

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Metgasco Limited

ACN/ARSN 088 196 383

1. Details of substantial holder (1)

Name Lawndale Group Pty Ltd, Amanda Purcell and their associates in Annexure A

ACN/ARSN (if applicable) 600 817 749

There was a change in the interests of the substantial holder on

22/08/2016

The previous notice was given to the company on

22/08/2016

The previous notice was dated

22/08/2016

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	64,088,959	15.97%	75,375,197	18.79%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
22 August 2016	Lawndale Group Pty Ltd	Acquisition of relevant interests in ordinary shares under sections 608(1)(c) and 608(8) of the Corporations Act pursuant to agreements to acquire ordinary shares in the form annexed to this notice as Annexure B (" Sale Agreement ")	\$7,500.00	100,000	0.02%
23 August 2016	Lawndale Group Pty Ltd	As above.	\$65,567.85	874,238	0.22%
22 August 2016	M&A Advisory Pty Ltd	Acquisition of relevant interests in ordinary shares under sections 608(1)(c) and 608(8) of the Corporations Act pursuant to undocumented verbal agreement	\$396,900.00	6,300,000	1.57%
22 August 2016	M&A Advisory Pty Ltd	Acquisition of relevant interests in ordinary shares under sections 608(1) of the Corporations Act as the beneficial owner of ordinary shares purchased on market	\$249,947.60	4,012,000	1.00%

23 August 2016	Amanda Purcell	Acquisition of relevant interests in ordinary shares under section 608(3)(b) of the Corporations Act as the sole shareholder of Lawndale Group Pty Ltd.	\$73,067.85	974,238	0.24%
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4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Lawndale Group Pty Ltd	Saje Properties Pty Ltd	Lawndale Group Pty Ltd or its nominee on completion under the Sale Agreement	Relevant interests in ordinary shares under sections 608(1)(c) and 608(8) of the Corporations Act pursuant to Sale Agreement.	10,481,397	2.61%
Lawndale Group Pty Ltd	Saje FM Pty Ltd	Lawndale Group Pty Ltd or its nominee on completion under the Sale Agreement	As above	3,247,263	0.81%
Lawndale Group Pty Ltd	Myoora Pty Ltd	Lawndale Group Pty Ltd or its nominee on completion under the Sale Agreement	As above	7,500,000	1.87%
Lawndale Group Pty Ltd	Hush Hush Pty Ltd	Lawndale Group Pty Ltd or its nominee on completion under the Sale Agreement	As above	7,000,000	1.75%
Lawndale Group Pty Ltd	Miniata Technologies Pty Ltd	Lawndale Group Pty Ltd or its nominee on completion under the Sale Agreement	As above	3,200,000	0.80%
Lawndale Group Pty Ltd	Ronald James Goodlad	Lawndale Group Pty Ltd or its nominee on completion under the Sale Agreement	As above	2,000,000	0.50%
Lawndale Group Pty Ltd	NJM Nominees Pty. Limited ATF N&L Morrison Retirement Fund	Lawndale Group Pty Ltd or its nominee on completion under the Sale Agreement	As above	1,502,083	0.37%
Lawndale Group Pty Ltd	NJM Nominees Pty. Limited ATF NJ Morrison Family Trust	Lawndale Group Pty Ltd or its nominee on completion under the Sale Agreement	As above	705,193	0.18%
Lawndale Group Pty Ltd	Deborah Kenny	Lawndale Group Pty Ltd or its nominee on completion under the Sale Agreement	As above	150,000	0.04%
Lawndale Group Pty Ltd	Dunham Holdings Pty. Limited	Lawndale Group Pty Ltd or its nominee on completion under the Sale Agreement	As above	1,000,000	0.24%
Lawndale Group Pty Ltd	Kalsie Holdings Pty. Limited	Lawndale Group Pty Ltd or its nominee on completion under the Sale Agreement	As above	900,000	0.22%
Lawndale Group Pty Ltd	J & A Vaughan Super Pty. Limited	Lawndale Group Pty Ltd or its nominee on completion under the Sale Agreement	As above	26,403,023	6.58%
Lawndale Group Pty Ltd	Piera Usher	Lawndale Group Pty Ltd or its nominee on completion under the Sale Agreement	As above	100,000	0.02%
Lawndale Group Pty Ltd	Esbert Investment Trust	Lawndale Group Pty Ltd or its nominee on completion under the Sale Agreement	As above	874,238	0.22%

M&A Advisory Pty Ltd	Terra Capital <TERNRF>	M&A Advisory Pty Ltd	Relevant interests in ordinary shares under sections 608(1)(c) and 608(8) of the Corporations Act pursuant to undocumented verbal agreement	6,300,000	1.57%
M&A Advisory Pty Ltd	Unknown (On-market purchases)	M&A Advisory Pty Ltd	Relevant interests in ordinary shares under sections 608(1) of the Corporations Act as the beneficial owner of ordinary shares purchased on market	4,012,000	1.00%
Amanda Purcell	Parties to Sale Agreements with Lawndale Group Pty Ltd listed above	Lawndale Group Pty Ltd or its nominee on completion under the Sale Agreement	Relevant interests in ordinary shares under section 608(3)(b) of the Corporations Act as the sole shareholder of Lawndale Group Pty Ltd.	65,063,197	16.22%

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Lawndale Group Pty Ltd	SUITE 407, 12 CENTURY CIRCUIT, BAULKHAM HILLS NSW 2153
Amanda Purcell	16 KENT ROAD, ROSE BAY NSW 2029
M&A Advisory Pty Ltd	SUITE 407, 12 CENTURY CIRCUIT, BAULKHAM HILLS NSW 2153
Twinkle Capital Pty Ltd	LEVEL 6, 41 EXHIBITION STREET, MELBOURNE VIC 3000

Signature

print name **Andrew Purcell**

capacity Company Secretary

sign here



date 24 August 2016

DIRECTIONS

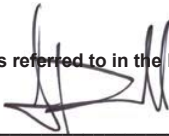
- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:

- (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
- (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

This is Annexure "A" of 3 pages referred to in the FORM 604 signed by me and dated 24 August 2016



24 August 2016
Date

Andrew Purcell, Company Secretary

Associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
M&A Advisory Pty Ltd (ACN 113 972 473)	Associate of Lawndale Group Pty Ltd by virtue of section 12(2)(c) of the Corporations Act in respect of proposed participation in the acquisition of ordinary shares in Metgasco Limited under the Sale Agreement.
Twinkle Capital Pty Ltd (ACN 604 735 748)	Associate of Lawndale Group Pty Ltd by virtue of section 12(2)(c) of the Corporations Act in respect of proposed participation in the acquisition of ordinary shares in Metgasco Limited under the Sale Agreement.
Breakwater Holdings Pty Ltd (ACN 164 047 956)	Associate of Lawndale Group Pty Ltd by virtue of section 12(2)(c) of the Corporations Act in respect of proposed participation in the acquisition of ordinary shares in Metgasco Limited under the Sale Agreement.

24 August 2016
Date



Andrew Purcell, Company Secretary

SHARE SALE AGREEMENT

Strictly Private and Confidential

This agreement (Agreement) sets out the terms upon which the Parties agree to enter into the Transaction. The provisions of this Agreement are binding obligations of the parties.

Date	August 2016
Buyer	Lawndale Group Pty Ltd (ACN 600 817 749) or its nominee
Seller(s)	
Company	Metgasco Limited (ACN 088 196 383)
Sale Shares	fully paid ordinary shares in the Company
Transaction	The Seller(s) agrees to sell and the Buyer agrees to buy the Sale Shares for the Consideration at the Completion Date, subject to the Buyer having received properly constituted offers to sell at least 40 million shares in the Company.
Consideration	AUD0.075 cash per Sale Share
Completion	<p>Completion Date is 23 August 2016 or as soon as reasonably practicable thereafter as determined by the Buyer acting in good faith.</p> <p>At Completion, the Seller(s) must:</p> <ul style="list-style-type: none"> a) provide the Buyer with a completed, registrable off market transfer form for the Sale Shares in favour of the Buyer (as transferee), in a form acceptable to the Buyer acting reasonably which has been duly executed by the Seller(s) (as transferor); and b) do all other things necessary to register the Buyer as the holder of the Sale Shares. <p>At Completion, the Buyer must electronically transfer the Consideration in immediately available funds to the Seller(s)'s Account set out below or as otherwise directed by the Seller(s).</p> <p>Title to the Sale Shares (and property and risk in them) remains solely with the Seller(s) until Completion and subject to the</p>

	<p>provisions of this Agreement passes from the Seller(s) to the Buyer with effect from receipt of cleared funds into the Seller(s)'s account.</p> <p>Should the record date for the capital return contemplated in the forthcoming General Meeting be determined by the Board of the Company to fall on or prior to the Completion Date, any proceeds so received by the Seller(s) shall be for the Buyer's account.</p>
Account Details	Account Name:
	Bank:
	BSB:
	Account No.:
	Amount:
Duty	The Buyer must pay any duty in respect of the execution, delivery and performance of this Agreement and any agreement or document entered into or signed under or in relation to this Agreement.
Further Assurance	Each party must sign, execute and do all deeds, acts, documents and things as may reasonably be required by the other party to effectively carry out and give effect to the terms and intentions of this Agreement.
Seller's Warranties	As at Completion, the Seller(s) has full power and authority to transfer to the Buyer good legal and equitable title to the Shares free of any Encumbrance.
Confidentiality	All material, commercially sensitive or commercially valuable information and intellectual property of or regarding the Transaction (including this Agreement and all information disclosed by the parties to each other) to be kept strictly confidential and not to be disclosed to third parties unless otherwise agreed, within the public domain or required by law or ASX listing rules. No announcement to ASX until Completion.
Currency	Australian Dollars (AUD or \$)
Governing Law	This Agreement shall be governed by, and construed in accordance with, the laws of New South Wales, Australia.
Costs and Expenses	Each party bears their own expenses.

Entire Agreement	This Agreement constitutes the sole understanding of the parties with respect to the subject matter and replaces all other agreements with respect thereto.
Counterparts	This Agreement may be executed in any number of counterparts (including by way of facsimile) each of which will be deemed for all purposes to be an original and all such counterparts taken together will be deemed to constitute one and the same instrument.

EXECUTED by
LAWNDALE GROUP PTY LIMITED
in accordance with section 127 of the
Corporations Act 2001 (Cth)

Signature of director

Andrew Purcell

Name of director

Signature of director/company secretary

Name of director/company secretary

EXECUTED by
in accordance with section 127 of the
Corporations Act 2001 (Cth)

Signature of director

Name of director

Signature of director/company secretary

Name of director/company secretary