call:

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

000001 000 LKO
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

www.investorvote.com.au



Cast your proxy vote



Access the annual report



Review and update your securityholding

Your secure access information is:

Control Number: 999999

SRN/HIN: 1999999999

PIN: 99999



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

For your vote to be effective it must be received by 11.00am (AEDT) on Monday, 12 March 2012

How to Vote on Items of Business

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

Appointment of Proxy

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

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

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

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

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

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

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

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

Attending the Meeting

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

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

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

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

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



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I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Lakes Oil N.L. hereby appoint

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the Chairman
of the meeting OR



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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the General Meeting of Lakes Oil N.L. to be held at the offices of Baker & McKenzie, Level 19, 181 William Street, Melbourne on Wednesday 14th March 2012 at 11:00 AM (AEDT) and at any adjournment of that meeting.

STEP 2

Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

ORDINARY BUSINESS

	For	Against	Abstain
Item 1 Election of Mr Nicholas Mather as a Director	☐	☐	☐
Item 2 Election of Mr William Stubbs as a Director	☐	☐	☐
Item 3 Approval of Previous Issue of Shares	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

SIGN

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date

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