



Rampart Energy Ltd

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ABN 86 115 229 984

RAMPART ENERGY LTD

ACN 115 229 984

Notice of Extraordinary General Meeting

Date of Meeting: Wednesday, 8 October 2014

Time of Meeting: 9:30am (Perth time)

Place of Meeting: Level 3, London House, 216 St. Georges Terrace, Perth WA

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Part A: Letter to Shareholders

29 August 2014

Dear Shareholder,

Extraordinary General Meeting of Shareholders

On behalf of the Board of Directors of Rampart Energy Ltd (**Rampart** or **Company**), I am pleased to enclose the Notice of Meeting and related information for the Extraordinary General Meeting of Shareholders to be held on 8 October 2014.

Shareholders will be asked to consider 7 resolutions including 2 to approve the amendment of the terms of the Company's 17 July 2014 placement (**Placement**) as announced on 20 August 2014 to:

- issue two additional shares for each New Share issued under Tranche 1 of the Placement, resulting in an average price of approximately 1.2 cents per share
- re-price the Placement's Tranche 2 New Shares at 1.2 cents to raise \$500,000.

The resolutions are explained in detail in the enclosed Notice of Meeting and Explanatory Memorandum.

The amendments to the Placement are in response to shareholders' disappointment regarding the delay in drilling on the Western Block, North Slope Alaska acreage, that was not of your board's choice but results in the Company being better positioned to proceed and create substantial shareholder value.

However regrettable, the delay to the drilling program has provided the Company with the opportunity:

- to remove unrealistic time constraints
- to negotiate appropriate amendments to the Participation Agreement
- to complete a thorough review of the seismic data and generate new resource assessments
- to undertake a professional and structured farm-in selection process
- to progress and complete the drilling program in 2016
- to streamline corporate functions and reduce overhead costs

and ultimately ensure that the best outcome is achieved for shareholders and the Western Block Joint Venture – a technically and commercially robust partnership over acreage with good prospectivity that can deliver significant value.

The Directors recommend that Shareholders vote in favour of the resolutions at the upcoming Extraordinary General Meeting.

The additional funds from Tranche two of the capital Raising, together with the funds to be raised through the recently announced Share Purchase Plan provide the basis for your company to implement the program outlined above and restore the value for shareholders as the company is turned around.

The resolutions relating to director incentives create an important basis for aligning the rewards and incentives for directors with those of all shareholders.

I strongly urge you to carefully read the attached Notice of Meeting and either attend the Extraordinary General Meeting in person or lodge your vote using the enclosed proxy form. If you have any questions, please contact the Company Secretary of Rampart, your stockbroker or other professional adviser.

Yours sincerely,



Gavin Harper
Executive Chairman

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Part B: Notice of Extraordinary General Meeting

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NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the “Meeting”) of the shareholders of Rampart Energy Ltd. (the “Company”) will be held at Level 3, London House, 216 St. Georges Terrace, Perth WA on Wednesday, 8 October 2014 at 9.30am (Perth time) to conduct the Business as detailed in this Notice of Meeting.

If you are unable to attend the meeting, we encourage you to complete and return the enclosed Proxy Voting Form. The completed Proxy Form must be received at the Company’s share registry, or the registered office of the Company, at least 48 hours before the commencement of the Meeting. The details of the Company’s share registry and registered office are set out in the enclosed Proxy Form.

The enclosed Explanatory Memorandum accompanies and forms part of this Notice of Meeting. Shareholders are advised to read these documents in full as important background information is included.

The Chairman will be casting undirected proxy votes held by him in favour of all Resolutions. Where permitted by law, all Directors of the Company will be voting in favour of all Resolutions, and unanimously recommend to all Shareholders that they vote in favour of all Resolutions.

BUSINESS

1. Proposed Ordinary Resolutions:
 - i Ratification of prior Tranche 1 share placement in July 2014
 - ii Approval of Tranche 2 share placement
 - iii Approval of participation by Gavin Harper in the Tranche 2 share placement
 - iv Approval to the issue of additional shares
 - v Approval of broker options
 - vi Approval of future securities issue
 - vii Approval of issue of Performance Rights to related parties
2. Executive Chairman's presentation

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AGENDA

1. Ratification of prior Tranche 1 share placement to non-related sophisticated investors

Resolution 1 - as an Ordinary Resolution

"That approval be given, for the purposes of ASX Listing Rules 7.1 and 7.4 and all other purposes, to the prior issue and allotment in July 2014 of 54.5 million fully paid ordinary shares in the Company at \$0.035 each for a total consideration of \$1.908 million, to non-related sophisticated investors in the manner described in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting."

Voting Restriction on Resolution 1

The Company will disregard any votes cast on Resolution 1 by:

- A person who participated in the issue of securities;
- A person who may obtain a benefit except solely in the capacity of a holder of ordinary securities if the resolution is passed; and
- Any associate of those persons.

However, the Company need not disregard a vote if it is cast by:

- a person as a proxy for a person who is entitled to vote, in accordance with the directions on the voting form; or
- the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the voting form to vote as the proxy decides.

2. Approval of Tranche 2 share placement to non-related sophisticated investors

Resolution 2 - as an Ordinary Resolution

"That approval be given, for the purposes of ASX Listing Rule 7.1 and all other purposes, to the issue and allotment of 41.667 million fully paid ordinary shares in the Company at \$0.012 each for a total consideration of \$0.500 million, to non-related sophisticated investors (with the exception the subject of resolution 3), in the manner described in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting."

Voting Restriction on Resolution 2

The Company will disregard any votes cast on Resolution 2 by:

- A person may participate in the issue of securities;
- A person who may obtain a benefit except solely in the capacity of a holder of ordinary securities if the resolution is passed; and
- Any associate of those persons.

However, the Company need not disregard a vote if it is cast by:

- a person as a proxy for a person who is entitled to vote, in accordance with the directions on the voting form; or
- the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the voting form to vote as the proxy decides.

3. Approval of participation by Gavin Harper in the Tranche 2 placement the subject of Resolution 2 above

Resolution 3 – as an Ordinary Resolution

"That approval be given, for the purposes of Listing Rules 7.1 and 10.11 and for all other purposes, to the participation by Gavin William Harper (or his nominee) in the Tranche 2 share placement the subject of Resolution 2 above, to the extent of 1.250 million fully paid ordinary shares at an issue price of \$0.012 being the same terms as for the non-related investors."

Voting Restriction on Resolution 3

The Company will disregard any votes cast on Resolution 3 by:

- Gavin William Harper;
- A person who may obtain a benefit except solely in the capacity of a holder of ordinary securities if the resolution is passed; and
- Any associate of Gavin William Harper.

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However, the Company need not disregard a vote if it is cast by:

- a person as a proxy for a person who is entitled to vote, in accordance with the directions on the voting form; or
- the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the voting form to vote as the proxy decides.

4. Approval to the issue of additional shares to Tranche 1 participants

Resolution 4 – as an Ordinary resolution

“That approval be given, for the purposes of ASX Listing Rule 7.1 and all other purposes, to the issue and allotment of 109 million fully paid ordinary shares in the Company to the 53 non related sophisticated investor participants in the Tranche 1 placement the subject of resolution 1 above on the basis of 2 new shares for each share taken up in Tranche 1, at no cost to the recipients, in the manner described in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting.”

Voting Restriction on Resolution 4

The Company will disregard any votes cast on Resolution 4 by:

- A person who participated in the Tranche 1 issue of securities the subject of Resolution 1;
- A person who may obtain a benefit except solely in the capacity of a holder of ordinary securities if the resolution is passed; and
- Any associate of those persons.

However, the Company need not disregard a vote if it is cast by:

- a person as a proxy for a person who is entitled to vote, in accordance with the directions on the voting form; or
- the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the voting form to vote as the proxy decides.

5. Approval of Broker Options to be issued to the Placement Lead Manager, DJ Carmichael Pty Ltd

Resolution 5 - as an Ordinary Resolution

“That approval be given, for the purposes of ASX Listing Rules 7.1 and all other purposes, to the issue and allotment of 10,000,000 unquoted options exercisable at \$0.03 expiring on 30/09/2017 at a subscription price of \$0.00001 each, to acquire fully paid ordinary shares in the Company (being broker options pursuant to the share placement announced on 17/07/2014), to D J Carmichael Pty Ltd (or its nominee(s)) in the manner described in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting.”

Voting Restriction on Resolution 5

The Company will disregard any votes cast on Resolution 5 by:

- DJ Carmichael Pty Ltd;
- A person who may obtain a benefit except solely in the capacity of a holder of ordinary securities if the resolution is passed; and
- Any associate of DJ Carmichael Pty Ltd.

However, the Company need not disregard a vote if it is cast by:

- a person as a proxy for a person who is entitled to vote, in accordance with the directions on the voting form; or
- the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the voting form to vote as the proxy decides.

6. Approval of future securities placement

Resolution 6 - as an Ordinary Resolution

“That for the purposes of Listing Rule 7.1 and for all other purposes, approval be given in advance to the future allotment and issue of securities up to a total of 10% of the issued capital of the Company, to any party or parties nominated by the Company or by DJ Carmichael Pty Ltd (who shall not be related parties) for any purpose considered by the Directors to be consistent with the

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stated objectives of the Company as announced from time to time and at the sole discretion of the Directors, in the case of shares at an issue price being no less than 80% of the average market price of the Company's ordinary shares over the 5 trading days before the day on which the issue is made or, if there is a Prospectus, Offer Information Statement or Product Disclosure Statement relating to the issue, over the last 5 days on which sales in the securities were recorded before the date on which the Prospectus, Offer Information Statement or Product Disclosure Statement is signed, or in the case of options on terms and conditions considered appropriate by the Directors at the time along the lines set out in the Explanatory Memorandum."

Voting Restriction on Resolution 6

The Company will disregard any votes cast on Resolution 6 by:

- Any person who may participate in the proposed issue of securities;
- A person who may obtain a benefit except solely in the capacity of a holder of ordinary securities if the resolution is passed; and
- Any associate of those persons.

However, the Company need not disregard a vote if it is cast by:

- a person as a proxy for a person who is entitled to vote, in accordance with the directions on the voting form; or
- the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the voting form to vote as the proxy decides.

7. Approval to the issue of Performance Rights to related parties

Resolution 7 – as an Ordinary Resolution

"That for the purposes of ASX Listing Rule 10.11, and all other purposes, approval be given to the issue of 15,000,000 Performance Rights to Gavin William Harper, 15,000,000 Performance Rights to Iain Peter Smith and 15,000,000 Performance Rights to Conrad Dante Todd (a total of 45,000,000 Performance Rights) in the manner and subject to the conditions specified in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting."

Voting Restriction on Resolution 7

The Company will disregard any votes cast on Resolution 7 by:

- Gavin William Harper, Iain Peter Smith or Conrad Dante Todd; and
- Any associate of Gavin William Harper, Iain Peter Smith or Conrad Dante Todd.

However, the Company need not disregard a vote if it is cast by:

- a person as a proxy for a person who is entitled to vote, in accordance with the directions on the voting form; or
- the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the voting form to vote as the proxy decides.

DATED at Adelaide, Australia, this 29th day of August 2014.

BY ORDER OF THE BOARD OF DIRECTORS



M E Lucas-Smith
Company Secretary

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NOTES:

1. Further details of the Resolutions in this Notice of Meeting are contained in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting. The Explanatory Memorandum should be read together with this Notice of Meeting.
2. Shareholders unable to attend the Meeting can complete the Proxy Form enclosed with this Notice of Meeting. The form must be received preferably by the Company's share registry at the address or the facsimile number indicated on the Proxy Form no later than 48 hours before the Meeting.
3. In accordance with the Corporations Act, a person's entitlement to vote at the Meeting will be determined by reference to the number of fully paid ordinary shares registered in the name of that person (reflected in the register of shareholders) as at 7.00pm on 6 October 2014. Shareholders that do not hold shares at this time will be ineligible to vote at the meeting.
4. Shareholders unable to attend the Meeting are urged to complete the attached Proxy Form and return it to the share registry in accordance with Note 2. A shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy. A 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. If no proportion or number is specified, then in accordance with section 249X(3) of the Corporations Act 2001, each proxy may exercise half of the votes. Proxies must be lodged at the registered office of the Company or the Company's share registry, no later than forty-eight hours before the Meeting or adjourned Meeting. A form of proxy together with a return addressed envelope is provided with this notice.
5. Shareholders will be provided with a reasonable opportunity to ask questions about, or make comments on the management of the Company. Shareholders are invited to submit any questions to the Company no later than 5 business days before the meeting.

VOTING IN PERSON

Shareholders who plan to attend the Meeting are asked to arrive at the venue 30 minutes prior to the time designated for the Meeting, if possible, so that their shareholding may be checked against the Share Register and their attendance noted.

In order to vote in person at the Meeting, a corporation that is a Shareholder or a proxy may appoint an individual to act as its representative. The appointment must comply with the requirements of Section 250D of the Corporations Act. The representative should bring to the Meeting evidence of their appointment, including any authority under which it is signed.

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Part C: Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of shareholders in connection with the business to be conducted at an Extraordinary General Meeting of Rampart Energy Ltd (“the Company” or “Rampart”) to be held at Level 3, London House, 216 St Georges Terrace, Perth WA on Wednesday, 8 October 2014, commencing at 9:30am (Perth time).

This Explanatory Memorandum forms part of the Notice of Meeting and must be read together with that Notice. The purpose of this Explanatory Memorandum is to provide shareholders with an explanation of the business of the Meeting and of the Resolutions to be proposed and considered at the Meeting, and to assist Shareholders in determining how they wish to vote on each of the Resolutions.

Where permitted by the law and the ASX Listing Rules, all Directors of the Company will be voting in favour of all Resolutions and casting undirected proxy votes held by them in favour of all Resolutions. The Directors unanimously recommend to all Shareholders that they vote in favour of all Resolutions.

Resolutions 1, 2, 3, 4 and 5 – Ratification and approval of securities issues

On 17 July 2014 the Company announced that it had raised approximately \$2.975 million before costs through the placement of 54.5 million shares at \$0.035 each (Tranche 1) being a 5% discount to the last closing price, plus a further 30.5 million shares (Tranche 2) also at \$0.035 each, but subject to Shareholder approval. The shares are new fully paid ordinary shares that rank equally in all respects with the Company’s existing fully paid ordinary shares, and were placed to new and existing domestic/international institutions and sophisticated/professional investors introduced by the placement Manager, DJ Carmichael Pty Ltd.

Due to the requirements of ASX Listing Rule 7.1, which limits the Company’s placement capacity without shareholder approval to 15% of the issued capital within a 12 month period, it was expedient to conduct the placement in two separate tranches. Tranche 1, which raised \$1.908 million before costs and settled on 23/07/2014, comprised of 54.5 million new shares that were placed under the Company’s existing placement capacity pursuant to ASX listing rule 7.1. Resolution 1 seeks Shareholder approval to the issue in order to preserve the Company’s future ability to place its full 15% of issued capital limit during the next 12 month period.

Tranche 2 was comprised of investor commitments to the placement of a further 30.5 million new shares to raise the remaining \$1.067 million of the placement subject to Shareholder approval. However, in order to better reflect recent trading in the Company’s shares, your Board has proposed, subject to Shareholder approval, to restructure and re-price the Tranche 2 placement shares to \$0.012 to raise \$0.500 million by the issue of 41.667 million new shares (Resolution 2).

Further, as announced on 20 August 2014 and subject to Shareholder approval (Resolution 4), and again in order to better reflect the recent trading in the Company’s shares, the Tranche 1 placement will be re-structured by the issue of an additional 109 million new fully paid ordinary shares at no cost to the recipients on the basis of 2 additional shares for each new share already issued under Tranche 1, which will result in an average price of circa \$0.012 per share for the Tranche 1 participants.

Additionally on 20 August 2014 the Company announced a Share Purchase Plan (SPP) inviting all Eligible Shareholders to participate at \$0.012 per share being the same price as the re-priced Tranche 2 placement. The SPP is scheduled to close on 26 September 2014.

As announced on 1 August 2014 and further clarified on 11 August 2014, the delay to Rampart Energy’s drilling program to 2016 was not of your Board’s choice, but was necessary to ensure the Company was better positioned to proceed and create substantial shareholder value. In light of the placement announced on 17 July 2014 this delay, and the market’s reaction to it, was regrettable.

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However, the delay to the drilling program has provided the Company with the opportunity to:

- remove unrealistic time constraints;
- negotiate appropriate amendments to the Participation Agreement with Operator Royale Energy;
- complete a thorough review of the seismic data, given that recent technical work by the Joint Venture has identified multiple prospects in addition to those assessed in the preliminary prospective resources estimate as conducted by Netherland, Sewell & Associates, and announced by the Company on 20 June 2014;
- undertake a professional and structured process to introduce a suitably qualified partner to the project, thereby securing funding for the drilling program;
- progress and complete the drilling program in 2016;

and ultimately ensure that the best outcome is achieved for shareholders and the Western Block Joint Venture – a technically and commercially robust partnership over acreage with good prospectivity that can deliver significant value.

The funds raised from Tranche 1 and Tranche 2 will be used to progress the Company's North Slope of Alaska project and for general working capital. The new shares will be issued within 1 month of this Meeting, upon shareholder approval.

Executive Chairman, Gavin Harper has elected to participate in the Tranche 2 placement by subscribing for 1,250,000 shares at \$0.012 each (\$15,000) which, as for the other placement shares, will rank equally with the existing fully paid ordinary shares. As Mr Harper is classified as a related party to the Company the allocation of shares to him (or his nominee) must first be approved by the Shareholders per Resolution 3. The placement to Mr Harper is on the same terms as the placement to the unrelated investors the subject to Resolution 2 and at the same price as the Share Purchase Plan Offer announced on 20 August 2014. The new shares will be issued within 1 month of this Meeting, upon shareholder approval.

In addition 10 million broker options pursuant to the Placement, exercisable at \$0.03 each and expiring 30/09/2017 (a new unquoted class) are to be issued to the Manager, DJ Carmichael Pty Ltd (or its nominee(s)) at a subscription price of \$0.00001 each which will raise \$100 on issue and if exercised will raise \$0.300 million which will be used for working capital. These broker options are the subject of Resolution 5 and will be issued within 1 month of this Meeting, upon shareholder approval.

ASX Listing Rule 7.1

Listing Rule 7.1 applies to each of Resolutions 1, 2, 3, 4 & 5 and broadly provides, subject to certain exceptions, that a company may not issue or agree to issue securities which represent more than 15% of the company's issued capital, calculated according to the requirements of Listing Rule 7.1, without obtaining Shareholder approval and none of the exceptions under Listing Rule 7.2 apply to these issues.

Purpose of Resolution 1

The purpose of Resolution 1 is to ratify the previously issued 54.5 million new shares allotted and issued as Tranche 1 on 23/07/2014 at \$0.035 per share, representing 14.93% of the Company's then placement capacity pursuant to ASX listing rule 7.1, and which raised \$1.908 million, before costs.

ASX Listing Rule 7.4

Listing Rule 7.4 applies to the Tranche 1 shares already issued under Resolution 1 and provides for the Company to obtain subsequent Shareholder approval to an issue of securities provided that issue did not breach Listing Rule 7.1, which is the case.

ASX Listing Rule 7.5

In accordance with Listing Rule 7.5 the following information is provided in relation to the proposed issue of the securities the subject of Resolution 1:

a) The number of securities allotted

The number of shares allotted pursuant to Resolution 1 was 54.5 million.

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b) The price at which the securities were issued

The shares were issued \$0.035 each.

c) The terms of the securities

Fully paid ordinary shares on the same terms as for existing ORD.

d) The basis on which the allottees were determined

The shares were allotted to new and existing domestic/international institutions and sophisticated/professional investors introduced by the placement Manager, DJ Carmichael Pty Ltd.

e) The intended use of the funds raised

The funds raised will be used to progress the Company's North Slope of Alaska project and for general working capital.

f) A voting exclusion statement

The relevant voting exclusion statement is recorded on the Notice of Meeting.

Purpose of Resolution 2

The purpose of Resolution 2 is to obtain approval for the Tranche 2 issue of 41.667 million new shares at \$0.012 per share to raise a further \$0.500 million, before costs. The new shares subject to this Resolution 2 will be issued within one month of the date of this Meeting, upon shareholder approval.

ASX Listing Rule 7.3

In accordance with Listing Rule 7.3 the following information is provided in relation to the proposed issue of the securities the subject of Resolution 2:

a) The maximum number of shares the entity is to issue

The maximum number of shares to be issued pursuant to Resolution 2 is 41.667 million.

b) The date by which the entity will issue the securities

The securities will be issued no later than one month after the date of this Meeting;

c) The issue price of the securities

The issue price of the shares will be \$0.012 each

d) The names of the allottees

With the exception of G W Harper (Resolution 3) the allottees names are unknown at this time but will be non-related sophisticated investors introduced by the Company or by DJ Carmichael Pty Ltd.

e) The terms of the securities

The shares issued will be fully paid ordinary shares that rank equally in all respects with the existing fully paid ordinary shares.

f) The intended use of the funds raised

The funds raised will be used to progress the Company's North Slope of Alaska project and for general working capital.

Purpose of Resolution 3

The purpose of Resolution 3 is to obtain approval for the Executive Chairman, Gavin Harper to participate in Tranche 2 of the share placement (the subject of resolution 2 above) to the extent of 1,250,000 ordinary fully paid shares at an issue price of \$0.012 each. Approval of this Resolution will not increase the number of shares to be issued pursuant to Resolution 2 above but simply allow Mr Harper to participate. In the unlikely event that this Resolution is not approved, DJ Carmichael Pty Ltd will provide a substitute non-related sophisticated investor subject to the requirements of Listing Rule 7.1, to ensure that the share placement pursuant to Resolution 2 remains unchanged.

ASX Listing Rules 10.11

Listing Rule 10.11 stipulates that the Company must not issue equity securities to a related party without first obtaining Shareholder approval. Executive Chairman, Gavin Harper is a related party for the purposes of Listing Rule 10.11.

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ASX Listing Rule 10.13

The following information is provided pursuant to the requirements of ASX listing rule 10.13:

- a) **Name of the person - ASX listing rule 10.13.1**
Mr Gavin William Harper or his nominee.
- b) **Maximum number of securities to be issued - ASX listing rule 10.13.2**
1,250,000 fully paid ordinary shares.
- c) **The date by which the securities will be issued - ASX listing rule 10.13.3**
No later than one month after the date of this meeting.
- d) **If the person is not a Director - ASX listing rule 10.13.4**
Not applicable.
- e) **The issue price and terms - ASX listing rule 10.13.5**
The will be subject to an issue price of \$0.012 each.
- f) **Voting exclusion statement - ASX listing rule 10.13.6**
Included in the Notice of Meeting.
- g) **Intended use of funds raised - ASX listing rule 10.13.6A**
The funds raised will be used to progress the Company's North Slope of Alaska project and for general working capital.

Purpose of Resolution 4

The purpose of Resolution 4 is to obtain approval to the issue of an additional 109 million fully paid ordinary shares to the Tranche 1 participants at no cost to the recipients for the purpose as described above.

ASX Listing Rule 7.3

In accordance with Listing Rule 7.3 the following information is provided in relation to the proposed issue of the securities the subject of Resolution 4:

- a) **The maximum number of shares the entity is to issue**
The maximum number of shares to be issued pursuant to Resolution 4 is 109 million.
- b) **The date by which the entity will issue the securities**
The shares will be issued no later than one month after the date of this Meeting;
- c) **The issue price of the securities**
No cost to the recipients.
- d) **The names of the allottees**
Professional and sophisticated investors introduced by D J Carmichael Pty Ltd.
- e) **The terms of the securities**
As for existing fully paid ordinary shares.
- f) **The intended use of the funds raised**
No funds will be raised by the issue.

Purpose of Resolution 5

The purpose of Resolution 5 is to obtain approval to the issue of 10 million unquoted broker options (a new class of unquoted options) to be issued to the placement Manager, DJ Carmichael Pty Ltd (or their nominees) exercisable at \$0.03 and expiring on 30/09/2017. The options subject to this Resolution 5 will be issued within 1 month of this Meeting. Rights attaching to options are detailed at Appendix A.

ASX Listing Rule 7.3

In accordance with Listing Rule 7.3 the following information is provided in relation to the proposed issue of the securities the subject of Resolution 5:

- a) **The maximum number of options the entity is to issue**
The maximum number of options to be issued pursuant to Resolution 5 is 10 million.
- b) **The date by which the entity will issue the securities**
The options will be issued no later than one month after the date of this Meeting;
- c) **The issue price of the securities**
The subscription price of the options will be \$0.00001 each

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d) The names of the allottees

The allottee is DJ Carmichael Pty Ltd (or its nominee).

e) The terms of the securities

The options shall be unquoted and exercisable at \$0.03 expiring on 30/09/2017.

f) The intended use of the funds raised

The issue of the options will raise \$100 however if and when the options are exercised an amount of \$0.300 will be raised and used for general working capital at the time.

Shareholder approval to these Resolutions will preserve the Company's ability to issue up to 15% of its issued capital during the next 12 month period without seeking Shareholder approval.

The Chairman of the Meeting will be casting undirected proxies in favour of these Resolutions. All Directors of the Company will be voting in favour of these Resolutions and unanimously recommend that all Shareholders also vote in favour of these Resolutions.

Resolution 6 – Approval to future securities placement to non-related sophisticated investors

As stated at previous general meetings and from the announcements recently released regarding the seismic program and drilling commitments of Rampart in respect to its farmin of Royale Energy's Alaskan North Slope acreage, the Company may need to raise additional capital to meet a component of its share of those commitments. In addition the Company will need to ensure that it has sufficient cash reserves to meet its general working capital requirements.

Accordingly, the Company, and its corporate advisor DJ Carmichael Pty Ltd, believe it prudent at this time to obtain Shareholder approval for additional capital raising capacity should that be necessary to satisfy future project and working capital requirements – as determined by the Directors having regard to the intended purpose and advice provided by DJ Carmichael Pty Ltd at the time. To this end Resolution 6 seeks Shareholder approval to place securities up to a total of 10% of the issued capital, being shares and/or options, that are to be issued no later than three months after the date of this Meeting.

Any options issued under this Resolution may or may not be quoted having regard to advice provided by DJ Carmichael Pty Ltd, and determination of the Board at the time. In addition it must be noted the number of options which may be issued is limited by Listing Rule 7.16. That listing rule provides that an entity must not issue options if it would have more options on issue than its underlying securities, with one exception - which is not applicable here.

Possible share issues

Any fully paid ordinary shares issued under Resolution 6 will be issued at a price no less than 80% of the average market price of the Company's ordinary shares over the 5 trading days before the day on which the issue is announced.

Possible option issues

As stated in Resolution 6, the terms and conditions of any options issued will be determined by the Directors at the time having regard to the intended purpose of the issue and subject to advice received from DJ Carmichael Pty Ltd. Examples of possible terms and conditions are set out below. The general terms and conditions of all options issued by the Company are provided in Appendix A.

Example 1. Possible terms for free attaching quoted options

If the options are free attaching related to a share placement and are to be quoted, the terms will be relative to the issue price applicable to that placement depending on market conditions at the time. Alternatively, the quoted options may have different terms and the ratio may be one option for up to every three shares subscribed and the applicable exercise price may be up to 3 times the issue price of the related shares with a term of 3 years.

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Example 2. Possible terms for free attaching unquoted options

If the options are free attaching relating to a share placement and are not to be quoted, then the ratio may be one option for up to every two shares subscribed and the applicable exercise price may be 2 times the issue price of the related shares with a term of 12 months.

Example 3. Possible terms for options not related to a placement

Options not related to a share placement, and either quoted or unquoted, may be issued for any other purpose on terms and conditions at the discretion of the Directors – again having regard to advice provided by DJ Carmichael Pty Ltd.

The terms and conditions may be the same as the possible placement options detailed in Examples 1 and 2 above, except that the exercise prices may be the same multiple but calculated on the average market price of the Company's ordinary shares over the 5 trading days before the day on which the option issue is announced.

Purpose of this Resolution

If all Resolutions related to security issues proposed for this Meeting including this Resolution 6 are approved, the Company will, in addition to its 15% capacity under ASX listing rule 7.1, also have approval in advance to issue securities up to a further 10% of its issued capital, which based upon the assumptions listed below, will equate to up to 69.6 million additional securities pursuant to listing rule 7.1, at the discretion of the Directors and having regard for advice provided by DJ Carmichael Pty Ltd. At this time the final number of shares and their issue price, or options to be issued is not known. However, and for sake of illustration, three examples of possible issued capital are provided below based upon different scenarios assuming for the sake of the examples that:

- no options are issued in the future placement;
- that any shares issued are at \$0.05 each
- that none of the Company's existing options have been exercised in the interim; and
- that the Share Purchase Plan announced on 20 August 2014 is fully subscribed.

Examples of possible issued capital

Example A. 69,600,000 shares are issued at \$0.05 each to raise \$3.480 million before costs

Issued capital prior to this meeting	419,492,277
Shares to be issued if Resolution 2 is approved	41,666,666
Additional shares if Resolution 4 is approved	109,000,000
Shares issued pursuant to this Resolution 6	69,600,000
Shares issued pursuant to the Share Purchase plan	<u>125,847,683</u>
Issued capital following this Meeting	765,606,626

Example B. 30,000,000 shares are issued at \$0.05 each to raise \$1.5 million before costs

Issued capital prior to this meeting	419,492,277
Shares to be issued if Resolution 2 is approved	41,666,666
Additional shares if Resolution 4 is approved	109,000,000
Shares issued pursuant to this Resolution 6	30,000,000
Shares issued pursuant to the Share Purchase plan	<u>125,847,683</u>
Issued capital following this Meeting	726,006,626

Example C. 15,000,000 shares are issued at \$0.05 each to raise \$0.750 million before costs

Issued capital prior to this meeting	419,492,277
Shares to be issued if Resolution 2 is approved	41,666,666
Additional shares if Resolution 4 is approved	109,000,000
Shares issued pursuant to this Resolution 6	15,000,000
Shares issued pursuant to the Share Purchase plan	<u>125,847,683</u>
Issued capital following this Meeting	711,006,626

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Listing Rule 7.1

Listing Rule 7.1 broadly provides, subject to certain exceptions, that a company may not issue or agree to issue securities which represent more than 15% of the Company's issued capital calculated in accordance with the requirements of Listing Rule 7.1, without obtaining Shareholder approval.

Assuming that all above Resolutions are approved, the proposed specific approval for an issue of additional securities up to 10% the Company's issued capital will preserve, and be in addition to the Company's issue capacity under ASX listing rule 7.1, and therefore requires Shareholder approval under Listing Rule 7.1. None of the exceptions under listing rule 7.2 apply.

Listing Rule 7.3

In accordance with Listing Rule 7.3 the following information is provided in relation to the proposed issue of the securities:

a) The maximum number of securities the entity is to issue

The maximum number of securities to be issued pursuant to Resolution 6 is 69.6 million comprising either shares or options (with the number of options limited as per the comments above regarding Listing Rule 7.16) or a combination of both;

b) The date by which the entity will issue the securities

The securities may be issued as one placement or progressively as required, but in any event no later than three months after the date of this Meeting;

c) For any shares issued

The issue price of any shares issued will be no less than 80% of the average market price of the Company's ordinary shares over the 5 trading days before the day on which the issue is announced.

For any free attaching quoted options

The applicable exercise price may be up to 3 times the issue price of the related shares.

For any free attaching unquoted options

The applicable exercise price may be up to 2 times the issue price of the related shares.

For any other options not related to a placement

The options may be on the same terms as the possible placement options detailed above except that the exercise prices may be the same multiple but calculated on the average market price of the Company's ordinary shares over the 5 trading days before the day on which the issue is made.

d) The names of the allottees

The allottees names are unknown at this time but will be non-related sophisticated investors introduced by the Company or by DJ Carmichael Pty Ltd.

e) The terms of the securities

For any shares issued

Any shares issued will be fully paid ordinary shares that rank equally in all respects with the existing fully paid ordinary shares.

f) For any options issued

The possible terms and conditions are detailed in Examples 1, 2 & 3 above.

g) The intended use of the funds raised

The funds raised will be used to support the Company's investment in and future obligations related to the Alaskan North Slope Royale Energy acreage farmin, as previously announced and described above, and for general working capital plus potential North Slope of Alaska acreage acquisitions.

The Chairman of the Meeting will be casting undirected proxies in favour of this Resolution. All Directors of the Company will be voting in favour of this Resolution and unanimously recommend that all Shareholders also vote in favour of this Resolution.

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Resolution 7 - Approval to issue performance rights to related parties

Resolution 7 seeks approval to the issue of an aggregate of 45,000,000 performance rights ("PRs") to the Directors of the Company as detailed below. As the Directors are related parties it is necessary for specific approval to the issue to be obtained pursuant to ASX Listing Rule 10.11. The Company has not adopted a Performance Rights Plan but does have an Employee Share and Options Scheme ("ESOS"). However the Directors are not included in the definition of Eligible Persons for the ESOS, and accordingly the PRs the subject of this Resolution 7 are not being issued pursuant to the Company's ESOS.

The current annual Director's fees paid by the Company are \$60,000 to the Executive Chairman, Gavin Harper and \$40,000 each to Executive Director, Iain Smith and Non-Executive Director, Conrad Todd. Directors are also entitled to be paid consulting fees for any executive duties undertaken at the request of the Board. The issue of PRs to the Directors is considered to be a key component of the Company's executive and board remuneration strategy.

PRs are a long term incentive which the Board considers will effectively align a significant proportion of the holder's remuneration with the performance of the Company and with the interests of the Shareholders. The challenges of turning the Company around from the current low base are significant and it is important that the team leading and doing the work to restore value to shareholders have aligned interests with the entire Shareholder group.

PRs allow the holders to acquire Shares, subject to remaining employed by the Company and the performance of the Company. It is proposed that each of the current Directors be issued 15,000,000 PRs no later than 1 month after the date of the meeting and their progressive vesting and conversion into shares will be subject to continuation of service and achievement of the following vesting hurdles:

Vesting hurdles for each participant

The PR vesting hurdles for each recipient are based upon a four year period:

Commencement Date - 1 July 2014;

Expiry Date - 30 June 2018.

1. Subject to remaining in tenure as a Director of the Company - 5,000,000 to vest on 30 June 2015, 5,000,000 to vest on 30 June 2016 and 5,000,000 to vest on 30 June 2017 (Tenure Vested PRs).
2. 5,000,000 Tenure Vested PRs to convert to fully paid ordinary shares if the Company's share price remains above 3.5 cents for 5 consecutive days prior to the Expiry Date.
3. 10,000,000 Tenure Vested PRs to convert to fully paid ordinary shares if the Company's share price remains above 5.0 cents for 5 consecutive days prior to the Expiry Date – less any PRs that may have already converted under vesting hurdle 2.
4. 15,000,000 Tenure Vested PRs to convert to fully paid ordinary shares if the Company's share price remains above 8.0 cents for 5 consecutive days prior to the Expiry Date – less any PRs that may have already converted under vesting hurdles 2 & 3.

In the event that a bonafide offer acceptable to the Board and the Shareholders is made to take over the Company (a change of control event) or a recipient is removed or suffers a permanent disability, all unvested PRs will vest immediately and all unconverted PRs will be converted to fully paid ordinary shares without the need for achievement of any of the vesting hurdles. All unconverted PRs will lapse immediately in the event that a recipient resigns of his own choice.

Each PR entitles the holder to receive one share for no cash consideration once the relevant performance hurdles have been met and the PRs have vested.

Purpose of Resolution 7

The purpose of Resolution 7 is to obtain approval to issue PRs to each of the Directors as follows:

Gavin William Harper – 15,000,000

Rampart Energy Ltd

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Iain Peter Smith – 15,000,000
Conrad Dante Todd – 15,000,000

As the PRs will be issued to the participants as a component of their remuneration no funds will be raised from the issue of the PRs. Nor will any funds be raised upon conversion of the PRs (assuming the vesting hurdles are achieved), into fully paid ordinary shares.

Assuming all the above Resolutions are approved, all options in the money during the period have been exercised (39,066,748 will be in the money at various times during the 4 year period if the PRs are capable of vesting), and that an additional 69,600,000 shares are issued in accordance Example A of Resolution 6 above, the Company will have a total issued capital of 750,073,374 ordinary shares not counting conversion of the PRs. The total number of PRs (45,000,000) will represent 6.0% of the Company's then issued capital.

ASX Listing Rules 10.11 and 7.1

Given that Directors are a related party, approval is being sought for the proposed issue of PRs in accordance with ASX Listing Rule 10.11. ASX Listing Rule 10.11 provides that an entity must not issue or agree to issue equity securities to a related party, without the approval of Shareholders. If approval is obtained under ASX Listing Rule 10.11 then approval under ASX Listing Rule 7.1 is not required. ASX Listing Rule 7.1 provides that an entity must not issue, or agree to issue, more than fifteen percent (15%) of its capital without the approval of its Shareholders. This proposed Resolution is subject to a voting restriction as detailed in the Notice of Meeting.



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RAMPART ENERGY LTD

STANDARD RIGHTS ATTACHING TO OPTIONS

The various option classes on issue by the Company have differing Exercise Prices and differing Expiry Dates, however, the standard rights attaching to the options are the same for each class and are set out below:

- (a) Unless otherwise indicated, the options are issued at no cost to the recipient and vest on the date that they are issued;
- (b) The options will not be transferable in whole or in part and may not be exercised by any other person (except, in the case of the Option holder's death, by his or her legal personal representative);
- (c) The number of Options that may be exercised at any one time must not be less than 20,000 unless the total number of Options held is less than 20,000 then that number of Options;
- (d) Upon the valid exercise of the options and payment of the Exercise Price, the Company will issue fully paid ordinary shares ranking pari passu with the then issued ordinary shares;
- (e) Option holders do not have any right to participate in new issues of securities in the Company made to shareholders generally. The Company will, where required pursuant to the ASX Listing Rules, provide option holders with notice prior to the books record date (to determine entitlements to any new issue of securities made to shareholders generally) to exercise the options, in accordance with the requirements of the Listing Rules;
- (f) Option holders do not participate in any dividends unless the options are exercised and the resultant shares of the Company are issued prior to the record date to determine entitlements to the dividend;
- (g) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company:
 - (1) the number of options, the Exercise Price of the options, or both will be reconstructed (as appropriate) in a manner consistent with the ASX Listing Rules as applicable at the time of reconstruction, but with the intention that such reconstruction will not result in any benefits being conferred on the holders of the options which are not conferred on shareholders; and
 - (2) subject to the provisions with respect to rounding of entitlements as sanctioned by a meeting of shareholders approving a reconstruction of capital, in all other respects the terms for the exercise of the options will remain unchanged;
- (h) The Company has both quoted and unquoted options on issue. Unless indicated otherwise at the time of issue, the Company does not intend to quote the options on the ASX, however the Company will apply for listing of resultant shares of the Company issued upon the exercise of any option;



- (i) If there is a pro rata issue (except a bonus issue), the Exercise Price of an option may be reduced according to the following formula:

$$O^n = O - E [P - (S + D)]$$

$$N + 1$$

Where:

- O^n = the new exercise price of the option;
- O = the old exercise price of the option;
- E = the number of underlying securities into which one option is exercisable;
- P = the average market price per security (weighted by reference to volume) of the underlying securities during the 5 trading days ending on the day before the ex right date or the ex entitlements date;
- S = the subscription price for a security under the pro rata issue;
- D = dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue);
- N = the number of securities with rights or entitlements that must be held to receive a right to one new security.
- (j) If there is a bonus issue to the holders of shares in the Company, the number of shares over which the option is exercisable may be increased by the number of shares which the option holder would have received if the option had been exercised before the record date for the bonus issue; and
- (k) The terms of the options shall only be changed if holders (whose votes are not to be disregarded) of ordinary shares in the Company approve of such a change. However, the terms of the options shall not be changed to reduce the Exercise Price, increase the number of options or change any period for exercise of the options.

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Lodge your vote:

Online:
www.investorvote.com.au

By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

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(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000



┌ 000001 000 RTD
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

For your vote to be effective it must be received by 9:30am (Perth WA time) on Monday, 6 October 2014

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** ➔

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Rampart Energy Limited hereby appoint

the Chairman of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of Rampart Energy Limited to be held at Level 3, London House, 216 St. Georges Terrace, Perth WA on Wednesday, 8 October 2014 at 9:30am (Perth WA time) and at any adjournment or postponement of that meeting.

STEP 2 Items of Business

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

RESOLUTIONS	For	Against	Abstain
1 Ratification of prior Tranche 1 share placement in July 2014	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval of Tranche 2 share placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of participation by Gavin Harper in the Tranche 2 share placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval to the issue of additional shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of broker options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval of future securities issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval of issue of Performance Rights to related parties	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____ / ____ / ____