



Notice of Annual General Meeting

Freedom Oil and Gas Ltd ACN 128 429 158

To be held at 9:00am (AEST) on Wednesday, 29 May 2019

At the offices of McCullough Robertson Lawyers, Level 11, 66 Eagle Street,
Brisbane, Queensland, 4000

This Notice of Meeting should be read in conjunction with the Explanatory Memorandum which is included with this Notice of Meeting. Terms which are capitalised in this Notice of Meeting have the meaning given to them in the definitions section in the Explanatory Memorandum.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should contact their professional advisers prior to voting.

Notice of Annual General Meeting

Freedom Oil and Gas Ltd ACN 128 429 158

Notice is given that the Annual General Meeting of Freedom Oil and Gas Ltd ACN 128 429 158 (**Company** or **Freedom**) will be held at:

Location	McCullough Robertson Lawyers, Level 11, 66 Eagle Street, Brisbane, Queensland, 4000
Date	Wednesday, 29 May 2019
Time	9:00am (AEST)

Ordinary business

Financial statements and reports

To receive and consider the Company's financial reports and the reports of the Directors and the Company's auditor for the financial year ended 31 December 2018.

Resolution 1: Directors' Remuneration Report

To consider and, if in favour, to pass the following Resolution under section 250R(2) of the Corporations Act:

- 1 'That the Remuneration Report contained in the Company's Annual Report for the financial year ended 31 December 2018 be adopted.'

Note: This Resolution will be decided as if it were an ordinary resolution, but under section 250R(3) of the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company. Votes must not be cast on this Resolution by Key Management Personnel or their Closely Related Parties in contravention of section 250R or section 250BD of the Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply.

Resolution 2: Election of Mr Winston Miles Talbert

To consider and, if in favour, to pass the following Resolution as an ordinary resolution:

- 2 'That Mr Winston Miles Talbert, who retires in accordance with rule 13.2 of the Constitution, and being eligible, be elected as a Director of the Company.'

Note: Further information in relation to this candidate appears in the Explanatory Memorandum.

Resolution 3: Election of Mr David Andrew Casey

To consider and, if in favour, to pass the following Resolution as an ordinary resolution:

- 3 'That Mr David Andrew Casey, who retires in accordance with rule 13.2 of the Constitution, and being eligible, be elected as a Director of the Company.'

Note: Further information in relation to this candidate appears in the Explanatory Memorandum.

Resolution 4: Election of Mr Heath Allen Sumrow

To consider and, if in favour, to pass the following Resolution as an ordinary resolution:

- 4 'That Mr Heath Allen Sumrow, who retires in accordance with rule 13.2 of the Constitution, and being eligible, be elected as a Director of the Company.'

Note: Further information in relation to this candidate appears in the Explanatory Memorandum.

Resolution 5: Re-election of Mr Lee Anthony Clarke

To consider and, if in favour, to pass the following Resolution as an ordinary resolution:

- 5 'That Mr Lee Anthony Clarke, who retires by rotation in accordance with Listing Rule 14.5 and rule 16.1 of the Constitution, and being eligible, be re-elected as a Director of the Company.'

Note: Further information in relation to this candidate appears in the Explanatory Memorandum.

Special business

Resolution 6: Approval of grant of Performance Rights to Mr James Russell Porter

To consider and, if in favour, to pass the following Resolution as an ordinary resolution:

- 6 'That, for the purposes of Listing Rule 10.11 and all other purposes, Shareholders approve the grant of 26,652,453 Performance Rights to Mr James Russell Porter, and the issue of up to 26,652,453 Shares on exercise of those Performance Rights, on the terms set out in the Explanatory Memorandum'.

Note: Further information in relation to this Resolution appears in the Explanatory Memorandum.

Resolution 7: Approval of Potential Termination Benefit for Mr James Russell Porter

To consider and, if in favour, to pass the following Resolution as an ordinary resolution:

- 7 'That, for the purposes of sections 200B and 200E of the Corporations Act, Listing Rule 10.19 and all other purposes, the giving of benefits to Mr James Russell Porter in connection with Mr Porter ceasing to hold a managerial or executive office in the Company be approved, on the terms set out in the Explanatory Memorandum'.

Note: Further information in relation to this Resolution appears in the Explanatory Memorandum.

Resolution 8: Approval of increase to non-executive Director fee pool

To consider and, if in favour, to pass the following Resolution as an ordinary resolution:

- 8 'That, for the purposes of Listing Rule 10.17, rule 13.3(a) of the Constitution and all other purposes, the aggregate maximum remuneration payable to non-executive Directors of the Company be increased to USD \$500,000 per annum, to be split between the non-executive Directors as the Company determines, on the terms set out in the Explanatory Memorandum'.

Note: Further information in relation to this Resolution appears in the Explanatory Memorandum.

Resolution 9: Ratification of previous issue of Performance Rights to existing employees of Freedom

To consider and, if in favour, to pass the following Resolution as an ordinary resolution:

- 9 'That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the previous issue of 1,914,182 Performance Rights to existing employees of Freedom, on the terms set out in the Explanatory Memorandum'.

Note: Further information in relation to this Resolution appears in the Explanatory Memorandum.

Resolution 10: Ratification of previous issue of Performance Rights to new employee of Freedom

To consider and, if in favour, to pass the following Resolution as an ordinary resolution:

- 10 'That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the previous issue of 232,143 Performance Rights to a new employee of Freedom, on the terms set out in the Explanatory Memorandum'.

Note: Further information in relation to this Resolution appears in the Explanatory Memorandum.

Resolution 11: Approval of Additional Placement Capacity under Listing Rule 7.1A

To consider and, if in favour, to pass the following Resolution as a special resolution:

- 11 'That for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve Freedom having the additional capacity to issue Shares up to 10% of its issued capital, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, over a 12 month period from the date of the Annual General Meeting, at a price no less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions set out in the Explanatory Memorandum'.

Note: Further information in relation to this Resolution appears in the Explanatory Memorandum.

Dated 29 April 2019

By order of the Board



Andrew Crawford
Company Secretary

Notes

- (a) A Shareholder who is entitled to attend and cast a vote at the Annual General Meeting is entitled to appoint a proxy.
- (b) The proxy need not be a Shareholder of the Company. A Shareholder who is 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.
- (c) If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form.
- (d) A corporation may elect to appoint a representative, rather than a proxy, under the Corporations Act, in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the Annual General Meeting.
- (e) The Company has determined under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that for the purpose of voting at the Annual General Meeting or adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of Shareholders as at 7:00pm (AEST) on Monday, 27 May 2019.
- (f) If you have any queries on how to cast your votes, please call the Company's share registry, Link Market Services Limited, on +61 1300 554 474 during business hours.

Voting exclusion statements

<p>Resolution 1: Directors' remuneration report</p>	<p>The Company will disregard votes cast by or on behalf of a member of the Key Management Personnel or a Closely Related Party of the Key Management Personnel.</p> <p>However, Key Management Personnel and their Closely Related Parties may cast a vote on Resolution 1 as a proxy if the vote is not cast on their behalf and either:</p> <ul style="list-style-type: none"> (a) the proxy appointment is in writing that specifies the way the proxy is to vote (e.g. for, against, abstain) on the Resolution; or (b) the vote is cast by the chairman of the Annual General Meeting and the appointment of the chairman as proxy: <ul style="list-style-type: none"> (i) does not specify the way the proxy is to vote on the Resolution; and (ii) expressly authorises the chairman to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel. <p>If you are a member of Key Management Personnel or a Closely Related Party of a member of Key Management Personnel (or acting on behalf of them) and purport to cast a vote that will be disregarded by the Company, you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.</p>
<p>Resolution 6: Approval of grant of Performance Rights to Mr James Russell Porter</p>	<p>In accordance with Listing Rule 14.11, the Company will disregard votes cast on this Resolution by Mr James Russell Porter and his Associates. However, the Company will not disregard a vote if it is cast by:</p> <ul style="list-style-type: none"> (a) a person as proxy for a person entitled to vote on the Resolution, in accordance with the directions on the proxy form; or (b) the person chairing the Annual General 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.
<p>Resolution 7: Approval of Potential Termination Benefit for Mr James Russell Porter</p>	<p>In accordance with Listing Rule 14.11, the Company will disregard any votes cast on this Resolution by an officer of the Company or any of its child entities who is entitled to participate in the Potential Termination Benefit.</p> <p>However, the Company will not disregard a vote if it is cast by:</p> <ul style="list-style-type: none"> (a) a person as proxy for a person entitled to vote on the Resolution, in accordance with a direction on the proxy form; or (b) the person chairing the Annual General 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. <p>In accordance with section 200E(2A) of the Corporations Act, the Company will disregard votes cast (in any capacity) on this Resolution by or on behalf of Mr James Russell Porter or any of his Associates.</p> <p>However, the Company will not disregard a vote if it is:</p> <ul style="list-style-type: none"> (a) cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the resolution; and (b) not cast on behalf of Mr James Russell Porter or any of his Associates.

	<p>In addition, 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 this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is a member of Key Management Personnel or a Closely Related Party of a member of Key Management Personnel; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>However, the Chairman of the Annual General Meeting may cast a vote on this Resolution as proxy where the appointment expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel.</p>
<p>Resolution 8: Approval of increase for non-executive Director fee pool</p>	<p>In accordance with Listing Rule 14.11, the Company will disregard votes cast on this Resolution by any Director and their Associates.</p> <p>However, the Company will not disregard a vote if it is cast by:</p> <ul style="list-style-type: none"> (a) a person as proxy for a person entitled to vote on the Resolution, in accordance with the directions on the proxy form; or (b) the person chairing the Annual General 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. <p>In addition, 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 this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is a member of Key Management Personnel or a Closely Related Party of a member of Key Management Personnel; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>However, the Chairman of the Annual General Meeting may cast a vote on this Resolution as proxy where the appointment expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel.</p>
<p>Resolution 9: Ratification of previous issue of Performance Rights to existing employees of Freedom</p>	<p>In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution by or on behalf of those existing employees of Freedom to whom the February 2019 Employee Performance Rights were granted, or their respective Associates. However, the Company need not disregard a vote if it is cast by:</p> <ul style="list-style-type: none"> (a) a person as proxy for a person who is entitled to vote on the Resolution, in accordance with the directions on the proxy form; or (b) the person chairing the Annual General 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.
<p>Resolution 10: Ratification of previous issue of Performance Rights to new employee of Freedom</p>	<p>In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution by or on behalf of the new employee of Freedom to whom the April 2019 Employee Performance Rights were granted, or their Associates. However, the Company need not disregard a vote if it is cast by:</p> <ul style="list-style-type: none"> (a) a person as proxy for a person who is entitled to vote on the Resolution, in accordance with the directions on the proxy form; or (b) the person chairing the Annual General 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.
<p>Resolution 11: Approval of Additional Placement Capacity under Listing Rule 7.1A</p>	<p>The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who might obtain a benefit, except a benefit solely in the capacity of a Shareholder, if the Resolution is passed, or any Associate of such persons.</p> <p>Under Listing Rule 14.11.1 and the notes under that rule about Listing Rule 7.1A, as at the date of this Notice of Meeting, it is not known who may participate in the proposed issue (if any). On that basis, no Shareholders are currently excluded from voting on this Resolution.</p>

Explanatory Memorandum

Freedom Oil and Gas Ltd ACN 128 429 158

This Explanatory Memorandum accompanies the Notice of Meeting for the Annual General Meeting of the Company to be held at the offices of McCullough Robertson Lawyers, Level 11, 66 Eagle Street, Brisbane, Queensland, 4000 at 9:00am (AEST) on Wednesday, 29 May 2019.

The Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the Resolutions set out in the Notice of Meeting, and is intended to be read in conjunction with the Notice of Meeting.

Ordinary business

Financial statements and reports

- 1 The Corporations Act requires that the report of the Directors, the report of the Company's auditor, and the financial report be laid before the Annual General Meeting. In addition, the Constitution provides for these reports to be received and considered at the Annual General Meeting.
- 2 Apart from those matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Annual General Meeting on these reports.
- 3 Shareholders will be given reasonable opportunity at the Annual General Meeting to raise questions and make comments on these reports.
- 4 In addition to asking questions at the Annual General Meeting, Shareholders may address written questions to the Chairman about the management of the Company or to the Company's auditor, PricewaterhouseCoopers, if the question is relevant to:
 - (a) the content of the auditor's report; or
 - (b) the conduct of the audit of the annual financial report to be considered at the Annual General Meeting.

Note: Under section 250PA(1) Corporations Act, a Shareholder must submit the question to the Company no later than the fifth business day before the day on which the Annual General Meeting is held.
- 5 Written questions for the Company's auditor must be delivered on or before 5:00pm (AEST) on Wednesday, 22 May 2019. Please send any written questions for PricewaterhouseCoopers to:

The Company Secretary
Freedom Oil and Gas Ltd
PO Box 865
NEWCASTLE NSW 2300

Resolution 1: Directors' Remuneration Report

- 6 The Corporations Act requires that the section of the Directors' report dealing with the remuneration of Key Management Personnel, including the Directors (**Remuneration Report**), be put to a vote of Shareholders for adoption by way of a non-binding vote.
- 7 This Resolution is advisory only and is not binding on the Company. However, if more than 25% of the votes cast on this Resolution are voted against the adoption of the Remuneration Report, the Remuneration Report for the following year must either address any comments received from Shareholders or explain why no action has been taken in response to those comments. If, at the following annual general meeting of the Company, the Remuneration Report is again voted against by 25% or more of votes cast, a 'spill resolution' will be put to Shareholders. If at least 50% of the votes cast are in favour of the 'spill resolution', a special meeting of the Company will be held within 90 days at which the Directors in office at the time of the second annual general meeting of the Company must resign and stand for re-election.
- 8 The Remuneration Report is contained in the Annual Report, a copy of which is available on the Company's website at www.freedomog.com.
- 9 For clarification purposes, this Resolution 1 requests that Shareholders adopt, by way of a non-binding vote, the Remuneration Report included in the Annual Report, which was released to the market on 28 February 2019. It is not seeking adoption of any information which has not previously been reported to the market.
- 10 The Chairman will give Shareholders a reasonable opportunity to ask questions about, or to make comments on, the Remuneration Report.

Directors' recommendation

- 11 The Directors unanimously recommend you vote **FOR** this Resolution 1.

Note: If you appoint the Chairman as your proxy, and you do not provide voting instructions, you expressly authorise the Chairman to cast your undirected proxy in accordance with his stated intentions. The Chairman intends to vote all available proxies in favour of all Resolutions.

If you appoint another Director or member of the Key Management Personnel as your proxy, you **MUST** direct your proxy how to vote, or your vote will not be counted. Follow the instructions on the proxy form to direct your proxy how to vote.

Resolution 2: Election of Mr Winston Miles Talbert

- 12 Under rule 13.2 of the Constitution, the Board has the power at any time to appoint any person as a Director, including to fill a casual vacancy or as an addition to the Board. However, any Director so appointed may hold office only until the next annual general meeting of the Company (at which they will then be eligible for election).
- 13 Mr Winston Miles Talbert was appointed by the Board as a non-executive Director of the Company on 1 December 2018, and therefore retires pursuant to rule 13.2 of the Constitution and offers himself for election as a Director of the Company.
- 14 Mr Talbert has over 22 years of experience as a senior executive in the U.S. oil and gas industry, with Sable Permian Resources, Plains Exploration & Production, and Freeport-McMoRan. Mr Talbert has experience in the financing of mergers and acquisitions, and in successfully integrating merged companies. He is also chair of Freedom's risk management committee.

Directors' recommendation

- 15 The Directors (other than Mr Talbert) recommend you vote **FOR** this Resolution 2.

Resolution 3: Election of Mr David Andrew Casey

- 16 Under rule 13.2 of the Constitution, the Board has the power at any time to appoint any person as a Director, including to fill a casual vacancy or as an addition to the Board. However, any Director so appointed may hold office only until the next annual general meeting of the Company (at which they will then be eligible for election).
- 17 Mr David Andrew Casey was appointed by the Board as a non-executive Director of the Company on 1 April 2019, and therefore retires pursuant to rule 13.2 of the Constitution and offers himself for election as a Director of the Company.
- 18 Mr Casey is an experienced oil and gas executive who resides in Australia, and has previously overseen the start-up, development and sale of successful exploration and production projects. Mr Casey also has substantial experience managing ASX-listed entities and is well known to the Australian institutional investment community. He was previously Managing Director of Eastern Star Gas, Ltd. and was responsible for its successful delineation of coal seam gas properties in the Gunnedah Basin and the sale of the company to Santos in 2011. Most recently, Mr Casey was Managing Director of Petrel Energy, Ltd. and recently arranged a reverse takeover of Petrel Energy, Ltd. by Warrego Energy Limited.

Directors' recommendation

- 19 The Directors (other than Mr Casey) recommend you vote **FOR** this Resolution 3.

Resolution 4: Election of Mr Heath Allen Sumrow

- 20 Under rule 13.2 of the Constitution, the Board has the power at any time to appoint any person as a Director, including to fill a casual vacancy or as an addition to the Board. However, any Director so appointed may hold office only until the next annual general meeting of the Company (at which they will then be eligible for election).
- 21 Mr Heath Allen Sumrow was appointed by the Board as a non-executive Director of the Company on 1 April 2019, and therefore retires pursuant to rule 13.2 of the Constitution and offers himself for election as a Director of the Company. If appointed, Mr Sumrow will be Ramas Capital Management, LLC's representative on the Board.
- 22 Mr Sumrow was previously an asset manager with WildHorse Resources, LLC and a production engineer with Anadarko Petroleum. Mr Sumrow brings a wealth of practical operating knowledge to the Board as well as an understanding of financing growing exploration and production companies.

Directors' recommendation

- 23 The Directors (other than Mr Sumrow) recommend you vote **FOR** this Resolution 4.

Resolution 5: Re-election of Mr Lee Anthony Clarke

- 24 Listing Rule 14.5 states that a public listed company must hold an election of directors at each annual general meeting. Rule 16.1 of the Constitution also requires that one third of the

Directors (other than the managing Director) retire from office at each annual general meeting of the Company. If the number of Directors is not a multiple of three, then the number nearest to, but not less than, one third of the Directors must retire from office. In accordance with rule 16.2 of the Constitution, it is the Directors longest in office since last being elected (or re-elected) that must retire. Listing Rule 14.4 further states that no Director may hold office without re-election past:

- (a) the third annual general meeting following that Director's election (or re-election); or
- (b) three years,

whichever is longer.

25 Mr James Russell Porter, Mr Winston Miles Talbert, Mr David Andrew Casey, and Mr Heath Allen Sumrow are all disregarded for the purposes of rotation of Directors, in Mr Porter's case because he is the managing Director of Freedom, and in the case of each of Mr Talbert, Mr Casey and Mr Sumrow, because they are each separately offering themselves for election pursuant to rule 13.2 of the Constitution (pursuant to Resolutions 2, 3 and 4). As such, only Mr Lee Anthony Clarke, Mr James Michael Yeager, and Mr Nigel Henry Smith are considered for the purposes of rotation of Directors (of which not less than one third must retire pursuant to rule 16.1 of the Constitution).

26 While Mr Clarke was recently re-elected as a Director of the Company at the last annual general meeting of the Company held on 30 May 2018, Mr Yeager and Mr Smith are stepping down from the Board effective immediately on conclusion of the Annual General Meeting (and as such will not stand for re-election). As such, Mr Clarke retires from office under rule 16.1 of the Constitution, and offers himself for re-election as a Director of the Company.

27 Details of Mr Clarke's qualifications and experience are set out in the Annual Report.

Directors' recommendation

28 The Directors (other than Mr Clarke) recommend you vote **FOR** this Resolution 5.

Special business

Resolution 6: Approval of grant of Performance Rights to Mr James Russell Porter

29 The Board has agreed, subject to obtaining Shareholder approval, to grant 26,652,453 Performance Rights to Mr James Russell Porter.

30 The details of the Performance Rights proposed to be granted to Mr Porter are set out in the following table:

Tranche	Number of Performance Rights	Vesting date	Conditions
Tranche 1	18,656,717	28 February 2021	<p>The Performance Rights vest immediately if there is an occurrence of a change of control event in respect of Freedom.</p> <p>If:</p> <p>(a) Mr Porter's engagement with Freedom is terminated by Mr Porter for 'Good Reason' (refer to paragraphs 43 to 45 below); or</p> <p>(b) Freedom terminates Mr Porter's engagement with Freedom other than for 'Cause' (refer to paragraphs 40 and 41 below), the Performance Rights will continue on foot and vest in accordance with their original vesting schedule.</p> <p>However, the Performance Rights will lapse and be cancelled immediately if:</p> <p>(a) Mr Porter's engagement with Freedom is terminated by Mr Porter other than for 'Good Reason' (refer to paragraphs 43 to 45 below); or</p> <p>(b) Freedom terminates Mr Porter's engagement with Freedom for 'Cause' (refer to paragraphs 40 and 41 below).</p>
Tranche 2	7,995,736	28 February 2022	As above

31 The terms of the Performance Rights are as follows:

- (a) the Performance Rights will be granted to Mr Porter for no consideration;
- (b) each Performance Right will convert into one Share for no consideration;
- (c) there is no exercise price payable in respect of the Performance Rights;
- (d) as the Performance Rights will be granted for no consideration and converted into Shares for no consideration, there is no use (or intended use) of funds;
- (e) the Performance Rights will vest and lapse as detailed in paragraph 30 above;

- (f) Mr Porter must provide Freedom with a notice of exercise (the form of which has been pre-agreed with Mr Porter) following the relevant vesting date in order to convert the Performance Rights to Shares;
- (g) the Performance Rights will lapse and be cancelled 12 months following the relevant vesting date if no notice of exercise has been provided by Mr Porter to Freedom before that time;
- (h) Freedom will not apply for quotation of the Performance Rights, which will not be quoted on ASX or any other stock exchange;
- (i) the Performance Rights are transferrable with the prior written consent of the Board; and
- (j) Queensland law governs the Performance Rights.

Listing Rule 10.11

- 32 Listing Rule 10.11 restricts the Company from issuing Equity Securities to Related Parties of the Company, or to any person whose relationship with the Company or a Related Party is (in ASX's opinion) such that approval should be obtained, without the approval of Shareholders, unless an exception applies.
- 33 As such, the issue or grant of securities to a Director requires Shareholder approval under Listing Rule 10.11. Accordingly, Shareholder approval is sought for the grant of Performance Rights to Mr Porter, and to the extent those Performance Rights vest, the issue of the underlying Shares.
- 34 If Shareholder approval is obtained under Listing Rule 10.11, approval will not separately be required under Listing Rule 7.1, as Listing Rule 7.2 (Exception 14) applies in those circumstances.
- 35 In compliance with the disclosure requirements of Listing Rule 10.13, Shareholders are advised of the following additional particulars in relation to the grant of the Performance Rights:

Person to whom the Performance Rights are to be issued	Mr James Russell Porter
Maximum number of Performance Rights to be granted	26,652,453 Performance Rights
Date that Freedom will grant the Performance Rights	Assuming Resolution 6 is approved by Shareholders, the Performance Rights are proposed to be granted shortly after the Annual General Meeting, but in any event not later than one month after the Annual General Meeting
Issue price of the Performance Rights	Refer to paragraph 31 above
Terms of issue of the Performance Rights	Refer to paragraphs 30 and 31 above

Mr Porter's interest in Freedom

- 36 If Shareholders approve this Resolution 6, the effect will be to potentially dilute the holdings of existing Shareholders (assuming all of the Performance Rights vest and convert to Shares) by the

equivalent amount as follows:

	Current Share capital		Share capital upon vesting of Performance Rights ¹	
	Shares	%	Shares	%
Mr Porter	Nil	0.00%	26,652,453	2.41%
Other Shareholders	1,077,022,552	100.00%	1,077,022,552	97.59%
TOTAL	1,077,022,552	100.00%	1,103,675,005	100.00%

Directors' recommendation

37 The Directors (other than Mr Porter) recommend you vote **FOR** this Resolution 6.

Resolution 7: Approval of Potential Termination Benefit for Mr James Russell Porter

38 The Company has entered into a binding agreement with Mr James Russell Porter, pursuant to which Mr Porter is employed by the Company in the position of President and Chief Executive Officer (**Executive Agreement**). In accordance with the terms of the Executive Agreement, Mr Porter receives a base annual salary of USD \$500,000 (**Base Annual Salary**), as well as an annual cash bonus of 90% of his Base Annual Salary, subject to Board approval (**Annual Cash Bonus**).

39 Pursuant to the terms of the Executive Agreement, if:

- (a) Mr Porter's employment is terminated by the Company other than for 'Cause', Mr Porter is entitled to receive a cash payment equal to 1.5 times his combined Base Annual Salary and Annual Cash Bonus for the prior 12 month period (i.e. a maximum aggregate cash termination payment of USD \$1,425,000);
- (b) Mr Porter's employment is terminated by Mr Porter for 'Good Reason', Mr Porter is entitled to receive:
 - (i) a cash payment equal to his Combined Base Annual Salary and Annual Cash Bonus for the prior 12 month period (i.e. USD \$950,000); and
 - (ii) an additional cash payment equal to USD \$250,000,
 (i.e. a maximum aggregate cash termination payment of USD \$1,200,000),

(Potential Termination Benefit). For completeness, it is also noted that Mr Porter is entitled to the USD \$950,000 cash payment described at paragraph 39(b)(i) above (but not the additional USD \$250,000 cash payment described at paragraph 39(b)(ii) above) if there is an occurrence of a change of control event in respect of the Company, whether or not Mr Porter remains employed by the Company following occurrence of that change of control event.

¹ This assumes that no other securities are issued by Freedom, other than the Shares upon vesting of Mr Porter's Performance Rights.

- 40 For the purposes of paragraph 39(a) above, 'Cause' is defined in the Executive Agreement to mean:
- (a) Mr Porter's wilful failure to perform his duties, other than a failure resulting from incapacity due to serious physical or mental illness;
 - (b) Mr Porter's wilful failure to comply with any valid and legal directive of the Board or the person to whom Mr Porter reports;
 - (c) Mr Porter's wilful engagement in dishonesty, illegal conduct or gross misconduct, which is in each case materially injurious to the Company or its affiliates;
 - (d) Mr Porter's embezzlement, misappropriation or fraud, related to Mr Porter's employment with the Company;
 - (e) Mr Porter's conviction of, or plea of guilty or *nolo contendere* to:
 - (i) a crime that constitutes a felony; or
 - (ii) another crime that constitutes a misdemeanour involving moral turpitude, which materially impairs Mr Porter's ability to perform the services for the Company or otherwise results in material reputational or financial harm to the Company or its affiliates; or
 - (f) Mr Porter's violation of a material policy of the Company (or its code of conduct).
- 41 Pursuant to the terms of the Executive Agreement, no act or failure to act on the part of Mr Porter shall be considered 'wilful' unless it is done, or omitted to be done, by Mr Porter in bad faith or without reasonable belief that Mr Porter's action or omission was in the best interests of the Company. Further, any termination of Mr Porter's employment by the Company for 'Cause' that occurs after the occurrence of a change of control event will not be deemed to be for 'Cause' unless and until:
- (a) the Company delivers to Mr Porter a copy of a resolution of the Board confirming the termination of Mr Porter's employment for 'Cause', duly adopted by the affirmative vote of not less than three quarters of the Board; and
 - (b) Mr Porter is given a reasonable opportunity, together with his counsel, to be heard by the Board (after receiving reasonable notice from the Board of not less than 10 days to prepare for such hearing) to review its finding that the termination of Mr Porter's employment was for 'Cause'.
- 42 For the avoidance of doubt, no part of the Potential Termination Benefit will be payable to Mr Porter in circumstances where Mr Porter's employment is terminated by the Company for 'Cause' in accordance with the above process.
- 43 For the purposes of paragraph 39(b) above, 'Good Reason' is defined in the Executive Agreement to mean:
- (a) a material reduction of 5% or more of Mr Porter's Base Annual Salary, which reduction is not also extended to all other employees of the Company;
 - (b) a relocation of Mr Porter's principal place of employment by more than 50 miles; or

- (c) a material adverse change in Mr Porter's reporting relationship, executive authority, duties, or responsibilities.

44 Mr Porter cannot terminate his employment for 'Good Reason' unless:

- (a) Mr Porter has provided written notice to the Company of the existence of the circumstances providing grounds for termination for 'Good Reason' within 30 business days of the initial existence of such grounds; and
- (b) the Company has had 30 business days from the date on which notice is provided by Mr Porter to the Company to cure such circumstances, if curable.

45 The Executive Agreement states that if Mr Porter does not terminate his employment for 'Good Reason' within 90 business days after the first occurrence of the applicable grounds for the claim, then Mr Porter will be deemed to have waived his rights to terminate his employment for 'Good Reason' with respect to such grounds.

46 For the avoidance of doubt, no part of the Potential Termination Benefit will be payable to Mr Porter in circumstances where Mr Porter's employment is terminated by Mr Porter other than for 'Good Reason' in accordance with the above process.

Part 2D.2 of the Corporations Act

47 Part 2D.2 of the Corporations Act restricts the benefits which can be given to certain persons who hold a 'managerial or executive office' (as defined in the Corporations Act) on leaving their employment with a company or any of its related bodies corporate, unless an exception applies.

48 Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with them ceasing to hold a managerial or executive office if the benefit is approved by the company's shareholders or an exemption applies.

49 Provided Shareholder approval is given, the value of the Potential Termination Benefit may be disregarded when applying section 200F(2)(b) or section 200G(1)(c) of the Corporations Act (i.e. the approved Potential Termination Benefit will not count towards the statutory cap under the applicable legislation).

50 Shareholder approval is therefore being sought in respect of the Potential Termination Benefit, pursuant to sections 200B and 200E of the Corporations Act.

Listing Rule 10.19

51 Listing Rule 10.19 provides that, without the approval of the holders of a company's ordinary securities, a company must ensure that no officer of the company or any of its child entities will be, or may be, entitled to termination benefits if the value of those benefits and the termination benefits that are or may become payable to all officers together exceed 5% of the equity interests of the company as set out in its latest accounts given to ASX under the Listing Rules.

52 Based on Freedom's 31 December 2018 accounts, which are the most recent accounts to be lodged by Freedom with ASX (on 28 February 2019), 5% of Freedom's equity interests equates to approximately USD \$3.1 million. As set out at paragraph 39 above, the maximum aggregate cash termination payment payable to Mr Porter is either USD \$1,200,000 or USD \$1,425,000, depending on the circumstances of Mr Porter's termination. While, based on Freedom's 31 December 2018 accounts, neither of these figures exceeds 5% of Freedom's equity interests (being approximately USD \$3.1 million as set out above), the Board has nevertheless resolved to

seek approval from Shareholders in respect of the Potential Termination Benefit for the purposes of Listing Rule 10.19, to ensure that in circumstances where the equity interests of Freedom decrease it is not required to seek approval at the time the Potential Termination Benefit is to be paid (assuming a Potential Termination Benefit is, in fact, paid).

- 53 Accordingly, Shareholder approval is also being sought under Listing Rule 10.19 in respect of the Potential Termination Benefit.

Directors' recommendation

- 54 The Directors (other than Mr Porter) recommend you vote **FOR** this Resolution 7.

Resolution 8: Approval of increase to non-executive Director fee pool

- 55 Rule 13.3(a) of the Constitution provides that the Directors are to be paid out of the funds of the Company as remuneration for their services as Directors, such sum accruing from day to day as the Company in general meeting determines, to be divided among them in such proportion and manner as they agree, or in default of agreement, equally.

- 56 Pursuant to Listing Rule 10.17, the Company is required to seek Shareholder approval in order to increase the maximum aggregate remuneration payable to its non-executive Directors.

- 57 In accordance with rule 13.3(a) of the Constitution and Listing Rule 10.17, it is proposed that the maximum aggregate remuneration which may be paid to the Company's non-executive Directors be increased from AUD \$500,000 to a maximum sum of USD \$500,000 per annum, to be divided among them in such proportion and manner as the Board agrees. At an exchange rate of AUD \$1 to USD \$0.70, this represents an increase of AUD \$214,286 (i.e. from AUD \$500,000 to AUD \$714,286).

- 58 The limit does not apply to the executive Directors of the Company.

- 59 The reasons for requesting the increase to the maximum aggregate remuneration for non-executive directors are as follows:

- (a) The Board is of the view that the proposed increase to non-executive Directors' aggregated remuneration is commensurate with market remuneration paid to non-executive Directors at equivalent ASX-listed companies in terms of growth and market capitalisation and is necessary to retain and attract appropriately qualified non-executive Directors to the Company.
- (b) The current limit maximum aggregate remuneration limit of AUD \$500,000 was last approved by Shareholders on 16 November 2012.
- (c) The company does not intend to allocate the full amount of the maximum aggregate remuneration immediately. It is expected that the increase would be sufficient for a period of at least two years.
- (d) The Company's financial reporting currency is USD.
- (e) The majority of the Company's non-executive Directors have USD-based Director fees.

- 60 In accordance with Listing Rule 10.17, the maximum aggregate remuneration referred to in this Resolution 8 means all fees payable by the Company or any of its child entities to a non-executive Director for acting as a Director of the Company or any child entity of the Company

(including attending and participating in any Board committee meetings), and includes superannuation contributions for the benefit of a non-executive Director and any fees which a non-executive Director agrees to sacrifice for other benefits. It does not, however, include reimbursement of genuine out-of-pocket expenses, genuine 'special exertion' fees paid in accordance with the Constitution, or securities issued to a non-executive Director under Listing Rule 10.11 or Listing Rule 10.14 with the approval of Shareholders.

- 61 In accordance with Listing Rule 10.17, the Company confirms that a total of 20,306,666 Shares have been issued to non-executive Directors under Listing Rule 10.11 or Listing Rule 10.14 with the approval of Shareholders during the three year period preceding the date of the Annual General Meeting. In particular, in November 2016, 6,666,666 Shares were issued to Mr Roger Brian Clarke, 2,140,000 Shares were issued to Mr Lee Anthony Clarke, 6,500,000 Shares were issued for Mr Joseph Charles Camuglia, and 5,000,000 Shares were issued to Mr Nigel Henry Smith, all of which were approved by Shareholders.² Each of Mr Clarke, Mr Clarke, Mr Camuglia, and Mr Smith were non-executive Directors at the time at which approval of Shareholders was sought for these Share issues. For completeness, it is also noted that Shareholders simultaneously approved the issue of 3,020,935 Shares to Mr James Michael Yeager, which were also issued in November 2016. However, Mr Yeager was an executive Director at the time at which approval of Shareholders was sought for this Share issue.

Directors' recommendation

- 62 The Directors unanimously recommend you vote **FOR** this Resolution 8.

Resolution 9: Ratification of previous issue of Performance Rights to existing employees of Freedom

- 63 As announced to ASX on 28 February 2019, Freedom issued 1,914,182 Performance Rights to existing employees of Freedom as consideration for their performance (**February 2019 Employee Performance Rights**).
- 64 Each February 2019 Employee Performance Right permits the holder to acquire one fully paid ordinary Share in Freedom for no consideration on exercise of the February 2019 Employee Performance Right, following 28 February 2020 (**Vesting Date**), subject only to continuous service of the holder (with any un-exercised February 2019 Employee Performance Rights to lapse/expire 12 months after the Vesting Date).

Listing Rule 7.4

- 65 Under Listing Rule 7.1, Freedom is generally not permitted to issue more than 15% of its issued Share capital in any 12 month period unless the issue is approved by Shareholders or an exemption applies. However, Listing Rule 7.4 provides that where a prior issue of Equity Securities is ratified by Shareholders, the issue is treated as having been made with approval for the purpose of Listing Rule 7.1, thereby replenishing the Company's 15% placement capacity and providing the Company with the flexibility to issue further securities up to that limit. Issues made with approval under Listing Rule 7.1A may also be ratified under Listing Rule 7.4.

² The issue of these Shares was the subject of resolution 3 put to Shareholders at the extraordinary general meeting of Freedom held on Monday, 7 November 2016 (in respect of which a notice of meeting was released to ASX on 5 October 2016), which sought Shareholder approval for the purposes of Listing Rule 10.11.

- 66 In compliance with the disclosure requirements of Listing Rule 7.5, Shareholders are advised of the following additional particulars in relation to the grant of the February 2019 Employee Performance Rights:

Number of February 2019 Employee Performance Rights granted	1,914,182 February 2019 Employee Performance Rights
Issue price of the February 2019 Employee Performance Rights	Nil
Terms of issue of the February 2019 Employee Performance Rights	Refer to paragraph 64 above and the below rows in this table
Persons to whom the February 2019 Employee Performance Rights were issued	Existing employees of Freedom as consideration for performance
Use (or intended use) of funds raised	N/A – issued for nil consideration
Notice of exercise of February 2019 Employee Performance Rights	A holder must provide Freedom with a notice of exercise (the form of which has been pre-agreed with holders) following the Vesting Date in order to convert the February 2019 Employee Performance Rights to Shares
Holders' ability to cancel February 2019 Employee Performance Rights	A holder can cancel some or all of their February 2019 Employee Performance Rights at any time by notice in writing in a form approved by the Board
Quotation of February 2019 Employee Performance Rights	Freedom will not apply for quotation of the February 2019 Employee Performance Rights, which will not be quoted on ASX or any other stock exchange
Transfer of February 2019 Employee Performance Rights	February 2019 Employee Performance Rights are transferrable with the prior written consent of the Board
Governing law in respect of the February 2019 Employee Performance Rights	Queensland law governs the February 2019 Employee Performance Rights

- 67 Resolution 9, if passed, will ensure that Freedom has the flexibility to issue further securities under Listing Rule 7.1 up to its full 15% placement capacity.

Directors' recommendation

- 68 The Directors unanimously recommend you vote **FOR** this Resolution 9.

Resolution 10: Ratification of previous issue of Performance Rights to new employee of Freedom

- 69 As announced to ASX on 11 April 2019, Freedom issued 232,143 Performance Rights to a new employee of Freedom as a sign-on incentive (**April 2019 Employee Performance Rights**).
- 70 Each April 2019 Employee Performance Right permits the holder to acquire one fully paid ordinary Share in Freedom for no consideration on exercise of the April 2019 Employee

Performance Right, following 28 February 2020 (**Vesting Date**), subject only to continuous service of the holder (with any un-exercised April 2019 Employee Performance Rights to lapse/expire 12 months after the Vesting Date).

Listing Rule 7.4

- 71 Under Listing Rule 7.1, Freedom is generally not permitted to issue more than 15% of its issued Share capital in any 12 month period unless the issue is approved by Shareholders or an exemption applies. However, Listing Rule 7.4 provides that where a prior issue of Equity Securities is ratified by Shareholders, the issue is treated as having been made with approval for the purpose of Listing Rule 7.1, thereby replenishing the Company's 15% placement capacity and providing the Company with the flexibility to issue further securities up to that limit. Issues made with approval under Listing Rule 7.1A may also be ratified under Listing Rule 7.4.

- 72 In compliance with the disclosure requirements of Listing Rule 7.5, Shareholders are advised of the following additional particulars in relation to the grant of the April 2019 Employee Performance Rights:

Number of April 2019 Employee Performance Rights granted	232,143 April 2019 Employee Performance Rights
Issue price of the April 2019 Employee Performance Rights	Nil
Terms of issue of the April 2019 Employee Performance Rights	Refer to paragraph 70 above and the below rows in this table
Persons to whom the April 2019 Employee Performance Rights were issued	New employee of Freedom as a sign-on incentive
Use (or intended use) of funds raised	N/A – issued for nil consideration
Notice of exercise of April 2019 Employee Performance Rights	The holder must provide Freedom with a notice of exercise (the form of which has been pre-agreed with the holder) following the Vesting Date in order to convert the April 2019 Employee Performance Rights to Shares
Holder’s ability to cancel April 2019 Employee Performance Rights	The holder can cancel some or all of their April 2019 Employee Performance Rights at any time by notice in writing in a form approved by the Board
Quotation of April 2019 Employee Performance Rights	Freedom will not apply for quotation of the April 2019 Employee Performance Rights, which will not be quoted on ASX or any other stock exchange
Transfer of April 2019 Employee Performance Rights	April 2019 Employee Performance Rights are transferrable with the prior written consent of the Board
Governing law in respect of the April 2019 Employee Performance Rights	Queensland law governs the April 2019 Employee Performance Rights

- 73 Resolution 10, if passed, will ensure that Freedom has the flexibility to issue further securities under Listing Rule 7.1 up to its full 15% placement capacity.

Directors’ recommendation

- 74 The Directors unanimously recommend you vote **FOR** this Resolution 10.

Resolution 11: Approval of Additional Placement Capacity under Listing Rule 7.1A

- 75 Resolution 11 seeks Shareholder approval to permit Freedom to issue an additional 10% of its issued capital over a 12 month period in accordance with Listing Rule 7.1A.
- 76 Under Listing Rule 7.1, the Company may issue Equity Securities equal to up to 15% of its issued capital in any 12 month period without seeking Shareholder approval. In addition, under Listing Rule 7.1A, eligible entities may seek shareholder approval to issue further Equity Securities up to

10% of the issued capital of the entity within the 12 months from approval being granted, in addition to the 15% capacity under Listing Rule 7.1 (**Additional Placement Capacity**).

- 77 An entity is eligible to seek Additional Placement Capacity if it is not included in the S&P/ASX300 index and has a market capitalisation of AUD \$300 million or less. As the Company satisfies these requirements as at the date of this Notice of Meeting, it is eligible to seek Shareholder approval for Additional Placement Capacity. For illustrative purposes, the Company's market capitalisation was approximately AUD \$75.4 million based on a closing price of AUD \$0.07 per Share (on 12 April 2019).
- 78 The number of Equity Securities that may be issued (if this Resolution 11 is passed) will be determined in accordance with the following formula as prescribed in Listing Rule 7.1A.2:

(A x D) – E

where:

- A** is the number of fully paid 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 Listing Rule 7.4 (excluding an issue of fully paid shares under the entity's 15% capacity pursuant to Listing Rule 7.1 without shareholder approval); and
 - (D) less the number of fully paid shares cancelled in the 12 months.
- 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 Listing Rule 7.4.

- 79 For the purposes of Listing Rule 7.3A, the Company provides the following additional information:

Minimum price at which the Equity Securities may be issued	<p>The issue price of each Equity Security must be no less than 75% of the VWAP for the Equity Securities calculated over the 15 trading days on which trades in that class were recorded immediately before:</p> <ul style="list-style-type: none"> (a) the date on which the price, at which the Equity Securities are to be issued, is agreed; or (b) if the Equity Securities are not issued within five trading days of that date, the date on which the securities are issued.
Risk of economic and voting dilution	<p>An issue of Equity Securities under Listing Rule 7.1A involves the risk of economic and voting dilution for existing ordinary Shareholders. The risks include:</p>

	<p>(a) the market price for Shares may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and</p> <p>(b) the Equity Securities may be issued at a price that is at a discount to the market price for the Shares on the issue date.</p> <p>In accordance with Listing Rule 7.3A.2, a table describing the notional possible dilution, based upon various assumptions as stated, is set out below.</p>
<p>Date by which the Company may issue the Equity Securities</p>	<p>The period commencing on the date of the Annual General Meeting at which approval is obtained and expiring on the earlier of the:</p> <p>(a) date which is 12 months after the date of the Annual General Meeting; and</p> <p>(b) date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 or Listing Rule 11.2.</p>
<p>Purposes for which the Equity Securities may be issued including whether Equity Securities may be issued for non-cash consideration</p>	<p>It is the current intention of the Directors that any funds raised pursuant to an issue of Equity Securities under the Additional Placement Capacity will be applied:</p> <p>(a) towards general working capital;</p> <p>(b) to repay any finance facilities; and</p> <p>(c) as consideration for strategic investments, including drilling activities on strategic investments, or acquisitions by the Company.</p> <p>The Company reserves the right to issue Equity Securities under the Additional Placement Capacity for non-cash consideration.</p>
<p>Details of the Company's allocation policy for issues under approval</p>	<p>The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue under the Additional Placement Capacity. The identity of the allottees will be determined on a case-by-case basis having regard to a range of factors including (but not limited to):</p> <p>(a) 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;</p> <p>(b) the effect of the issue of Equity Securities under the Additional Placement Capacity on the control of the Company;</p> <p>(c) the financial situation and solvency of the Company; and</p> <p>(d) advice from corporate, financial and broking advisers (if applicable).</p> <p>The allottees under the Additional Placement Capacity (if any) have not been determined as at the date of this Notice of Meeting but may include existing substantial Shareholders and/or new Shareholders who are not Related Parties of the Company, or Associates of Related Parties of the Company.</p>
<p>Previous approvals under Listing Rule 7.1A</p>	<p>This is the third occasion on which the Company has sought approval for Additional Placement Capacity. The Company's</p>

Shareholders approved the Additional Placement Capacity at previous annual general meetings of the Company held on 26 May 2017 and 30 May 2018, respectively.

No Shares have been issued by Freedom under Listing Rule 7.1A since Freedom's previous annual general meeting.

- 80 For the purposes of Listing Rule 7.3A.6(a), the table below shows the total number of Equity Securities issued in the past 12 months preceding the date of the Annual General Meeting and the percentages which those issues represent of the total number of Equity Securities on issue at the commencement of the 12 month period.

Equity Securities on issue at the commencement of the 12 month period	998,615,315 Equity Securities, comprising: (a) 910,355,885 Shares; (b) 25,000,000 unquoted options; and (c) 63,259,430 unquoted warrants.
Equity Securities issued in the prior 12 month period	168,812,992 Equity Securities, comprising: (a) 166,666,667 Shares; and (b) 2,146,325 unquoted Performance Rights. The specific details of each issue of Equity Securities are set out in Schedule 1 to this Explanatory Memorandum in accordance with Listing Rule 7.3A.6(b).
Percentage previous issues represent of total number of Equity Securities on issue at commencement of 12 month period	~16.90%

- 81 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 for variable "A" calculated under the formula set out in Listing Rule 7.1A.2 as at the date of this Notice of Meeting.
- 82 The table shows two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of Shares the Company has on issue as at the date of the Notice of Meeting. The number of Shares on issue may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlement issue or scrip issued under a takeover offer) or as a result of future specific placements under Listing Rule 7.1 that are approved at future Shareholder meetings.
- 83 The table also shows two examples where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price of the Company's Shares.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		AUD \$0.035 50% decrease in issue price	AUD \$0.07 issue price	AUD \$0.14 100% increase in issue price
Current Variable A* 1,077,022,552 Shares	10% Voting Dilution	107,702,255 Shares	107,702,255 Shares	107,702,255 Shares
	Funds raised	AUD \$3,769,578.93	AUD \$7,539,157.85	AUD \$15,078,315.70
50% increase in current Variable A* 1,615,533,828 Shares	10% Voting Dilution	161,553,382 Shares	161,553,382 Shares	161,553,382 Shares
	Funds raised	AUD \$5,654,368.37	AUD \$11,308,736.74	AUD \$22,617,473.48
100% increase in current Variable A* 2,154,045,104 Shares	10% Voting Dilution	215,404,510 Shares	215,404,510 Shares	215,404,510 Shares
	Funds raised	AUD \$7,539,157.85	AUD \$15,078,315.70	AUD \$30,156,631.40

***Note:** Current Variable A refers to the calculation required by Listing Rule 7.1A.2 which, in the Company's case, equates to the current issued Share capital of the Company.

- 84 The table above has been prepared on the following assumptions:
- (a) the Company issues the maximum number of Shares available under the Additional Placement Capacity;
 - (b) no convertible securities convert into Shares before the date of the issue of the Shares available under the Additional Placement Capacity;
 - (c) the 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue (which is why the voting dilution is shown in each example as 10%);
 - (d) the table does not show an example of dilution that may be caused to a particular Shareholder by reason of a Share issue under the Additional Placement Capacity, based on that Shareholder's holding at the date of the Annual General Meeting;
 - (e) the table shows only the effect of issues of Equity Securities under the Additional Placement Capacity, not under the Company's 15% placement capacity under Listing Rule 7.1;
 - (f) the issue of Equity Securities under the Additional Placement Capacity consists only of ordinary Shares in the Company; and
 - (g) the issue price is AUD \$0.07 per Share, being the closing price of Shares on ASX on 12 April 2019.

85 As at the date of this Notice of Meeting, the Company has 1,077,022,552 Shares on issue. Subject to Shareholders approving Resolution 9, Resolution 10, and the Additional Placement Capacity (the subject of this Resolution 11), the Company will have capacity to issue the following Equity Securities as at the date of the Annual General Meeting:

- (a) 161,553,382 Shares under Listing Rule 7.1; and
- (b) 107,702,255 Shares under the Additional Placement Capacity.

Special resolution

86 This Resolution 11 must be passed as a special resolution. A special resolution requires approval of at least 75% of the votes cast by Shareholders entitled to vote on the Resolution.

Directors' recommendation

87 The Directors unanimously recommend you vote **FOR** this Resolution 11 to provide maximum financial flexibility to the Company.

Definitions

Capitalised terms used in the Notice of Meeting and Explanatory Memorandum have the following meanings:

Additional Placement Capacity	has the meaning given to that term in paragraph 76 of the Explanatory Memorandum.
AEST	means Australian Eastern Standard Time.
Annual Cash Bonus	has the meaning given to that term in paragraph 38 of the Explanatory Memorandum.
Annual General Meeting	means the 2019 annual general meeting of the Company to be held at 9:00am (AEST) on Wednesday, 29 May 2019 at the offices of McCullough Robertson Lawyers, Level 11, 66 Eagle Street, Brisbane, Queensland, 4000.
Annual Report	means the annual report for the Company for the year ended 31 December 2018.
April 2019 Employee Performance Rights	has the meaning given to that term in paragraph 69 of the Explanatory Memorandum.
Associate	has the meaning given to that term in sections 10 to 17 of the Corporations Act.
ASX	means ASX Limited ACN 008 624 691 and the financial market that it operates (as the context requires).
AUD	means the lawful currency of Australia.
Base Annual Salary	has the meaning given to that term in paragraph 38 of the Explanatory Memorandum.
Board	means the board of Directors of the Company.
Company or Freedom	means Freedom Oil and Gas Ltd ACN 128 429 158.
Constitution	means the constitution of the Company.
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
Closely Related Party	has the meaning given to that term in section 9 of the Corporations Act.
Director	means a director of the Company.
Equity Securities	has the meaning given to that term in the Listing Rules.
Executive Agreement	has the meaning given to that term in paragraph 38 of the Explanatory Memorandum.
Explanatory Memorandum	means the explanatory statement accompanying the resolutions contained in this Notice of Meeting.
February 2019 Employee Performance Rights	has the meaning given to that term in paragraph 63 of the Explanatory Memorandum.
Key Management Personnel or KMP	means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).

Listing Rules	means the official listing rules of ASX as amended from time to time.
Notice of Meeting	means this notice of meeting and includes the Explanatory Memorandum.
Performance Rights	means performance rights in Freedom, each of which converts to one fully paid ordinary Share on vesting.
Related Party	has the meaning given to that term in section 9 of the Corporations Act.
Remuneration Report	means the remuneration report included in the Annual Report.
Resolution	means a resolution in this Notice of Meeting.
Shareholder	means a person who is a registered holder of Shares.
Shares	means fully paid ordinary shares in the capital of the Company.
Termination Benefit	has the meaning given to that term in paragraph 39 of the Explanatory Memorandum.
USD	means the lawful currency of the United States of America.
Vesting Date	has the meaning given to that term in paragraphs 64 and 70 of the Explanatory Memorandum.
VWAP	means volume weighted average price.

Schedule 1

Details of Equity Securities issued in previous 12 months

For the purposes of Listing Rule 7.3A.6(b), the tables below set out specific details for each issue of Equity Securities that has taken place in the 12 month period preceding the date of the Annual General Meeting.

Date of issue	10 August 2018
Number issued	136,553,382
Class and type of Equity Security	Fully paid ordinary Shares in Freedom
Summary of terms	Issued on the same terms as, and ranked <i>pari passu</i> with, existing fully paid ordinary Shares on issue in Freedom at the time of issue
Names of persons who received securities or basis on which those persons were determined	Sophisticated and institutional investors under a placement announced to ASX on 6 August 2018
Price at which Equity Securities were issued	AUD \$0.15 per fully paid ordinary Share in Freedom
Discount to market price (if any)	Yes – issued at a discount of ~26.8% to the closing price of Freedom’s fully paid ordinary Shares on 1 August 2018, being the last trading day prior to completion of the placement
Total cash consideration received	AUD \$20,483,007.30
Amount of cash consideration spent	AUD \$20,483,007.30
Use of cash consideration	Continuation of Freedom’s Eagle Ford drilling program, and funding placement costs
Intended use for remaining amount of cash (if any)	N/A – no amount of cash remaining

Date of issue	25 September 2018
Number issued	30,113,285
Class and type of Equity Security	Fully paid ordinary Shares in Freedom
Summary of terms	Issued on the same terms as, and ranked <i>pari passu</i> with, existing fully paid ordinary Shares on issue in Freedom at the time of issue
Names of persons who received securities or basis on which those persons were determined	Sophisticated and institutional investors under a placement announced to ASX on 6 August 2018
Price at which Equity Securities were issued	AUD \$0.15 per fully paid ordinary Share in Freedom

Discount to market price (if any)	Yes – issued at a discount of ~26.8% to the closing price of Freedom’s fully paid ordinary Shares on 1 August 2018, being the last trading day prior to completion of the placement
Total cash consideration received	AUD \$4,516,992.75
Amount of cash consideration spent	AUD \$4,516,992.75
Use of cash consideration	Continuation of Freedom’s Eagle Ford drilling program, and funding placement costs
Intended use for remaining amount of cash (if any)	N/A – no amount of cash remaining

Date of issue	28 February 2019
Number issued	1,914,182
Class and type of Equity Security	Unquoted Performance Rights
Summary of terms	Shares issued upon exercise of the Performance Rights will be fully paid, and will rank <i>pari passu</i> with existing fully paid ordinary Shares currently on issue in Freedom at the time of issue
Names of persons who received securities or basis on which those persons were determined	Existing employees of Freedom as consideration for performance
Price at which Equity Securities were issued	Nil
Discount to market price (if any)	N/A – issued for nil consideration
Total cash consideration received	N/A – issued for nil consideration
Amount of cash consideration spent	N/A – issued for nil consideration
Use of cash consideration	N/A – issued for nil consideration
Intended use for remaining amount of cash (if any)	N/A – issued for nil consideration

Date of issue	11 April 2019
Number issued	232,143
Class and type of Equity Security	Unquoted Performance Rights
Summary of terms	Shares issued upon exercise of the Performance Rights will be fully paid, and will rank <i>pari passu</i> with existing fully paid ordinary Shares currently on issue in Freedom at the time of issue
Names of persons who received securities or basis on which those persons were determined	Existing employee of Freedom as a sign-on incentive


Price at which Equity Securities were issued	Nil
Discount to market price (if any)	N/A – issued for nil consideration
Total cash consideration received	N/A – issued for nil consideration
Amount of cash consideration spent	N/A – issued for nil consideration
Use of cash consideration	N/A – issued for nil consideration
Intended use for remaining amount of cash (if any)	N/A – issued for nil consideration


LODGE YOUR VOTE

 **ONLINE**
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 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
Telephone: +61 1300 554 474

LODGE MENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **9:00am (AEST) on Monday, 27 May 2019**, being not later than 48 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 using the reply paid envelope or:

 **ONLINE**
www.linkmarketservices.com.au

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

HOW TO COMPLETE THIS SHAREHOLDER 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.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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. 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 and return them both together.

To appoint a second proxy you must:

- 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; and
- return both forms together.

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 lodge 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" must 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 or online at www.linkmarketservices.com.au.

**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.**

NAME SURNAME
 ADDRESS LINE 1
 ADDRESS LINE 2
 ADDRESS LINE 3
 ADDRESS LINE 4
 ADDRESS LINE 5
 ADDRESS LINE 6



X99999999999

PROXY FORM

I/We being a member(s) of Freedom Oil and Gas Ltd and entitled to attend and vote hereby appoint:

APPOINT A PROXY

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 of the person or body corporate you are appointing as your proxy

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **9:00am (AEST) on Wednesday, 29 May 2019 at McCullough Robertson Lawyers, Level 11, Central Plaza Two, 66 Eagle Street, Brisbane, Queensland 4000 (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolutions 1, 6, 7 & 8: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 6, 7 & 8, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

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

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an .

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Directors' remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Ratification of previous issue of Performance Rights to existing employees of Freedom	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Mr Winston Miles Talbert	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 Ratification of previous issue of Performance Rights to new employee of Freedom	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Mr David Andrew Casey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 Approval of Additional Placement Capacity under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Election of Mr Heath Allen Sumrow	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5 Re-election of Mr Lee Anthony Clarke	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6 Approval of grant of Performance Rights to Mr James Russell Porter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7 Approval of Potential Termination Benefit for Mr James Russell Porter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8 Approval of increase to non-executive Director fee pool	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



* 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 2

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

STEP 3

This form should be signed by the shareholder. If a joint holding, either shareholder may 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).

FDM PRX1901D

