



## **Notice of Annual General Meeting and Explanatory Statement**

*The Annual General Meeting of*

### ***AMERICAN PATRIOT OIL & GAS LIMITED***

*ACN 154 049 144*

*Will be held at  
10.00am (AEDST) on Thursday, 26 November 2015*

*At*

*Level 1, 23 Oxford Street,  
Oakleigh, Victoria, 3166*

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay

# AMERICAN PATRIOT OIL & GAS LIMITED

ACN 105 597 279

Registered office: Level 1, 23 Oxford Street, Oakleigh, Victoria, 3166

## NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Members of American Patriot Oil & Gas Limited (the "Company") will be held at Level 1, 23 Oxford Street, Oakleigh, Victoria, 3166 at 10.00 am (AEDST) on Thursday, 26 November 2015.

## AGENDA

The Explanatory Statement and proxy form which accompany and form part of this Notice, describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the proxy form in their entirety.

### ORDINARY BUSINESS

#### Receipt and consideration of Accounts & Reports

To receive and consider the financial report of the Company and the related reports of the Directors (including the Remuneration Report) and auditors for the year ended 30 June 2015.

*Note: Except for as set out in Resolution 1, there is no requirement for shareholders to approve these reports. Accordingly no resolution will be put to shareholders on this item of business.*

#### Resolution 1: Adoption of Remuneration Report

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

*"That for the purpose of section 250R(2) of the Corporations Act 2001 and for all other purposes, the Remuneration Report (included in the Directors' report) for the financial year ended 30 June 2015 be adopted."*

#### Resolution 2: Re-election of Mr Dimitrios Angelopoulos as a Director of the Company

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

*"That Mr Dimitrios Angelopoulos, being a director who retires pursuant to the Constitution of the Company and being eligible for re-election offers himself for re-election, is hereby re-elected as a Director of the Company."*

### SPECIAL BUSINESS

#### Resolution 3: Approval for the issue of SPP Attaching Options

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

*"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 21,632,443 SPP Attaching Options to Eligible Shareholders who are issued Shares under the Share Purchase Plan on the terms and condition set out in the Explanatory Memorandum."*

#### Resolution 4: Approval for the issue of SPP Attaching Options to related parties who participate in the SPP

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

*"That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 267,860 SPP Attaching Options to Eligible Shareholders who are related parties and are issued Shares under the Share Purchase Plan on the terms and conditions set out in the Explanatory Memorandum"*

**Resolution 5: Approval for the issue of SPP Shares and SPP Attaching Options as part of SPP Shortfall Offer**

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

*“That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 43,264,887 Shares and up to 21,632,443 SPP Attaching Options as part of the SPP Shortfall Offer on the terms and conditions in the Explanatory Memorandum”*

**Resolution 6: Approval for related parties’ participation in the SPP Shortfall**

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

*“That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 43,264,887 Shares and up to 21,632,443 SPP Attaching Options to related parties as part of the SPP Shortfall Offer on the terms and conditions set out in the Explanatory Memorandum”*

**Resolution 7: Approval of 10% Placement Facility**

To consider and, if thought fit, pass the following resolution as a special resolution:

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

By the order of the Board



Frank Pirera  
**Company Secretary**

Dated: 22 October 2015

**Notes**

1. **Entire Notice:** The details of the resolution contained in the Explanatory Notes accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Voting:** The Company has determined that for the purposes of the Annual General Meeting, shares will be taken to be held by the persons who are registered as holding the shares 48 hours before the date of the Annual General Meeting will be taken, for the purposes of the Meeting, to be held by the persons who held them at that time. Only those persons will be entitled to vote at the Annual General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.
3. **Voting Exclusion Statement:**

**Resolution 1**

The Company will disregard any votes cast on this resolution (in any capacity) by or on behalf of a member of the Key Management Personnel (being those persons described as such in the Remuneration Report) or a closely related party of such a member unless the vote cast as proxy for a person entitled to vote in accordance with a direction on the proxy form.

Any undirected proxies held by Directors or other Key Management Personnel or their closely related parties for the purposes of Resolution 1 (excluding the Chairman) will not be voted on Resolution 1. Accordingly, if you intend to appoint a member of Key Management Personnel as your proxy, please ensure that you direct them how to vote. The Chairman will vote undirected proxies in favour of Resolution 1.

**Resolution 3**

The Company has been granted a waiver by ASX from Listing Rule 7.3.8 to the extent necessary to permit Resolution 3 not to include a voting exclusion statement that excludes the votes of any person who may participate in the Share Purchase Plan, on the condition that the Share Purchase Plan is not underwritten, or if it is underwritten, the Company excludes any votes cast on that resolution by

any proposed underwriter or sub-underwriter of the Share Purchase Plan. The Company notes that the Share Purchase Plan is not underwritten.

#### **Resolution 4**

The Company will disregard any votes cast on Resolution 4 by a person who is to receive securities in relation to the Company, any person who might obtain a benefit except a benefit solely in the capacity of a holder of ordinary shares, and any of their respective associates, if the Resolution is passed.

However the Company need not disregard a vote if:

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

#### **Resolution 5**

The Company will disregard any votes cast on Resolution 5 by any person who may participate in the proposed issue or any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, and any associate of such person.

However the Company need not disregard a vote if:

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

#### **Resolution 6**

The Company will disregard any votes cast on Resolution 6 by a person who is to receive securities in relation to the Company, any person who might obtain a benefit except a benefit solely in the capacity of a holder of ordinary shares, and any of their respective associates, if the Resolution is passed.

However the Company need not disregard a vote if:

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

#### **Resolution 7**

The Company will disregard any votes cast on Resolution 7 by any person who may participate in the proposed issue or any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, and any associate of such person.

However the Company need not disregard a vote if:

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

## EXPLANATORY MEMORANDUM

### 1. RECEIPT AND CONSIDERATION OF ACCOUNTS & REPORTS

The Corporations Act requires the Company's Annual Report for the financial year ending 30 June 2015 (which incorporates the Company's financial report, reports of the Directors (including the Remuneration Report) and the auditors) to be laid before the Annual General Meeting. You may obtain a copy free of charge in hard copy form by contacting the Company by phone at (03) 9945 8739, and you may request that this occurs on a standing basis for future years. Alternatively you may access the annual report at the Company's website: [www.ap-oil.com](http://www.ap-oil.com) or via the Company's announcement platform on ASX. Except for as set out in Resolution 1, no resolution is required on these reports.

#### **Resolution 1: Adoption of Remuneration Report**

Section 250R(3) of the Corporations Act requires that a resolution to adopt the remuneration report must be put to the vote at the Annual General Meeting. The vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out in the Directors' Report in the Company's 2015 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

In accordance with Section 250SA of the Corporations Act 2001, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the remuneration report at the Annual General Meeting.

The Corporations Act requires the Company to put a resolution to Shareholders that the In accordance with Division 9 of Part 2G.2 of the Corporations Act, if twenty five (25%) per cent or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings 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 Managing Director) must go up for re-election.

It is noted that at the Company's last Annual General Meeting, the votes cast against the remuneration report represented less than twenty five (25%) per cent of the total votes cast and accordingly, a spill resolution will not under any circumstances be required for the Annual General Meeting.

The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

#### ***Directors Recommendation***

The Directors encourages all eligible Shareholders to cast their votes in favour of Resolution 1 (Remuneration Report).

## 2. RE-ELECTION OF DIRECTOR

### Resolution 2: Re-election of Dimitrios Angelopoulos as a Director of the Company

The Constitution of the Company requires that at every annual general meeting, one-third or the next highest number nearest one-third of the Directors, shall retire from office and provides that such Directors are eligible for re-election at the meeting. Mr Dimitrios Angelopoulos retires by rotation and, being eligible, offers himself for re-election.

Mr Angelopoulos is a Monash University Engineering Graduate who has had an extensive career as a director of successful businesses. Mr Angelopoulos is the founding director of American Patriot Oil & Gas Pty Ltd. He has overseen its acquisition of substantial acreage position across three states in the USA and the execution of two joint ventures agreements. Mr Angelopoulos is also an experienced Energy Company Investor and a Director of a Joint Venture gas & oil enterprise in Kentucky USA. He is also currently the Managing Director of one of the most successful distribution companies within its industry in Australia and continues to oversee a successful property development business.

#### *Directors Recommendations*

The Board (with Mr Angelopoulos abstaining), recommends that shareholders vote in favour of the re-election of Mr Angelopoulos. The Chairman of the meeting intends to vote undirected proxies in favour of Mr Angelopoulos' re-election.

## 3. SHARE PURCHASE PLAN

### Summary of the SPP

On 20 October 2015, the Company announced that it intends to undertake a share purchase plan whereby Eligible Shareholders would have the opportunity to participate to acquire up to \$15,000 worth of Shares at an issue price of \$0.14 per Share ("**Share Purchase Plan**", "**SPP**").

Under the SPP, Eligible Shareholders who successfully subscribe for Shares will also be offered one free SPP Attaching Option for every two Shares issued to them under the SPP.

The offer of SPP Attaching Options will be made under a transaction specific prospectus to be lodged with ASIC on or about the same date the offer of Shares under the SPP is made.

Under the SPP, the Company will seek to issue up to 43,264,887 Shares to raise up to \$6,057,084 and 21,632,443 free SPP Attaching Options.

The issue of Shares under the SPP does not require Shareholder approval as a result of the application of Exception 15 of Listing Rule 7.2.

There is no exception that will apply to the issue of the SPP Attaching Options, but the Company will be able to accommodate this issue under its capacity under Listing Rule 7.1. However, the Company would like to maintain flexibility during the next 12 months to enable the Company to supplement its working capital requirements and undertake further capital transactions, should the Directors determine this to be in the best interests of the Company.

Accordingly, Resolution 3 seeks Shareholder approval for the issue of up to 21,632,443 SPP Attaching Options under Listing Rule 7.1. If Resolution 3 is approved, the SPP Attaching Options will not be counted towards the 15% 12 month limit on the issue of Equity Securities permitted by Listing Rule 7.1.

If Resolution 3 is not passed by Shareholders, the Company will issue the SPP Attaching Options within its capacity under Listing Rule 7.1 and those SPP Attaching Options will be counted towards the 15% limit on the issue of Equity Securities permitted by Listing Rule 7.1 for the next 12 months.

### SPP Timetable

<i>Record Date</i>	19 October 2015	Date for determining Eligible Shareholders
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<i>Announcement Date</i>	20 October 2015	Share Purchase Plan is announced to the market
<i>Mailing Date</i>	23 October 2015	Share Purchase Plan and Attaching Option documentation mailed to Shareholders
<i>Opening Date</i>	26 October 2015	Offer under Share Purchase Plan opens
<i>Closing Date</i>	14 December 2015	Share Purchase Plan closes at 5.00pm (AEST) on this date
<i>SPP results announced</i>	17 December 2015	Take up under the SPP announced
<i>Issue Date</i>	21 December 2015	Allotment and issue of Shares to be issued under Share Purchase Plan and SPP Attaching Options
<i>Trading Date</i>	21 December 2015	Date on which the Shares issued under the Share Purchase Plan and SPP Attaching Options are expected to begin trading

Note: The above dates are indicative only and the Company retains the right to vary these dates without advance notice.

## **Listing Rules Chapter 7**

Listing Rule 7.1 provides that, subject to certain exceptions, prior approval of the shareholders of a listed company is required for an issue of Equity Securities if the securities will, when aggregated with the securities issued by the company during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12 month period.

One circumstance where an issue is not taken into account in the calculation of the 15% threshold is where the issue has the prior approval of shareholders in a general meeting.

The issue of SPP Attaching Options to Eligible Shareholders who are issued Shares under the SPP falls does not fall within any exception to Listing Rule 7.1, and as such, would reduce the Company's capacity to issue further Equity Securities without first obtaining Shareholder approval. For this reason, approval is sought by Resolution 3 for the purposes of Listing Rule 7.1 for the proposed issue of the SPP Attaching Options to Eligible Shareholders who are issued Shares under the SPP.

Under the SPP, any Shares not subscribed for by Eligible Shareholders together with one free SPP Attaching Option for every two of those Shares will comprise the SPP Shortfall and may be offered to investors to whom disclosure is not required to be made under section 708 of the Corporations Act (for example, sophisticated, professional and institutional investors) as a separate placement at the discretion of the Directors ("**SPP Shortfall Offer**"). Subscribers under the SPP Shortfall Offer will be offered Shares at the same issue price as the SPP, together with one free SPP Attaching Option for every two Shares successfully subscribed for.

Resolution 5 seeks Shareholder approval, for the purposes of Listing Rule 7.1, to issue the maximum number of Shares and SPP Attaching Options as part of the SPP Shortfall Offer. Given that issue of Shares and SPP Attaching Options under the SPP has not yet occurred, the Company seeks approval to issue the maximum

number of Shares and SPP Attaching Options that may comprise the SPP Shortfall, being up to 43,264,887 Shares and up to 21,632,443 SPP Attaching Options.

## **Listing Rules Chapter 10**

Listing Rule 10.11 requires a listed company to obtain shareholder approval by ordinary resolution prior to the issue of Equity Securities to a related party except if an exception to Listing Rule 10.11 is applicable.

The issue of Shares under the SPP to related parties of the Company (who are also Eligible Shareholders) falls within Exception 8 of Listing Rule 10.12. However, the issue of SPP Attaching Options to related parties (who are also Eligible Shareholders) under the SPP does not fall within any exception to Listing Rule 10.11. Therefore, unless Shareholder approval is obtained for the purposes of Listing Rule 10.11, no related party of the Company will be able to be issued SPP Attaching Options in respect of Shares issued to them under the SPP. Accordingly, Shareholder approval is sought by Resolution 4 for the purposes of Listing Rule 10.11 for the proposed issue of the SPP Attaching Options to related parties (who are also Eligible Shareholders) who are issued Shares under the SPP.

Certain related parties of the Company may also wish to participate in the SPP Shortfall Offer. The issue of Shares and SPP Attaching Options to related parties as part of the SPP Shortfall Offer does not fall within any exception Listing Rule 10.11. Accordingly, Shareholder approval is sought by Resolution 6 for the purposes of Listing Rule 10.11 for the proposed issue of Shares and SPP Attaching Options to related parties under the SPP Shortfall Offer. Given that issue of Shares and SPP Attaching Options under the SPP has not yet occurred, the Company seeks approval to issue the number of Shares and SPP Attaching Options to related parties as comprises the maximum number of Shares and SPP Attaching Options that may comprise the SPP Shortfall, being up to 43,264,887 Shares and up to 21,632,443 SPP Attaching Options.

Listing Rule 7.1 approval is not required for the issue of the Shares and SPP Attaching Options to the related parties as approval is being obtained under Listing Rule 10.11 by Resolution 4 and Resolution 6. Accordingly, and pursuant to Exception 14 to Listing Rule 7.1, the issue of SPP Attaching Options to related parties who are issued Shares under the SPP and the issue of Shares and SPP Attaching Options to related parties under the SPP Shortfall Offer will not reduce the Company's available placement capacity under Listing Rule 7.1 if shareholder approval is obtained for Resolution 4 and Resolution 6 (as applicable).

### **Resolution 3: Approval for the issue of SPP Attaching Options**

As stated above, Shareholder approval is sought for the issue of SPP Attaching Options to Eligible Shareholders who are issued Shares under the Share Purchase Plan.

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

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the approval of the proposed issue of the SPP Attaching Options the subject of Resolution 3:

- (a) The maximum number of SPP Attaching Options to be issued pursuant to Resolution 3 is 21,632,443 SPP Attaching Options.
- (b) The SPP Attaching Options are exercisable for \$0.25 on or before 20 October 2015 and otherwise on the terms and conditions set out in the Schedule. The Company will apply for quotation of the SPP Attaching Options on ASX.
- (c) The SPP Attaching Options will be issued for nil cash consideration as they will be issued as free attaching options to Eligible Shareholders who are issued Shares under the SPP.
- (d) The SPP Attaching Options will be issued to Eligible Shareholders who are issued Shares under the SPP.
- (e) The SPP Attaching Options are expected to be issued on 21 December 2015, and in any event, no later than 3 months after the date of the Meeting (or such other later date as permitted by any ASX waiver or modification of the Listing Rules).
- (f) As the SPP Attaching Options will be issued for nil consideration, no funds will be raised from the issue of those options. It is intended that any funds raised from the exercise of the SPP Attaching Options



will be used to acquire more acreage across the Company's existing projects, to acquire more projects and for general working capital purposes.

- (g) A voting exclusion statement is included in the Notice. As stated in the voting exclusion statement, the Company has been granted a waiver by ASX from Listing Rule 7.3.8 with the effect that Shareholders who may participate in the SPP are not excluded from voting on Resolution 3.

### **Directors Recommendations**

The Directors of the Company believe that Resolution 3 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

### **Resolution 4: Approval for the issue of SPP Attaching Options to related parties who participate in the SPP**

As stated above, Shareholder approval is sought by Resolution 4 for the purposes of Listing Rule 10.11 for the proposed issue of SPP Attaching Options to related parties (who are also Eligible Shareholders) who are issued Shares under the SPP.

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

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the approval of the proposed issue of the SPP Attaching Options the subject of Resolution 4:

- (a) The SPP Attaching Options will be issued to related parties of the Company who are also Eligible Shareholders, being:
- (i) Mr David Shaw
  - (ii) Mr Alexis Clark
  - (iii) Phoenix JDK Pty Ltd, an entity associated with Mr Dimitrios Angelopoulos
  - (iv) Noctono Investments Pty Ltd, an entity associated with Mr Frank Pirera
  - (v) Kleanthe Investments Pty Ltd, an entity associated with Mr Kleanthe Hatziladas.
- (b) The maximum number of SPP Attaching Options to be issued to related parties of the Company set out above is as set out below:

<b>Related Party</b>	<b>Maximum number of SPP Attaching Options</b>
Mr David Shaw	53,572
Mr Alexis Clark	53,572
Phoenix JDK Pty Ltd	53,572
Noctono Investments Pty Ltd	53,572
Kleanthe Investments Pty Ltd	53,572
<b>Total</b>	<b>267,860</b>

- (c) The SPP Attaching Options will be issued on the SPP Issue Date, and in any event, no later than one month after the date of the Meeting (or such other later date as permitted by any ASX waiver or modification of the Listing Rules).
- (d) The SPP Attaching Options will be issued for nil cash consideration and are exercisable for \$0.25 on or before 20 October 2018 and otherwise on the terms and conditions set out in Schedule.
- (e) No funds will be raised from the issue of the SPP Attaching Options the subject of Resolution 4 and it is intended that any funds raised from the exercise of those options will be used to acquire more acreage across the Company's existing projects, to acquire more projects and for general working capital purposes.
- (f) Each of the related parties for which approval is being obtained are either Directors of the Company or entities associated with Directors of the Company, other than Kleanthe Investments Pty Ltd. Kleanthe Investments Pty Ltd is an entity associated with Mr Kleanthe Hatzilads. As at the date of the Company's initial admission to ASX, the Directors considered that Mr Kleanthe Hatziladas was a promoter of the Company. Mr Hatziladas is also the founder of American Patriot Oil & Gas LLC, was previously a director of American Patriot Oil & Gas Inc and is a substantial shareholder of the Company.

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

### ***Directors Recommendations***

The Directors of the Company do not make any recommendation in relation to Resolution 4 as they have an interest in the outcome of that Resolution.

### **Resolution 5: Approval for the issue of SPP Shares and SPP Attaching Options as part of SPP Shortfall Offer**

As stated above, any Shares not subscribed for by Eligible Shareholders together with one free SPP Attaching Option for every two of those Shares will comprise the SPP Shortfall and may be offered to investors to whom disclosure is not required to be made under section 708 of the Corporations Act (for example, sophisticated, professional and institutional investors) as a separate placement at the discretion of the Directors.

Given that the issue of Shares and SPP Attaching Options under the SPP has not yet occurred, the Company seeks approval to issue the maximum number of Shares and SPP Attaching Options that may comprise the SPP Shortfall, being up to 43,264,887 Shares and up to 21,632,443 SPP Attaching Options.

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

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the approval of the proposed issue of Shares and SPP Attaching Options the subject of Resolution 5:

- (a) The maximum number of Shares to be issued pursuant to Resolution 5 is 43,264,887 Shares.
- (b) The maximum number of SPP Attaching Options to be issued pursuant to Resolution 5 is 21,632,443 SPP Attaching Options.
- (c) The Shares are all fully paid ordinary shares in the capital of the Company to be issued on the same terms and conditions as the Company's existing Shares.
- (d) The SPP Attaching Options are exercisable for \$0.25 on or before 20 October 2018 and otherwise on the terms and conditions set out in the Schedule. The Company will apply for quotation of the SPP Attaching Options on ASX.
- (e) The Shares will be issued for an issue price of \$0.14 per Share.
- (f) The SPP Attaching Options will be issued for nil cash consideration as they will be issued as free attaching options to investors who are issued Shares under the SPP Shortfall Offer.
- (g) The Shares and SPP Attaching Options the subject of Resolution 5 will be issued to investors to whom disclosure is not required to be made under section 708 of the Corporations Act who subscribe for those securities under the SPP Shortfall Offer. No person will be permitted to participate in the SPP Shortfall if by doing so it will result in that person acquiring a voting power in the Company of greater than 20%.
- (h) The Shares and SPP Attaching Options the subject of Resolution 5 are expected to be issued by 26 December 2015, and in any event, no later than 3 months after the date of the Meeting (or such other later date as permitted by any ASX waiver or modification of the Listing Rules).
- (i) The funds raised from the issue of Shares and the exercise of any SPP Attaching Options will be used to acquire more acreage across the Company's existing projects, to acquire more projects and for general working capital purposes.
- (j) A voting exclusion statement is included in the Notice.

### ***Directors Recommendations***

The Directors of the Company believe that Resolution 5 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

## **Resolution 6: Approval for related parties' participation in the SPP Shortfall**

As stated above, certain related parties of the Company may wish to participate in the placement of the SPP Shortfall. As such, shareholder approval is sought by Resolution 6 for the purposes of Listing Rule 10.11 for the proposed issue of the Shares and SPP Attaching Options to related parties under the SPP Shortfall Offer.

Given that the issue of Shares and SPP Attaching Options under the SPP has not yet occurred, the Company seeks approval to issue the number of Shares and SPP Attaching Options to related parties as may comprise the maximum SPP Shortfall, being up to 43,264,887 Shares and up to 21,632,443 SPP Attaching Options.

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

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the approval of the proposed issue of the Shares and SPP Attaching Options the subject of Resolution 6:

- (a) The Shares and SPP Attaching Options will be issued to the following related parties of the Company who wish to participate in the SPP Shortfall Offer:
- (i) Mr David Shaw
  - (ii) Mr Alexis Clark
  - (iii) Phoenix JDK Pty Ltd, an entity associated with Mr Dimitrios Angelopoulos
  - (iv) Noctono Investments Pty Ltd, an entity associated with Mr Frank Pirera
  - (v) Kleanthe Investments Pty Ltd, an entity associated with Mr Kleanthe Hatziladas
- No related party will be permitted to participate in the SPP Shortfall if by doing so it will result in that person acquiring a voting power in the Company of greater than 20%.
- (b) The maximum number of Shares and SPP Attaching Options to be issued to related parties of the Company set out above is (in aggregate) up to 43,264,887 Shares and up to 21,632,443 SPP Attaching Options. By way of example (and for illustrative purposes only):
- (i) if no Shares available under the SPP were taken up by Eligible Shareholders, the maximum number of Shares and SPP Attaching Options that could be issued to the related parties set out above as part of the SPP Shortfall is (in aggregate) 43,264,887 Shares and 21,632,443 SPP Attaching Options;
  - (ii) if 50% of Shares available under the SPP were taken up by Eligible Shareholders, the maximum number of Shares and SPP Attaching Options that could be issued to the related parties set out above as part of the SPP Shortfall is (in aggregate) 21,632,443 Shares and 10,816,221 SPP Attaching Options; or
  - (iii) if 75% of Shares available under the SPP were taken up by Eligible Shareholders, the maximum number of Shares and SPP Attaching Options that could be issued to the related parties set out above as part of the SPP Shortfall is (in aggregate) 10,816,221 Shares and 5,408,110 SPP Attaching Options.
- (c) The Shares and SPP Attaching Options will be issued no later than one month after the date of the Meeting (or such other later date as permitted by any ASX waiver or modification of the Listing Rules).
- (d) The Shares are all fully paid ordinary shares in the capital of the Company to be issued on the same terms and conditions as the Company's existing Shares.
- (e) The SPP Attaching Options are exercisable for \$0.25 on or before 20 October 2018 and otherwise on the terms and conditions set out in the Schedule. The Company will apply for quotation of the SPP Attaching Options on ASX.
- (f) The Shares will be issued for an issue price of \$0.14 per Share.
- (g) The SPP Attaching Options will be issued for nil cash consideration as they will be issued as free attaching options to related parties of the Company who are issued Shares under the SPP Shortfall Offer.

- (h) The funds raised from the issue of Shares and the exercise of any SPP Attaching Options will be used to acquire more acreage across the Company's existing projects, to acquire more projects and for general working capital purposes.
- (i) Each of the related parties for which approval is being obtained are either Directors of the Company or entities associated with Directors of the Company, other than Kleanthe Investments Pty Ltd. Kleanthe Investments Pty Ltd is an entity associated with Mr Kleanthe Hatzilads. As at the date of the Company's initial admission to ASX, the Directors considered that Mr Kleanthe Hatziladas was a promoter of the Company. Mr Hatziladas is also the founder of American Patriot Oil & Gas LLC, was previously a director of American Patriot Oil & Gas Inc and is a substantial shareholder of the Company.
- (j) A voting exclusion statement is included in the Notice.

### ***Directors Recommendations***

The Directors of the Company do not make any recommendation in relation to Resolution 6 as they have an interest in the outcome of that Resolution.

## **4. ADDITIONAL 10% PLACEMENT FACILITY**

### **Resolution 7: Approval of 10% Placement Facility**

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

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

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (see below).

The Company continues actively seeking to increase work on its current exploration assets and reviewing new potential projects and investments. Should the Company utilise the 10% Placement Facility, it intends to use the funds to acquire new resource assets or investments, to conduct further work on its current projects or to meet additional working capital requirements.

### ***Directors Recommendations***

The Directors of the Company believe that Resolution 7 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

### ***Voting Exclusions***

The Company will disregard any votes cast on Resolution 7 by any person who may participate in the proposed issue or any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, and any associate of such person.

### **Description of Listing Rule 7.1A**

#### ***(a) Shareholder approval***

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting. This means it requires approval of 75% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

#### ***(b) Equity Securities***

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue two classes of Equity Securities, Shares and listed Options.

(c) *Formula for calculating 10% Placement Facility*

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

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

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

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

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

**D** is 10%

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

(d) *Listing Rule 7.1 and Listing Rule 7.1A*

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

At the date of this Notice, the Company has on issue 144,216,290 Shares and therefore has a capacity to issue:

- (i) 21,632,444 Equity Securities under Listing Rule 7.1; and
- (ii) subject to Shareholder approval being obtained under Resolution 7, 14,421,629 Equity Securities under Listing Rule 7.1A.

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

Up to 43,264,887 Shares may be issued under the Share Purchase Plan and the SPP Shortfall Offer and, if fully subscribed, the total number of Shares on issue will increase to approximately 187,481,177 (meaning the capacity under Listing Rule 7.1 will increase to approximately 28,122,176 Equity Securities and the capacity under Listing Rule 7.1A will increase to approximately 18,748,112 Equity Securities).

(e) *Minimum Issue Price*

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 trading days immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) *10% Placement Period*

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

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

**(10% Placement Period).**

**Listing Rule 7.1A**

The effect of Resolution 7 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 7 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

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

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

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 trading days immediately before:
  - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
  - (ii) if the Equity Securities are not issued within 5 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 7 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of Listed Options, only if the Listed Options are exercised). Shareholders may be exposed to economic risk and voting dilution, including the following:
  - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
  - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

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

The below table 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 in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

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

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.068 50% decrease in Issue Price	\$0.135 Issue Price	\$0.270 100% increase in Issue Price
<b>Current Variable A</b> 144,216,290 Shares	<b>10% Voting Dilution</b>	14,421,629 Shares	14,421,629 Shares	14,421,629 Shares
	<b>Funds raised</b>	\$973,460	\$1,946,920	\$3,893,840
<b>50% increase in current Variable A</b> 216,324,435 Shares	<b>10% Voting Dilution</b>	21,632,444 Shares	21,632,444 Shares	21,632,444 Shares
	<b>Funds raised</b>	\$1,460,190	\$2,920,380	\$5,840,760
<b>100% increase in current Variable A</b> 288,432,580 Shares	<b>10% Voting Dilution</b>	28,843,258 Shares	28,843,258 Shares	28,843,258 Shares
	<b>Funds raised</b>	\$1,946,920	\$3,893,840	\$7,787,680

The table has been prepared on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
  - No Listed Options (including any Listed Options issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities;
  - The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
  - The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Annual General Meeting.
  - The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
  - The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Listed Options, it is assumed that those Listed Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
  - The issue price is **\$0.135**, being the closing price of the Shares on ASX on **22 October 2015**.
- (c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 7 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities or Listing Rule 11.2 (disposal of main undertaking)).
- (d) The Company may seek to issue the Equity Securities for the following purposes:
- (i) non-cash consideration for the acquisition of the new oil and gas resources assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
  - (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new oil and gas assets or investments (including expense associated with such acquisition), continued exploration and feasibility study expenditure on the Company's current assets and/or general working capital.
- (e) The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

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

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

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

- (f) A voting exclusion statement is included in the Notice. At the date of this Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

#### **Additional Disclosure under Listing Rule 7.3A**

##### **Information under 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 AGM and the percentages those issues represent of the total number of equity securities on issue at the commencement of the 12 month period.

Equity securities on issue 12 months preceding the date of the meeting	249,522,574
Equity securities issued in the prior 12 month period	7,706,681
Percentage previous issues represent of total number of equity securities on issue at commencement of 12 month period	3%

See below details of issues of all equity securities made in the previous 12 months:

<b>Date of issue:</b>	31 December 2014
<b>Number issued:</b>	7,706,681
<b>Type of equity security:</b>	Listed Options
<b>Recipient of securities:</b>	Various shortfall applicants from the Entitlements Issue dates 15 September 2014.
<b>Price:</b>	\$0.003 per share (0.3 cents per share)
<b>Consideration received:</b>	\$23,120
<b>Use of Cash:</b>	Working Capital



## **PROXY AND VOTING INSTRUCTIONS**

1. For the purposes of the Corporations Act, the Company has determined that all securities of the Company recorded on the Company's register as at 10.00am (AEDST) on Tuesday, 24 November 2015 (being the date 2 days before the date of the Annual General Meeting) will be taken, for the purposes of the Annual General Meeting, to be held by the persons who held them at that time.
2. The details of the Resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and forms part of this Notice of Meeting.
3. A shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a shareholder of the Company.
4. If a proxy is not directed how to vote on an item of business, the proxy may vote or abstain from voting on that resolution as they think fit.
5. If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the shareholder's behalf on the poll and the shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
6. Shareholders who return their proxy forms with a direction on how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the meeting as their proxy to vote on their behalf.
7. If a proxy form is returned but the nominated proxy does not attend the meeting, or does not vote on the resolution, the Chairman of the meeting will act in place of the nominated proxy and vote in accordance with any instructions.
8. Proxy appointments in favour of the Chairman of the meeting, the secretary or any Director that do not contain a direction on how to vote will be used where possible to support each of the resolutions proposed in this Notice.
9. Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person excluded from voting as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form, or where it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.
10. A proxy form is attached. If required it should be completed, signed and returned to the Company's registered office or Link Market Services Limited in accordance with the instructions set out in the proxy form by no later than 10.00am (AEDST) on Tuesday, 24 November 2015.

### **By Mail:**

Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235

### **Alternatively you can fax your form to:**

Fax: +61 2 9287 0309

## GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“\$” means Australian Dollars;

“**10% Placement Facility**” has the meaning as defined in the Explanatory Statement for Resolution 7;

“**10% Placement Period Facility**” has the meaning as defined in the Explanatory Statement for Resolution 7;

“**Annual Report**” means the Directors’ Report, the Financial Report, and Auditor’s Report, in respect to the year ended 30 June 2015;

“**ASX**” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“**ASX Settlement Operating Rules**” means the rules of ASX Settlement Pty Ltd which apply while the Company is an issuer of CHES approved securities;

“**Auditor’s Report**” means the auditor’s report on the Financial Report;

“**AEDST**” means Australian Eastern Daylight Standard Time.

“**Board**” means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

“**Chairman**” means the person appointed to chair the Meeting of the Company convened by the Notice;

“**CHES**” has the meaning in Section 2 of the ASX Settlement Operating Rules;

“**Closely Related Party**” means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

“**Company**” means American Patriot Oil & Gas Limited ACN 154 049 144;

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

“**Convertible Security**” means a security of the Company which is convertible into shares;

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Director**” means a Director of the Company;

“**Directors Report**” means the annual directors’ report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**Eligible Shareholder**” means a Shareholder who is eligible to acquire Shares under the SPP being a Shareholder with a registered address in Australia or New Zealand on the record date of the SPP;

“**Equity Security**” has the same meaning as in the Listing Rules;

“**Explanatory Memorandum**” means the explanatory memorandum which forms part of the Notice;

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

“**Key Management Personnel**” means 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) of the Company;

“**Listing Rules**” means the Listing Rules of the ASX;

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means the Notice of Meeting accompanying this Explanatory Statement;

“**Proxy Form**” means the proxy form attached to the Notice;

“**Remuneration Report**” means the remuneration report which forms part of the Directors’ Report of American Patriot Oil and Gas Limited for the financial year ended 30 June 2015 and which is set out in the 2015 Annual Report.

“**Resolution**” means a resolution referred to in the Notice;

“**Schedule**” means schedule to the Notice;

“**Section**” means a section of the Explanatory Memorandum;

“**Share**” means a fully paid ordinary share in the capital of the Company;

“**Shareholder**” means shareholder of the Company;

“**Share Purchase Plan**” or “**SPP**” means the share purchase plan described in Section 3 of the Explanatory Memorandum;

**“SPP Attaching Option”** means an option to acquire a Share exercisable at \$0.25 on or before 20 October 2018 and otherwise on the terms and conditions set out in the Schedule;

**“SPP Issue Date”** means the date on which Shares and SPP Attaching Options are expected to be issued as contemplated by the timetable in Section 3 of the Explanatory Memorandum;

**“SPP Shortfall”** means any Shares available for issue under the SPP that are not subscribed for by Eligible Shareholders and one free SPP Attaching Options attaching to every two of those Shares;

**“SPP Shortfall Offer”** has the meaning given to that term in Section 3 of the Explanatory Memorandum;

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

**“VWAP”** means volume weighted average price.

## SCHEDULE – TERMS OF SPP ATTACHING OPTIONS

The terms of the SPP Attaching Options are as follows:

- (a) Each SPP Attaching Option entitles the holder to subscribe for and be allotted one Share on exercise of the SPP Attaching Option and payment of the exercise price.
- (b) Each SPP Attaching Option is exercisable at \$0.25 on or before 20 October 2018. Any SPP Attaching Option not exercised on or before this date will automatically expire.
- (c) The holder of the SPP Attaching Option may at any time during the exercise period give an exercise notice to the Company requiring the Company to issue Shares on exercise of the SPP Attaching Options, accompanied by payment of the exercise price for each SPP Attaching Option exercised.
- (d) On exercise of SPP Attaching Options, the Company must allot to the holder the number of Shares for which the SPP Attaching Options are exercised within 10 Business Days of receipt of the exercise notice.
- (e) If Shares are quoted on ASX at the time the SPP Attaching Options are exercised, the Company will apply to the ASX for quotation of the Shares issued on exercise of the SPP Attaching Options within 10 Business Days of the allotment of those Shares.
- (f) The SPP Attaching Options do not confer the holder the right to participate in a new issue of securities in the Company unless the SPP Attaching Options are exercised in accordance with these terms. Holders who exercise their SPP Attaching Options before the applicable record date for a new issue will be entitled to participate in the new issue.
- (g) If there is a bonus issue to the holders of Shares, the number of Shares over which each SPP Attaching Option is exercisable will be increased by the number of Shares that the holder would have received under the bonus issue if the SPP Attaching Option had been exercised before the record date for the bonus issue.
- (h) Except as set out in these terms, an SPP Attaching Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the SPP Attaching Option can be exercised.
- (i) In the event of any reorganisation including subdivision, consolidation, reduction, return or cancellation of the issued capital of the Company on or prior to the SPP Attaching Option expiry date, the rights of the holder of the SPP Attaching Options will be changed to the extent necessary to comply with the applicable Listing Rules governing reorganisations in force at the time of the reorganisation.
- (j) Subject to compliance with the ASX Listing Rules, the Company will apply for quotation of the SPP Attaching Options on ASX.
- (k) Shares allotted on exercise of SPP Attaching Options will rank equally in all respects with all other issued Shares from the date of allotment and will be held subject to the Constitution of the Company.


**LODGE YOUR VOTE**

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

 **BY MAIL**  
American Patriot Oil & Gas Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

 **BY FAX**  
+61 2 9287 0309

 **BY HAND**  
Link Market Services Limited  
Level 12, 680 George Street, Sydney NSW 2000

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



**X99999999999**

**PROXY FORM**

I/We being a member(s) of American Patriot Oil & Gas Limited 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

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 **10:00am (AEDT) on Thursday, 26 November 2015 at Level 1, 23 Oxford Street, Oakleigh, Victoria, 3166** (the Meeting) and at any postponement or adjournment of the Meeting.

**Important for Resolution 1:** 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 Resolution 1, even though the Resolution is 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 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Approval for the issue of SPP Shares and SPP Attaching Options as part of SPP Shortfall Offer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Dimitrios Angelopoulos as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Approval for related parties' participation in the SPP Shortfall	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval for the issue of SPP Attaching Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval for the issue of SPP Attaching Options to related parties who participate in the SPP	<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.

**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

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).



## 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 Resolution is 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:

- (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; and
- (b) 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" 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 or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEDT) on Tuesday, 24 November 2015**, 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](http://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 front of the Proxy Form).



#### BY MAIL

American Patriot Oil & Gas Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
Level 12  
680 George Street  
Sydney NSW 2000

\* During business hours (Monday to Friday, 9:00am–5:00pm)

**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.**