



Notice of 2016
Annual General Meeting

Metgasco Limited
ABN 24 088 196 383

EXECUTIVE CHAIRMAN'S LETTER TO SHAREHOLDERS

24 October 2016

Dear Shareholder

On behalf of the Board of Directors, I invite you to the 2016 Annual General Meeting (**AGM** or **Meeting**) of Metgasco Limited (**Company** or **Metgasco**) to be held on Thursday, 24 November 2016 at 10:00am AEDT in the Mozambique Room, Christie Corporate, Level 4, 100 Walker Street, North Sydney NSW 2060.

The AGM is an important event for Metgasco and provides shareholders with an opportunity to receive an update on Metgasco's performance during the year, to ask questions of the Board as well as Metgasco's auditor, and to vote on items of business before the AGM.

Enclosed is the 2016 Notice of Meeting and your personalised proxy form. If you are attending the AGM, please bring your personalised proxy form with you. This will allow Metgasco's Share Registry to promptly register your attendance.

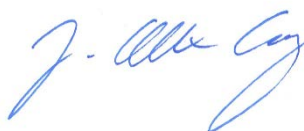
For those of you unable to attend the AGM, you can lodge a proxy vote or appoint a proxy to attend and vote on your behalf at the AGM by completing the enclosed proxy form and returning it to Metgasco's share registry, Registry Direct Pty Limited, no later than 10:00am AEDT on Wednesday, 23 November 2016 by one of the following methods:

By hand:	Level 6, 2 Russell Street, Melbourne VIC 3000
Mail:	PO Box 18366, Collins Street East, VIC 8003
Email:	metgasco@registrydirect.com.au
Fax:	(within Australia) 03 9111 5652 (outside Australia) +61 3 9111 5652
Online:	lodge your vote online at www.registrydirect.com.au and follow the instructions provided.

Following conclusion of the AGM, you are welcome to join the Board for light refreshments.

The Board and I look forward to seeing you at the AGM and we thank you for your continued support

Yours sincerely



Alexander Lang
Executive Chairman

Notice is given that the Annual General Meeting of Metgasco Limited will be held:

Date:	Thursday, 24 November 2016
Time:	10:00am AEDT
Venue:	Christie Corporate Mozambique Room, Level 4 100 Walker Street North Sydney, NSW 2060

ITEMS OF BUSINESS

ORDINARY BUSINESS

1. CONSIDERATION OF REPORTS

To receive and consider the Financial Report, the Directors' Report and the Independent Auditor's Report for the financial year ended 30 June 2016.

Please refer to the accompanying Explanatory Notes for more information.

2. ELECTION OF DIRECTORS

2.1 Resolution 2.1 - Election of Philip Amery as Director

To consider and, if considered appropriate, pass the following ordinary resolution:

"That Philip Amery, a Non-Executive Director appointed by the Directors on 23 December 2015 pursuant to Rule 9 of the Constitution, retiring in accordance with the Constitution, being eligible, is elected as a Non-Executive Director of Metgasco Limited."

Please refer to the accompanying Explanatory Notes for more information.

2.2 Resolution 2.2 - Election of Alexander Lang as Director

To consider and, if considered appropriate, pass the following ordinary resolution:

"That Alexander Lang, a Non-Executive Director appointed by the Directors on 8 February 2016 pursuant to Rule 9 of the Constitution, retiring in accordance with the Constitution, being eligible, is elected as a Non-Executive Director of Metgasco Limited."

Please refer to the accompanying Explanatory Notes for more information.

2.3 Resolution 2.3 - Election of John Patton as Director

To consider and, if considered appropriate, pass the following ordinary resolution:

"That John Patton, a Non-Executive Director appointed by the Directors on 19 September 2016 pursuant to Rule 9 of the Constitution, retiring in accordance with the Constitution, being eligible, is elected as a Non-Executive Director of Metgasco Limited."

Please refer to the accompanying Explanatory Notes for more information.

2.4 Resolution 2.4 - Election of Andrew Purcell as Director

To consider and, if considered appropriate, pass the following ordinary resolution:

"That Andrew Purcell, a Non-Executive Director appointed by the Directors on 26 September 2016 pursuant to Rule 9 of the Constitution, retiring in accordance with the Constitution, being eligible, is elected as a Non-Executive Director of Metgasco Limited."

Please refer to the accompanying Explanatory Notes for more information

2.5 Resolution 2.5 - Election of Terry White as Director

To consider and, if considered appropriate, pass the following ordinary resolution:

"That Terry White, a Non-Executive Director appointed by the Directors on 8 February 2016 pursuant to Rule 9 of the Constitution, retiring in accordance with the Constitution, being eligible, is elected as a Non-Executive Director of Metgasco Limited."

Please refer to the accompanying Explanatory Notes for more information

3. Resolution 3 - Adoption of the Remuneration Report

To consider and, if considered appropriate, pass the following Advisory Resolution:

"That the Remuneration Report for the year ended 30 June 2016 (set out in the Directors' Report), is adopted."

4. Resolution 4 – Spill Resolution

Resolution 4 is a conditional resolution and a contingent poll will be held. The resolution is conditional on at least 25% of the votes cast on the resolution proposed in Item 3 (Adoption of the Remuneration Report) being against the adoption of the Remuneration Report.

The resolution will be deemed to have been withdrawn and the result of the contingent poll will not be valid if Resolution 3 passes on a majority of more than 75%. Please refer to the Explanatory Notes for further information.

To consider in accordance with section 250V of the *Corporations Act 2001* (Cth) (**Corporations Act**), and if thought fit, to pass the following as an Ordinary Resolution:

"That, subject to and conditional on at least 25% of the votes cast in respect of Resolution 3 (Adoption of the Remuneration Report) being cast against the adoption of the Remuneration Report:

- 1. an extraordinary general meeting of the Company (the **Spill Meeting**) be held within 90 days of the passing of this resolution;*
- 2. all the Non-Executive Directors in office when the Board resolution on the Directors' Report for the year ended 30 June 2016 was passed (being Philip Amery, Alexander Lang and Terry White) and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*
- 3. resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting."*

Voting Exclusion Statements

For all resolutions that are directly or indirectly related to the remuneration of a member of the Key Management Personnel (**KMP**) of the Company (being the resolutions in respect of Resolutions 3 and 4), the Corporations Act restricts KMP and their closely related parties from voting in some circumstances.

Closely related party is defined in the Corporations Act and includes a spouse, dependant and certain other close family members, as well as any companies controlled by the KMP.

If you intend to appoint a member of KMP as your proxy, please ensure you direct the proxy how to vote.

Resolution 3 - Remuneration Report

The Company will disregard any votes cast on Resolution 3:

- a) in any capacity by or on behalf of a member of the KMP named in the Company's Remuneration Report or that KMP's closely related party, or
- b) as a proxy by a member of the KMP at the date of the meeting or that KMP's closely related party, unless the vote is cast as proxy for a person entitled to vote on Resolution 3:
 - i) in accordance with a direction on the Proxy Form; or
 - ii) by the Chairman of the Meeting in accordance with an express authorisation on the Proxy Form to vote as the proxy decides.

Resolution 4 - Spill Resolution

The Company will disregard any votes cast on Resolution 4:

- a) in any capacity by or on behalf of a member of KMP named in the Company's Remuneration Report or that KMP's closely related party, or
- b) as a proxy by a member of the KMP at the date of the meeting or that KMP's closely related party, unless the vote is cast by a person as proxy for a person entitled to vote on Resolution 4:
 - i) in accordance with a direction on the proxy form; or
 - ii) by the Chairman of the meeting in accordance with an express authorisation on the proxy form to vote as the proxy decides.

BY ORDER OF THE BOARD



Phil Mackey
Company Secretary
24 October 2016

EXPLANATORY NOTES

1. CONSIDERATION OF REPORTS

The Financial Report, the Directors' Report and the Independent Auditor's Report for the year ended 30 June 2016 (which are contained in the 2016 Annual Report) will be presented for consideration.

A printed copy of the 2016 Annual Report, or an email advising that the 2016 Annual Report is available on Metgasco Limited's website at <http://www.metgasco.com.au/annual-reports>, has been sent to each shareholder who has requested a copy.

Following the consideration of Reports and in accordance with the Corporations Act, the Chairman will give shareholders a reasonable opportunity to ask questions about, or comment upon, the management of Metgasco at the AGM.

The Chairman will also provide shareholders a reasonable opportunity to ask the Auditor questions relating to:

- the conduct of the audit;
- the preparation and content of the Independent Auditor's Report;
- the accounting policies adopted by Metgasco in relation to the preparation of the financial statements; and
- the independence of the Auditor.

Shareholders may also submit a written question to the auditor if the question is relevant to:

- the content of the Auditor's report; or
- the conduct of its audit of the Company's Annual Financial Report for the year ended 30 June 2016.

Relevant questions for the auditor must be received no later than 5 business days before the meeting date by the Company Secretary:

Phil Mackey
c/ Company Matters Pty Ltd
Level 12, 680 George Street
Sydney NSW 2000

The Chairman will also give the auditor a reasonable opportunity to answer written questions submitted by shareholders relating to the content of the Independent Auditor's Report or the conduct of the audit. A list of written questions to the auditor submitted by shareholders, if any, will be made available to shareholders at the start of the AGM and any written answers tabled by the auditor at the AGM will be made available as soon as practicable.

2. ELECTION OF DIRECTORS

2.1 Philip Amery

Philip Amery was appointed by the Directors as an Independent Non-Executive Director on 23 December 2015, pursuant to Rule 9.1 of the Constitution, which allows the Directors at any time to appoint a person qualified to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. Mr Amery retires as required by Rule 9.2 of the Constitution and, being eligible, offers himself for election as an Independent Non-Executive Director.

Mr. Amery is an experienced capital markets advisor and private banker. He holds BA and LLB degrees (Adelaide) and is a graduate of the Financial Asset Management and Engineering Program of the Swiss Finance Institute.

The Directors (with Mr Amery abstaining) unanimously recommend that you vote in favour of this ordinary resolution.

2.2 Alexander Lang

Alexander Lang was appointed by the Directors as an Independent Non-Executive Director on 8 February 2016, pursuant to Rule 9.1 of the Constitution, which allows the directors at any time to appoint a person qualified to be a director, either to fill a casual vacancy or as an addition to the existing directors. Mr. Lang retires as required by Rule 9.2 of the Constitution and, being eligible, offers himself for election as an Independent Non-Executive Director.

Mr Lang has more than 20 years' experience as a senior executive in global business. Mr. Lang has held leadership positions as a commercial, finance and risk management executive.

Mr. Lang started his career as a lawyer in private practice and later in-house. After leading the legal team of a large multi-national construction company he moved into commercial and general management roles for companies such as Thiess, Laing O'Rourke and McConnell Dowell. Through his career, Mr. Lang has lead the development, funding and delivery of critical infrastructure projects. These projects ranged from oil refineries and resources handling facilities to rail, road and tunnel projects to water and power generation and also hospitals and other social infrastructure. The projects have spanned from small but critical local infrastructure assets to projects up to \$4.5bn in value.

Mr. Lang has built a reputation of closing successful deals and delivering value to stakeholders. He holds a Masters degree in Law (Germany) and is a graduate of the Australian Institute of Company Directors.

The Directors (with Mr Lang abstaining) unanimously recommend that you vote in favour of this ordinary resolution.

2.3 John Patton

John Patton was nominated by one of Metgasco's significant shareholders, Keybridge Capital Limited (ASX:KBC), which held a relevant interest in the Company's shares of approx.10.54%, and was appointed by the Directors as non-independent Non-Executive Director on 19 September 2016, pursuant to Rule 9.1 of the Constitution, which allows the directors at any time to appoint a person qualified to be a director, either to fill a casual vacancy or as an addition to the existing directors. Mr. Patton retires as required by Rule 9.2 of the Constitution and, being eligible, offers himself for election as a non-independent Non-Executive Director.

Mr Patton is a senior executive with extensive finance experience in the corporate and professional services sectors. Previously, John was a partner with Ernst & Young in the Transactions Advisory Services division. With over 25 years of professional services and industry experience, John has extensive corporate finance experience, having been involved in over 200 corporate transactions, including mergers & acquisitions (lead advisory), structuring, debt & equity raisings, IPO's, management buy-outs, valuations (including Independent Expert Reports), due diligence, financial modelling, restructuring and corporate advisory.

Mr Patton also has executive experience in the energy sector having held the positions of CFO, acting CEO and alternate director of the Epic Energy group, a major infrastructure owner of high-pressure gas transmission pipelines.

Mr Patton holds a Bachelor of Economics from Monash University, is a Member of the Institute of Chartered Accountants in Australia and is a Fellow of Financial Services Institute of Australasia.

The Directors (with Mr Patton abstaining) unanimously recommend that you vote in favour of this ordinary resolution.

2.4 Andrew Purcell

Andrew Purcell was nominated by Metgasco's largest shareholder, M&A Advisory Pty Limited, which held a relevant interest in the Company's shares of approx. 19.20% and was appointed by the Directors as non-independent Non-Executive Director on 26 September 2016, pursuant to Rule 9 of the Constitution, which allows the directors at any time to appoint a person qualified to be a director, either to fill a casual vacancy or as an addition to the existing directors. Mr Purcell retires as required by Rule 9.2 of the Constitution and, being eligible, offers himself for election as a non-independent Non-Executive Director.

Mr Purcell is an experienced banker and public company director. Andrew worked for the Credit Suisse Group for 12 years in their financial structuring division and then in Hong Kong managing the bank's distressed investments and new business development in Greater China.

Mr Purcell combines the knowledge and skills of an engineer with experience in investment banking and of being a director of public companies. His record of managing companies to sustainable profitability, taken with his experience in financial structuring and corporate oversight, brings valuable skills to the board room.

Mr Purcell's current directorships include the listed construction, engineering, mining services company, AJ Lucas Group Limited (ASX:AJL), where he also chairs the audit and risk committee, and Chairman of listed oil and gas company, MEO Australia Limited (ASX:MEO).

The Directors (with Mr Purcell abstaining) unanimously recommend that you vote in favour of this ordinary resolution.

2.5 Terry White

Terry White was appointed by the Directors as an Independent Non-Executive Director on 8 February 2016 pursuant to Rule 9 of the Constitution, which allows the directors at any time to appoint a person qualified to be a director, either to fill a casual vacancy or as an addition to the existing directors. Mr. White retires as required by Rule 9.2 of the Constitution and, being eligible, offers himself for election as an Independent Non-Executive Director

Mr White has over 33 years' experience in the upstream oil and gas industry. Mr White started to work with Esso Australia before spending 16 years with BHP Billiton in a range of geoscience and executive roles in Australia and the USA. He subsequently had roles with small ASX listed oil and gas companies including Cue Energy Resources Limited (ASX:CUE) and Bass Strait Oil Company Ltd (ASX:BAS). Mr White has broad exposure across exploration, production, project execution, operations and gas marketing activities.

Mr White has a track record of leading successful exploration teams in Australia and the USA and has extensive experience of new ventures activities, exploration, field appraisal and joint ventures.

The Directors (with Mr White abstaining) unanimously recommend that you vote in favour of this ordinary resolution.

3. REMUNERATION REPORT

The Remuneration Report, which is included in a separate and clearly identified section of the Directors' Report (and is set out at pages 11 to 16 of the 2016 Annual Report which is available on the Metgasco website at <http://www.metgasco.com.au/annual-reports>), sets out the Company's remuneration arrangements for directors, secretaries and senior managers of the Company as required by section 300A of the Corporations Act.

Section 250R (2) of the Corporations Act requires that the Company put to a shareholder vote, a resolution that the Remuneration Report be adopted. The vote is advisory only and does not bind the Directors or the Company, although the Company takes the outcome of the vote into consideration in determining remuneration policy going forward.

The Remuneration Report:

- explains Metgasco's executive remuneration philosophy and objectives and the link between the remuneration of employees and Metgasco's performance;
- sets out remuneration details for each Director and for each named Executive; and
- makes clear that the basis for remunerating Non-Executive Directors is distinct from the basis for remunerating Executives, including Executive Directors.

The Chairman will give shareholders a reasonable opportunity to ask questions about, or comment upon, the Remuneration Report.

An advisory resolution that the Remuneration Report for the year ended 30 June 2016 is adopted, will then be put to a shareholder vote.

If 25% or more of votes that are cast on the resolution are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the CEO and managing director) must stand for re-election.

A voting exclusion statement is included in the main body of the Notice of Meeting.

Voting on Resolution 3

The Chairman of the Meeting may vote an undirected proxy as he decides on this advisory resolution, if the proxy appointment expressly authorises the Chairman to exercise the proxy even though this advisory resolution is connected directly with the remuneration of a KMP.

The Directors unanimously recommend that you vote in favour of this advisory resolution 3.

4. SPILL RESOLUTION

Resolution 4 is subject to the result of Resolution 3.

Resolution 4 (**Spill Resolution**) is required to be included in this Notice of Meeting by Division 9 of Part 2G.2 of the Act because the adoption of the Remuneration Report contained in the Company's 2015 Annual Report was not passed by more than 75% of the votes cast at the 2015 Annual General Meeting.

If, at this AGM, Resolution 3 is not passed, or passes but not by more than 75% of the votes cast, then the Company is required to put the Spill Resolution to a vote.

To allow the Company to progress the business of this AGM without the need for any adjournment to consider the results of the vote on Resolution 3, the Company will proceed to put the Spill Resolution to a vote on a conditional basis. A contingent poll will be held on this basis. The result of the vote on the Spill Resolution will only be valid if Resolution 3 is not passed, or passes but not by more than 75% of the votes cast. Conversely, if Resolution 3 passes on a majority of more than 75%, the Spill Resolution will be deemed withdrawn and any votes cast on the Spill Resolution prior to the withdrawal of the Spill Resolution will be treated as invalid.

Majority required for Spill Resolution

The Spill Resolution will be carried by ordinary majority (more than 50%). If the Spill Resolution is valid and carried, a Spill Meeting must be held within 90 days of the passing of the Spill Resolution.

The Spill Meeting

If a Spill Meeting is held, the Directors who will cease to hold office immediately before the end of the Spill Meeting (unless they resign before the Spill Meeting) will be, pursuant to section 250V(1)(b)(i) of the Act, the following directors being all the Non-Executive Directors in office when the Board resolution on the Directors' Report for the year ended 30 June 2016 was passed:

- Mr Philip Amery*
- Mr Alexander Lang*
- Mr Terry White*

* This assumes all of these Directors are elected at this AGM.

Each of these Directors is eligible to stand for re-election at the Spill Meeting and intend to seek re-election.

The Spill Meeting, if required, will be subject to separate notice in accordance with the Constitution of the Company and the Corporations Act. Nominations for director appointments at the Spill Meeting may be made in accordance with the Constitution of the Company and may include the Directors listed above.

Voting on Spill Resolution 4

The Chairman of the Meeting may vote an undirected proxy as he decides on this Resolution, if the proxy appointment expressly authorises the Chairman to exercise the proxy even though this Resolution is connected directly with the remuneration of a KMP.

A voting exclusion applies to Resolutions 3 and 4, and is set out in the Notice of Meeting. These voting exclusions will not apply to the Spill Meeting and all shareholders will be entitled to vote on the Director appointments at the Spill Meeting.

The Directors unanimously recommend that shareholders vote against Resolution 4.

INFORMATION FOR SHAREHOLDERS

1. A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy. A Shareholder entitled to cast two or more votes may appoint not more than two proxies. Shareholders can appoint a body corporate as well as an individual as their proxy. A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at general meetings of Metgasco Limited or in the capacity of a shareholder's proxy at general meetings of Metgasco Limited. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a general meeting or in voting on a resolution.
2. A Shareholder who appoints two proxies may state on the proxy form what proportion or number of the Shareholder's votes each proxy is being appointed to exercise. If a Shareholder appoints two proxies and does not specify the proportion or number of votes each proxy may exercise, each of the proxies may exercise half the Shareholder's votes.
3. If a Shareholder has appointed two proxies, when a resolution is decided on a show of hands, if the proxy has two or more appointments that specify different ways to vote on the resolution - the proxy must not vote on a show of hands.
4. A proxy need not be a shareholder of Metgasco Limited.
5. **How will the Chairman vote as proxy if the Shareholder has not directed the Chairman to vote?**
The Chairman intends to vote all proxies in favour of resolutions 2.1, 2.2, 2.3, 2.4, 2.5 and 3 and against resolution 4. If a Shareholder appoints the Chairman of the AGM as proxy and does not direct the Chairman how to vote on a resolution then, if that Shareholder is entitled to vote on that resolution, the Chairman will vote in the manner described above
6. Either the original, facsimile or electronic transmission of the proxy form(s) and any power of attorney or authority under which they are signed must be received at least 24 hours prior to the Meeting (i.e. by no later than 10.00am on Wednesday, 23 November 2016) or any adjournment. Any Proxy Form received after this deadline, including at the Meeting, will be invalid.
7. Proxy forms and authorities may be sent to the Company's share register, Registry Direct, by post, personal delivery or fax:

Registry Direct Pty Limited

Street address: Level 6, 2 Russell Street, Melbourne VIC 3000

Mailing address: PO Box 18366, Collins Street East, VIC 8003

Email: metgasco@registrydirect.com.au

Fax: (within Australia) 03 9111 5652
(outside Australia) +61 3 9111 5652

Web: www.registrydirect.com.au
and follow the instructions provided.

8. A proxy form accompanies this Notice of Meeting and contains details of how to lodge your form.
9. Additional proxy forms will be supplied by Metgasco Limited's share registry on request.
10. Shareholders may lodge their appointment of a proxy online at Registry Direct's website, www.registrydirect.com.au. To use this facility you will need to be registered for the Investor Centre. If you have not already registered, you will need your holder identification number (**HIN**) or security holder reference number (**SRN**).
11. If a corporate representative is to attend the Meeting on behalf of a corporation, a formal notice of appointment must be brought to the Meeting.
12. In accordance with Regulation 7.11.37 of the Corporations Regulations and ASX Settlement Operating Rule 5.6.1, the Board has determined that a person's entitlement to vote at the Meeting will be the entitlement of that person set out in the register of shareholders as at 7.00pm AEDT on Tuesday, 22 November 2016. Accordingly, transactions registered after that time will be disregarded in determining shareholders entitled to attend and vote at the Meeting.

Registered Office:

Metgasco Limited ABN 24 088 196 383

Level 3, 2 Elizabeth Plaza

North Sydney NSW 2060

Telephone: +61 2 9923 9100

Facsimile: +61 2 9959 5387

Email: info@metgasco.com.au

Metgasco Share Registry

Registry Direct Pty Limited ACN 160 181 840

Level 6, 2 Russell Street

Melbourne VIC 3000 or

PO Box 18366

Collins Street East, VIC 8003

Telephone: 1300 55 66 35 (Toll free within Australia)

+61390207934 (outside Australia)

Facsimile: +61 3 9111 5652

Email: metgasco@registrydirect.com.au

Name
Address line 1
Address line 2
Address line 3
Address line 4
Address line 5
Postcode / Country

LODGE YOUR VOTE

 www.registrydirect.com.au/investor/login

By mail

Metgasco Limited
C/- Registry Direct
PO Box 18366
Collins Street East VIC 8003



By hand

Registry Direct
L6 2 Russell Street
Melbourne VIC 3000



All enquiries



By facsimile

+61 3 9111 5652

1300 55 66 35 (within Australia)
+61399099909 (outside Australia)

By email: metgasco@registrydirect.com.au

SRN/HIN: I/X*****

PROXY FORM

I/We being shareholder(s) of Metgasco Limited and entitled to attend and vote hereby:

STEP 1

APPOINT A PROXY

appoint the Chairman of Meeting (mark box)

☐

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

or failing the person/body corporate named attending, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf in accordance with the directions below or if no directions have been given, as the proxy sees fit, at the Annual General Meeting of the Company to be held at 10.00am (Sydney time) on Thursday, 24 November 2016, at Christie Corporate, Mozambique Room, Level 4, 100 Walker Street, North Sydney NSW 2060 (**Meeting**) and at any adjournment or postponement of the Meeting or at any other meeting of the Company to consider the same or substantially similar resolutions to those proposed to be put at the Meeting.

IMPORTANT NOTE – STEP 1

If two proxies are being appointed, the number or proportion of voting shares this proxy is appointed to represent is:

The Chairman of the Meeting intends to vote all available proxies FOR all items of business.

If you do not want the Chairman of the Meeting to vote your proxies against any item(s), complete Step 2 below.

Proxy appointments will be valid and accepted by the Company only if they are signed and received no later than 24 hours before the Meeting.

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

STEP 2

VOTING DIRECTION

Agenda Item

Resolution 2.1: Elect Non-Executive Director Philip Amery

☐
☐
☐

Resolution 2.2: Elect Non-Executive Director Alexander Lang

☐
☐
☐

Resolution 2.3: Elect Non-Executive Director John Patton

☐
☐
☐

Resolution 2.4: Elect Non-Executive Director Andrew Purcell

☐
☐
☐

Agenda Item

Resolution 2.5: Elect Non-Executive Director Terry White

☐
☐
☐

Resolution 3: Remuneration Report

☐
☐
☐

Resolution 4: Spill Resolution

☐
☐
☐

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

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

Signing Instructions: This form should be signed by the shareholder. If a joint holding, either shareholders should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth) (or for New Zealand companies, the Companies Act 1993).

HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. Please note: you cannot change ownership of your shares using this form.

Step 1 - Appoint a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting, please write the name of that person in the box provided. If you leave this section blank, or your named proxy does not attend the Meeting or does not vote in accordance with your instructions, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

Step 2 - Votes on Items of Business

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

Appointment of a Second Proxy

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

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together.

Lodgement of a Proxy Form

This Form (and if required any Power of Attorney under which it is signed) must be received at an address given below by **10.00am Sydney time on Wednesday, 23 November 2016**, being not later than 24 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged by:

Online

www.registrydirect.com.au

Login to the Registry Direct website using the holding details as shown on the Form. Select 'Votes' and follow the prompts to lodge your vote or proxy. To use the online lodgement facility, shareholders will need their "Holder Number" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

by email:

metgasco@registrydirect.com.au

by Mail

Metgasco Limited
C/- Registry Direct
PO Box 18366
Collins Street East VIC 8003

 by facsimile
+61 3 9111 5652

 by hand
Registry Direct
L 6, 2 Russell St
Melbourne VIC 3000

Signing Instructions

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

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry.

**If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.**