

# **DEEP WELL OIL & GAS, INC.**

Suite 700, 10150 – 100 Street NW, Edmonton, Alberta T5J 0P6, Canada  
Telephone: (780) 409-8144, Fax: (780) 409-8146

## **NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

To our Shareholders:

**NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS (the “Annual Meeting”)** of Deep Well Oil & Gas, Inc. (the “Company”), a Nevada corporation, is to be held on Tuesday, September 29, 2015 at 2:00 p.m., Mountain Time (“MT”), at the Westin Hotel, in the Leduc Room located at 10135 - 100 Street NW, Edmonton, Alberta, T5J 0N7, Canada, for the following purposes:

1. To receive the audited consolidated financial statements of the Company for the year ended September 30, 2014, together with the report of the independent auditors;
2. To re-elect the following eight directors to serve as the Company’s Board of Directors until the next meeting of shareholders:

Mr. Said Arrata	Mr. David Roff
Mr. Satya Brata Das	Dr. Horst A. Schmid
Mr. Pascal Nodé-Langlois	Mr. Curtis James Sparrow
Mr. Colin P. Outtrim	Mr. Malik Youyou

3. To ratify the appointment of Sadler, Gibb & Associates, LLC to serve as the Company’s independent registered public accounting firm for the fiscal year ending September 30, 2015; and
4. To transact such other business as may properly come before the Annual Meeting.

Only shareholders of record at the close of business on August 7, 2015 are entitled to notice of and to vote at this Annual Meeting. Details regarding admission to the Annual Meeting, voting your shares and the business to be conducted are more fully described in the accompanying Proxy Statement. Your vote is important. Whether or not you plan to attend the Annual Meeting, we hope you will vote as soon as possible. To assure your representation at the Annual Meeting, you are urged to access the proxy materials and vote via the Internet in accordance with the Notice you will receive, or if you request paper copies of the proxy materials by mail, sign, date and promptly return the proxy card. To ensure that all your shares are voted, please vote once for each Notice or proxy card you receive.

We will be using the Securities and Exchange Commission’s Notice and Access model (“Notice and Access”), which allows us to deliver proxy materials via the Internet, as the primary means of furnishing proxy materials. We believe Notice and Access provides shareholders with a convenient method to access the proxy materials and vote, while allowing us to conserve natural resources and reduce the costs of printing and distributing the proxy materials. On or about August 13, 2015, we will mail to shareholders a Notice of Internet Availability of Proxy Materials (“Notice”) containing instructions on how to access our proxy statement and our Annual Report on Form 10-K for the fiscal year ended September 30, 2014, online and how to vote via the Internet. The Notice also contains instructions on how to receive a paper copy of the proxy materials.

### **IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING TO BE HELD ON SEPTEMBER 29, 2015:**

Notice of Meeting, Proxy Statement, Annual Report on Form 10-K and Proxy Card are available free of charge from the Company’s transfer agent’s website at [www.mtrco.com](http://www.mtrco.com) or the direct URL at [www.mtrcoproxy.com/deepwell](http://www.mtrcoproxy.com/deepwell) or our website at [www.deepwelloil.com](http://www.deepwelloil.com)

Thank you for your ongoing support of and continued interest in Deep Well Oil & Gas, Inc.

### **BY ORDER OF THE BOARD OF DIRECTORS**

Sincerely,

DEEP WELL OIL & GAS, INC.

/s/ Horst A. Schmid  
Dr. Horst A. Schmid  
Chairman of the Board

Edmonton, Alberta, Canada  
August 13, 2015