



ASX / MEDIA RELEASE

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Chairman's address and results of general meeting of shareholders 23 June 2020

Metgasco Ltd (ASX:MEL) (**Metgasco** or **the Company**) wishes to provide details of the Chairman's address and results from the General Meeting of Shareholders held on Tuesday 23 June 2020.

Chairman's address

Dear fellow Shareholders of Metgasco, board members and guests,

As Chair of Metgasco Limited I welcome you to this Extraordinary General Meeting of shareholders of the Company, called pursuant to s.249D of the Corporations Act, in response to a request by Melbana Energy Limited, a substantial shareholder of the company.

I am joined, via teleconference, by my fellow directors Dr. Robbert Willink and Mr. John Patton, along with Metgasco's CFO Mr. Paul Bird and CEO Mr. Ken Aitken, along with shareholders and visitors. We also have with us Mr. Michael Sandy and Mr. Matthew Worner, who have been nominated to the board of Metgasco by Melbana.

On the 23rd April 2020 the company received a notice from Melbana Energy Limited calling for a meeting to consider the resolutions before us today, namely the appointments of Mr. Michael Sandy and Mr. Matthew Worner to the board of the company and the removal of myself and Mr. John Patton from same, along with a resolution purporting to remove any other director the company might have appointed in the interim. The nominations of Mr. Sandy and Mr. Worner were each seconded by M&A Advisory Limited, a company of which Mr. Andrew Purcell, the Executive Chairman of Melbana, is, according to Melbana's notice, sole director and secretary.

Metgasco has responded clearly to Melbana's meeting request and Member's Statement in its Notice of Meeting and Explanatory Statement. I will only repeat here that, in Metgasco's opinion, calling this meeting is vexatious, a misuse of some \$11,000 of shareholder funds and is arguably an attempt by Melbana to achieve, via a s.249D notice, influence or control over Metgasco it was unable to achieve via its recent unsuccessful takeover bid for the Company.

Last Wednesday 17th June, Melbana made another ASX announcement, cross-posted to Metgasco's market announcements platform, that did little but engage in disparagement of your company's board of directors and myself, while arguing anew the merits of its failed takeover bid.

In Metgasco's opinion, it should be obvious that Melbana's restatement of the merits of its takeover proposal, in the context of its current s.249D requisition, makes it hard to take seriously Melbana's argument that it is not presently seeking control of, or significant influence over, the affairs of Metgasco.

Furthermore, the publication of such transparent promotion of the assets of one company, a failed bidder, on the market announcements platform of another, is, in Metgasco's opinion, a misuse of the ASX platform and wholly inconsistent with ASX Guidance Note 14.

In its announcement, Melbana also made at least two factually inaccurate or misleading statements. Firstly, it stated that, if Mr. Sandy's nomination were to be approved, he, as a Melbana director, would represent only 20% of the board of Metgasco. While this is technically possible, Melbana is of course proposing five resolutions, not two, and, if those resolutions were carried, Mr. Sandy would represent a third of the board of Metgasco, and Melbana nominees two-thirds. Secondly, it suggested that I, as Chair, had chosen to call this meeting. Pursuant s.249D there is of course no discretion – Metgasco had an obligation to call the meeting

once Melbana had requisitioned it. The costs and distraction of this process are wholly the responsibility of the requisitioner.

Metgasco has raised serious concerns with ASX regarding the content and accuracy of this announcement. While ASX has acknowledged and accepted some of Metgasco's concerns, it has declined to remove the release from its platform. Metgasco accepts this decision while respectfully disagreeing with it. Metgasco acknowledges that ASX offered it the opportunity to lodge a "response" announcement to the platform but has declined to do so, not wishing to compound what it considers to be an improper use of the ASX market announcements platform. ASX has advised Metgasco that it is undertaking a review of Guidance Note 14, as it relates to announcements by listed companies in such circumstances, and Metgasco welcomes this.

We now turn to the formal business of the meeting. The process of voting, asking questions and practical conduct has been, or will be, outlined by our virtual meeting hosts, Express Virtual Meetings. I thank the EVM team for their assistance.

Mr. Sandy and Mr. Worner have been offered the opportunity to make a short statement prior to consideration of resolutions (1) and (2) that pertain to them. Mr. Sandy has advised that he will make a statement and Mr. Worner has advised that he will not. In the interests of time, neither myself nor Mr. Patton intend to make a statement. Prior to each resolution, other than resolution 5, I intend to open the call to questions from shareholders, which should be concise and directed to the individual who is the subject of the resolution, or be otherwise directly related to that resolution.

I believe it is appropriate to make some brief remarks about the directors and nominees placing themselves before you today. In relation to Mr. John Patton, is the opinion of the other two directors of Metgasco that he has comported himself appropriately as a director, has served effectively as Chair of the Audit Committee and has not sought to advance the interests of the shareholder who originally nominated him to the board, nor interests other than those of Metgasco, from his position as a director.

In relation to Mr. Sandy and Mr. Worner I wish to say that notwithstanding the matters brought to the attention of shareholders through the process relating to the s.249D, the board of Metgasco wishes to make no adverse statements about Mr. Sandy's nor Mr. Worner's skills or abilities and Metgasco's recommendation to vote against their nominations should not be interpreted as any such statement.

I intend to Chair of the meeting over to my colleague Dr. Willink when resolution (3), which concerns myself, is considered. A poll will be taken on each resolution and the results on all resolutions read out to the meeting at the conclusion of the formal business of the meeting. Following the conclusion of formal business, time permitting, the board would be pleased an answer any general questions from shareholders.

I invite any questions shareholders may have as to the conduct of the meeting as outlined.

The proxies received in relation to the resolutions before us today are as follows:

Resolution Name	For	Open	Votes Against	Abstain	No Instruction	Excluded	Invalid	Total Available Votes	Total Votes
1	109,301,085	6,861,074	165,213,536	0	969,786	0	0	281,375,695	282,345,481
2	109,315,705	6,861,074	165,196,416	2,500	969,786	0	0	281,373,195	282,345,481
3	109,922,131	6,891,074	164,559,990	2,500	969,786	0	0	281,373,195	282,345,481
4	109,936,751	6,891,074	164,545,370	2,500	969,786	0	0	281,373,195	282,345,481
5	109,897,948	7,134,074	164,208,671	135,002	969,786	0	0	281,240,693	282,345,481

Results of meeting

Resolution 1	Prior to Meeting					Rejected By Poll
Appointment of Director Michael Sandy	FOR	AGAINST	ABSTAIN	PROXY'S DISCRETION		
	109,301,085	165,213,536	-	6,861,074		
	Results of Poll					
	FOR	AGAINST	ABSTAIN			
	109,301,085	172,074,610				
Resolution 2	Prior to Meeting					Rejected By Poll
Appointment of Director Matthew Worner	FOR	AGAINST	ABSTAIN	PROXY'S DISCRETION		
	109,315,705	165,196,416	2,500	6,861,074		
	Results of Poll					
	FOR	AGAINST	ABSTAIN			
	109,315,705	172,057,490	2,500			
Resolution 3	Prior to Meeting					Rejected By Poll
Removal of Director Philip Amery	FOR	AGAINST	ABSTAIN	PROXY'S DISCRETION		
	109,922,131	164,559,990	2,500	6,891,074		
	Results of Poll					
	FOR	AGAINST	ABSTAIN			
	109,922,131	171,451,064	2,500			
Resolution 4	Prior to Meeting					Rejected By Poll
Removal of Director John Patton	FOR	AGAINST	ABSTAIN	PROXY'S DISCRETION		
	109,936,751	164,545,370	2,500	6,891,074		
	Results of Poll					
	FOR	AGAINST	ABSTAIN			
	109,936,751	171,436,444	2,500			
Resolution 5	Prior to Meeting					Rejected By Poll
Removal of Director	FOR	AGAINST	ABSTAIN	PROXY'S DISCRETION		
	109,897,948	164,208,671	135,002	7,134,074		
	Results of Poll					
	FOR	AGAINST	ABSTAIN			
	109,897,948	171,342,745	135,002			

This ASX announcement was approved and authorised for release by the Board.

Contact and further information:

Metgasco welcomes shareholder communication and invites all interested shareholders to make contact at any time.

ENDS

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