



NOTICE OF GENERAL MEETING

EXPLANATORY STATEMENT

AND PROXY FORM

GENERAL MEETING OF ADX ENERGY LTD

**TO BE HELD AT LEVEL 2, SUITE 14
210 BAGOT ROAD, SUBIACO, WESTERN AUSTRALIA**

**FRIDAY 20 SEPTEMBER 2019
COMMENCING AT 10:00 AM (WST)**

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9381 4266

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NOTICE OF GENERAL MEETING

**Notice is given that the General Meeting of ADX Energy Ltd will be held at the office of
Level 2, Suite 14, 210 Bagot Road, Subiaco, Western Australia on
Friday 20 September 2019 at 10:00 am (WST)**

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IMPORTANT INFORMATION

Your Vote is Important

The business of the Meeting affects your shareholding and your vote is important.

How to Vote

You may vote by attending the meeting in person, by proxy or authorised representative.

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5.00pm (WST) on 18 September 2019.

Voting in Person

To vote in person, attend the General Meeting at the time, date and place set out above.

Voting by Proxy

To vote by proxy, please complete and sign the Proxy Form enclosed and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Your proxy form is enclosed.

Sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they apply to this General Meeting. Broadly, the sections mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the question that the resolution be passed; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

**BUSINESS OF THE MEETING
AGENDA**

ORDINARY BUSINESS

1. Resolution 1 – Issue of Convertible Loan Facilities to Director – Mr Ian Tchacos

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue convertible loan facilities to the value of \$50,000 to Mr Ian Tchacos (or his nominee) on the terms and conditions set out in the Explanatory Statement."

2. Resolution 2 – Issue of Convertible Loan Facilities to Director – Mr Paul Fink

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue convertible loan facilities to the value of \$50,000 to Mr Paul Fink (or his nominee) on the terms and conditions set out in the Explanatory Statement."

3. Resolution 3 – Issue of Convertible Loan Facilities to Director – Mr Robert Brown

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue convertible loan facilities to the value of \$50,000 to Mr Robert Brown (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement for Resolutions 1 to 3

The Company will disregard any votes cast in favour of these Resolutions by or on behalf of any Director who participated in the convertible loan facilities in respect of which the approval is sought, and any associates of those Directors (**Resolutions 1 to 3 Excluded Party**). 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 Proxy Form, or, provided the Chair is not a Resolutions 1 to 3 Excluded Party, 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 Proxy Form to vote as the proxy decides.

4. Resolution 4 - Ratification of Prior Issues of Convertible Loan Facilities

To consider and, if thought fit, to pass the following resolution with or without amendment, as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the previous issue of convertible loan facilities totalling \$1,055,000 issued on 16 July 2019 on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of the resolution by, or on behalf of, a person who participated in the issue or any associates of those persons.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- 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 Proxy Form to vote as the proxy decides.

5. Resolution 5 – Approval of Future Issue of Shares

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 500,000,000 fully paid ordinary Shares on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of Resolution 5 by a person and any associates of the person who:

- may participate in the issue of Shares under this Resolution; and
- might obtain a benefit if this Resolution is passed, and any associates of those persons, except a benefit solely in their capacity as a holder of Shares if the Resolution is passed.

However, the Company need not disregard a vote if:

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

6. General

To transact any other business as may be brought before the meeting in accordance with the Constitution of the Company, the Corporations Act, or otherwise.

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'Ian Tchacos', written in a cursive style.

IAN TCHACOS
EXECUTIVE CHAIRMAN
15 August 2019

EXPLANATORY STATEMENT

This Explanatory Statement and all attachments are important documents. They should be read carefully.

If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice, please contact the Company, your stockbroker or other professional adviser.

1. Background to Resolutions 1 to 4

On 16 July 2019, the Company announced it had finalised Loan Note Financing Agreements (**Convertible Loan Facilities**) which are convertible to shares in ADX to several key existing shareholders and new investors to raise \$1,205,000 of new funding. Included in this new funding is \$150,000 of loan funds provided equally by ADX's Directors Ian Tchacos, Paul Fink and Robert Brown.

The purpose of the issue of the Convertible Loan Facilities is to provide funding to ADX to fund the deposit and transaction costs for the Zistersdorf and Gaiselberg Fields located onshore in the Vienna Basin, Austria (RAG Production Assets) from RAG Exploration & Production GmbH (refer to ASX announcement dated 1 July 2019) as well as ongoing activities across the rest of ADX's asset portfolio.

The key terms of the Convertible Loan Facilities are as follows:

1. Loan Term: 6 months commencing 12 July 2019, extendable by mutual agreement in writing at least 15 days prior to expiry of the loan term.
2. Loan Interest: 10% per annum; payable at termination.
3. Loan Conversion Rights: The lender has the option to convert part or all of the loan into ADX shares prior to termination. The conversion price is determined by the lower of:
 - (a) the share price used for any capital raising by issue of ADX shares, during the term of the Convertible Loan Facilities; and
 - (b) A\$0.007 per share.If the price under 3(a) is less than A\$0.007, then the conversion to shares is subject to Shareholder approval. All conversion rights of Directors of ADX Energy Ltd and their related parties (including associates) are subject to Shareholder approval.
4. Early Termination by ADX: ADX may terminate the loan at any time from 12 October 2019 to expiry by repayment of the loan amount plus accrued interest. ADX will provide the lender with three (3) business days' notice prior to termination to allow the lender time to elect conversion.

Resolutions 1 to 3 seek Shareholder approval for the issue of Convertible Loan Facilities to Directors Ian Tchacos, Paul Fink and Robert Brown. This will enable each of the directors to convert their Convertible Loan Facilities at any time during the term of the Convertible Loan Facilities. Resolution 4 seeks Shareholder ratification of the issue of the Convertible Loan Facilities to unrelated parties totalling \$1,055,000 in order to reinstate the Company's 15% placement capacity.

2. Resolutions 1 to 3 - Issue of Convertible Loan Facilities to Directors

2.1 General

As set out above, Resolutions 1 to 3 seek Shareholder approval for the issue of the Convertible Loan Facilities to ADX Directors Ian Tchacos, Paul Fink and Robert Brown (or their respective nominees) (**Related Party Notes**) which amount to \$50,000 each to Mr Tchacos, Mr Fink and Mr Brown (**Related Parties**).

Chapter 2E Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the

Corporations Act.

Resolutions 1 to 3 relate to the proposed issue of the Related Party Notes to the Related Parties, which is a financial benefit that requires Shareholder approval for the purposes of section 208 of the Corporations Act.

However, section 210 of the Corporations Act provides that shareholder approval under section 208 is not required if the financial benefit to be provided to the related party is on terms that:

- (a) would be reasonable in the circumstances if the company and the related party were dealing at arm's length; or
- (b) are less favourable to the related party than the terms referred to in (a).

The Directors (in the absence of Mr Ian Tchacos, Mr Paul Fink and Mr Robert Brown) have determined that, taking into account the Company's current circumstances, prevailing market conditions and the terms of the Convertible Loan Facilities as set out above, and that additional Convertible Loan Facilities were issued at the same time and on the same terms to unrelated parties, the financial benefit to be provided to the Related Parties through the issue of the Related Party Notes is on arm's length terms. Accordingly, the Directors (in the absence of Mr Ian Tchacos, Mr Paul Fink and Mr Robert Brown) have determined that the arm's length exception in section 210 of the Corporations Act applies and therefore Shareholder approval under section 208 is not necessary.

ASX Listing Rule 10.11

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

Resolutions 1 to 3 seek Shareholder approval for the issue of Related Party Notes to the Related Parties. Accordingly, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

2.2 Technical information required by ASX Listing Rule 10.11

Pursuant to and in accordance with the requirements of ASX Listing Rule 10.13, the following information is provided in relation to the proposed issue of Related Party Notes:

- (a) the Related Parties are Mr Ian Tchacos, Mr Paul Fink and Mr Robert Brown and they are related parties by virtue of being Directors;
- (b) Related Party Notes to the value of \$50,000 each will be issued to the Related Parties (or their respective nominees);
- (c) the maximum number of Shares that may be issued to each Related Party under the Related Party Notes will be calculated by dividing the amount of loan funds provided by the Related Parties by the issue price. Under the Convertible Loan Facilities, the lowest price per Share is \$0.007. Therefore, the maximum number of Shares to be issued to the Related Parties shall be as follows:

Related Party	Maximum Number of Shares
Ian Tchacos	7,142,857
Paul Fink	7,142,857
Robert Brown	7,142,857
Total	21,428,571

- (d) the Related Party Notes will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (e) the key terms of the Convertible Loan Facilities are set out in the Company's ASX announcement dated 16 July 2019.
- (f) the Shares issued on conversion of the Related Party Notes will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (g) a voting exclusion statement is included in the Notice in connection with Resolutions 1 to 3; and
- (h) the funds raised will be used towards funding the deposit and transaction costs for the Zistersdorf and Gaiselberg Fields located onshore in the Vienna Basin, Austria from RAG Exploration & Production GmbH (refer to ASX announcement dated 1 July 2019) as well as ongoing activities across the rest of ADX's asset portfolio.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Related Party Notes to the Related Parties as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Related Party Notes to the Related Parties will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

3. Resolution 4 – Ratification of the Prior Issues of Convertible Loan Facilities

3.1 General

As set out in section 1 above and announced on 16 July 2019, the Company issued Convertible Loan Facilities to unrelated parties to raise \$1,055,000.

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Convertible Loan Facilities (**Ratification**).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period. ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying these issues, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval. In addition, the base figure (ie variable 'A') upon which the Company's 15% and 10% annual placement capacities are calculated will include these ratified issues.

3.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) the Company issued that number of Convertible Loan Facilities to raise up to \$1,055,000. Upon conversion of the Convertible Loan Facilities, a maximum of 150,714,286 Shares will be issued;
- (b) the effective conversion price under the Convertible Loan Facilities is \$0.007 per Share. If a capital raising is undertaken by the Company at a price lower than \$0.007, the Company will seek Shareholder approval for the conversion of the loan into shares;
- (c) the key terms of the Convertible Loan Facilities are set out in the Company's ASX announcement dated 16 July 2019;
- (d) the Shares issued on conversion will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (e) the proceeds of the Convertible Loan Facilities are being used towards funding the deposit and transaction costs for the Zistersdorf and Gaiselberg Fields located onshore in the Vienna Basin, Austria from RAG Exploration & Production GmbH (refer to ASX announcement dated 1 July 2019) as well as ongoing activities across the rest of ADX's asset portfolio.

A voting exclusion statement is included in this Notice.

The Directors of the Company unanimously recommend that Shareholders vote in favour of Resolution 4.

4. Resolution 5 – Approval of Future Issue of Shares

4.1 Introduction

Resolution 5 seeks shareholder approval under ASX Listing Rule 7.1 for the issue of up to 500,000,000 Shares.

4.2 ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is set out in Section 3.1 above.

The effect of this Resolution 5 will be to enable the Company to issue the Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

4.3 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 5:

- (a) the maximum number of Shares to be issued is 500,000,000;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur progressively;
- (c) the issue price will be not less than 80% of the volume weighted average price for Shares calculated over the 5 days on which sales in the Shares are recorded before the day on which the issue is made or, if there is a prospectus, over the last 5 days on which sales in the securities were recorded before the date the prospectus is signed;
- (d) the Shares will be issued to sophisticated and professional investors. None of the subscribers will be related parties of the Company; and
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) the Company intends to use the funds raised from this issue to:
 - (i) fund all or part of the final consideration for the acquisition of the Zistersdorf and Gaiselberg Fields located onshore in the Vienna Basin, Austria (RAG Production Assets) from RAG Exploration & Production GmbH (refer ASX announcement 1 July 2019) – approximately 80% of the funds raised; and
 - (ii) other operational working capital needs including the potential testing of the Mica 1 appraisal well – approximately 20% of the funds raised.

Assuming no Options are exercised and only 500,000,000 Shares are issued, the number of Shares on issue would increase from 1,221,462,619 (being the number of Shares on issue as at the date of this Notice) to 1,721,462,619 and the shareholding of existing Shareholders would be diluted by 40.2%.

The Directors of the Company unanimously recommend that Shareholders vote in favour of Resolution 5.

Recommendations

The Board believes that the Resolutions to be proposed at the Company's General Meeting are in the best interests of the Company and (except where otherwise stated) unanimously recommends that Shareholders vote in favour of each Resolution.

Enquiries

Shareholders are invited to contact the Chairman, Mr Ian Tchacos, on (08) 9381 4266 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Company or **ADX** means ADX Energy Ltd (ABN 50 009 058 646).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

General Meeting or **Meeting** means the meeting convened by the Notice.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option which enables the holder to subscribe for one Share.

Ordinary Securities has the meaning set out in the ASX Listing Rules.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

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ADX Energy Ltd
ABN 50 009 058 646

ADX

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



Need assistance?



Phone:
1300 798 297 (within Australia)
+61 3 9415 4828 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (WST) Wednesday, 18 September 2019.**

Proxy Form

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

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

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

Lodge your Proxy Form:

XX

Online:

Use your computer or smartphone to appoint your proxy and vote at www.investorvote.com.au or scan your personalised QR code below using your smartphone.

Your secure access information is



Control Number: 999999
SRN/HIN: I999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

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 ADX Energy Ltd 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 General Meeting of ADX Energy Ltd to be held at Level 2, Suite 14, 210 Bagot Road, Subiaco, Western Australia on Friday, 20 September 2019 at 10:00am (WST) 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.

	For	Against	Abstain
1 Issue of Convertible Loan Facilities to Director - Mr Ian Tchacos	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Issue of Convertible Loan Facilities to Director - Mr Paul Fink	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Issue of Convertible Loan Facilities to Director - Mr Robert Brown	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of Prior Issues of Convertible Loan Facilities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of Future Issue of Shares	<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.

Step 3 Signature of Securityholder(s) *This section must be completed.*

<input type="text"/>	<input type="text"/>	<input type="text"/>	/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details (Optional)

<input type="text"/>	<input type="text"/>
Mobile Number	Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

