



30 July 2024

Dear Shareholder

Extraordinary General Meeting – Notice and Proxy

Notice is given that Metgasco Ltd (ACN 088 196 383) (**Company**) is convening an Extraordinary General Meeting (Meeting) of Shareholders on Thursday, 29 August 2024, at 10:00am (WST). If you would like to attend it will be held at Level 3, 88 William Street, Perth WA 6000. If the above arrangements with respect to the Meeting change, shareholders will be updated via ASX Market Announcements Platform as well as the Company's website at <http://www.metgasco.com.au>.

Notice of Meeting

In accordance with section 110D(1) of the Corporations Act 2001 (Cth) (Corporations Act), the Company will not be sending hard copies of the notice to shareholders unless a shareholder has requested a hard copy or made an election for the purposes of section 110E of the Corporations Act to receive documents from the Company in physical form. The notice can be viewed and downloaded from the Company's website at <http://www.metgasco.com.au/announcements> or ASX at <https://www.asx.com.au/markets/company/mel>.

Voting

Shareholders are encouraged to participate in voting on the resolutions to be considered at the Meeting. To vote by proxy, please complete, sign and return your personalised proxy form in accordance with the instructions set out in the proxy form. Alternatively, you may vote online, or in person by attending the Meeting.

Proxy form instructions (by proxy form or online voting) must be received by the Company's share registry by no later than 10:00am (WST) on Tuesday, 27 August 2024. Instructions received after that time will not be valid for the meeting.

The Company encourages all shareholders to vote prior to the Meeting by returning their proxy voting instructions before the deadline and advises that all voting in respect of resolutions considered at the meeting will be conducted on a poll.

Electronic Communications

The Company encourages all shareholders to communicate with the Company by email at info@metgasco.com.au and Link Market Services (the Company's share registry) at registrars@linkmarketservices.com.au. These methods allow the Company to keep you informed without delay, are environmentally friendly, and reduce the Company's print and mail costs.

Please register to receive electronic communications and update your shareholder details online at: <https://investorcentre.linkgroup.com/>

On behalf of the Board, I look forward to welcoming you all to the meeting and take this opportunity to again thank Metgasco's shareholders for their ongoing support of the Company.

For and on behalf of the Board of Directors.

Sonu Cheema
Company Secretary

METGASCO LIMITED

ACN 088 196 383

NOTICE OF GENERAL MEETING AND EXPLANATORY STATEMENT

TIME: Thursday, 29 August 2024
DATE: 10:00 AM AWST
PLACE: Level 3, 88 William Street, Perth WA 6000

This Notice of Meeting and Explanatory Statement should be read in its entirety.

If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 (8) 9463 2463.

In accordance with paragraph 72.1 of the Constitution, the Notice of Meeting will be given to members via email to the email address nominated by each member. If any Shareholder has not nominated an email address or if the Company receives an electronic notification that the sending of the Notice of Meeting via email has failed, the Notice of Meeting will be given to such Shareholders by sending the Notice of Meeting by post to the address listed for that Shareholder in the Company's register of members (or to any alternative address nominated by the relevant Shareholder).

Shareholders can also access a copy of the Notice at the following link:

<https://www.asx.com.au/markets/trade-our-cash-market/announcements.mel>

How Shareholders Can Participate

1. Shareholders are urged to appoint the Chair as their proxy. Shareholders can complete the Proxy Form to provide specific instructions on how a Shareholder's vote is to be cast on each item of business and the Chair must follow the Shareholder's instructions. Lodgement instructions (which include the ability to lodge proxies electronically) are set out in the Proxy Form attached to the Notice of Meeting. If a person other than the Chair is appointed as proxy, the proxy will revert to the Chair in the absence of the appointed proxy holder's attendance at the Meeting. Your proxy voting instructions must be received by 27 August 2024 at 10:00 AM AWST.
2. Corporate Shareholders should appoint a corporate representative or attorney to act on their behalf. See the Important Information below on how to appoint a corporate representative or attorney.
3. Shareholders may submit questions in advance of the Meeting by email to the Company Secretary at info@metgasco.com.au. Responses will be provided at the Meeting in respect of all valid questions received prior to 27 August 2024 at 10:00 AM AWST. Shareholders who attend the Meeting, will also have the opportunity to submit questions during the Meeting.

Shareholders should contact the Company Secretary on +61 (8) 9463 2463 or by email at info@metgasco.com.au if they have any queries in relation to the Meeting arrangements.

If the above arrangements with respect to the Meeting change, Shareholders will, without limiting the requirements of the Company's Constitution, be updated via the ASX Market Announcements Platform and on the Company's website at: <https://www.metgasco.com.au/> .

IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that a General Meeting of Metgasco Limited (ACN 088 196 383) (**Company**) will be held at Level 3, 88 William Street, Perth WA 6000 on 29 August 2024 at 10:00 AM AWST.

YOUR VOTE IS IMPORTANT

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

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 27 August 2024 at 10:00 AM AWST.

VOTING IN PERSON

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

VOTING BY PROXY

Shareholders are strongly encouraged to vote by lodging a directed proxy appointing the Chair as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice. Instructions for lodging proxies are included on your personalised proxy form.

To vote by proxy, please complete and sign the enclosed Proxy Form 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, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder 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.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed;
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed;
- an instrument of proxy in which the name of the appointee is not filled in is taken to be given in favour of the Chair; and
- if a Shareholder does not instruct its proxy on how to vote, the proxy may, subject to any voting exclusions applicable to each Resolution, vote as he or she sees fit at the Meeting.

Further details on these matters 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 (ie 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 (ie 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 (ie 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 resolution or is otherwise required under section 250JA of the Corporations Act; and
- either of the following applies:
 - o the proxy is not recorded as attending the meeting; or
 - o the proxy does not vote on the resolution,

the chair 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.

Chair's intention in relation to undirected proxies

The Chair intends to vote undirected proxies in favour of all Resolutions.

VOTING BY CORPORATE REPRESENTATIVE OR ATTORNEY

Corporate representative

Corporate Shareholders who wish to appoint a representative to attend the Meeting on their behalf must provide that person with a properly executed letter or other document confirming that they are authorised to act as the corporate shareholder's representative. The authorisation may be effective either for the Meeting or for all meetings of the Company.

Power of attorney and authorities

The appointment of an attorney for the Meeting is not effective unless the instrument appointing the attorney, and the original or an attested copy of the power of attorney or other authority (if any) under which the instrument is signed, are received by the Company Secretary at info@metgasco.com.au at least 48 hours before the Meeting i.e. by no later than 27 August 2024 at 10:00 AM AWST. Any forms received after that time will not be valid for the Meeting.

REQUIRED MAJORITY

Each Resolution proposed in this Notice of Meeting is an ordinary resolution and will be passed if, in each case, more than 50% of the votes cast by Shareholders entitled to vote on the relevant Resolution are cast in favour of that Resolution.

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of the Shareholders of Metgasco Limited (ACN 088 196 383) (**Company**) will be held at Level 3, 88 William Street, Perth WA 6000, commencing at 29 August 2024 at 10:00 AM AWST to consider, and if thought fit, to pass the Resolutions set out below.

Terms used in this Notice of Meeting and accompanying Explanatory Statement are defined in the glossary to this document.

The Explanatory Statement which accompanies and forms part of this Notice of Meeting describes the matters to be considered at the General Meeting.

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF MAY PLACEMENT SHARES – LISTING RULE 7.1

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

That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 62,611,000 May Placement Shares on the terms and conditions set out in the Explanatory Statement accompanying the Notice of this Meeting.

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of any person who participated in the issue contemplated in Resolution 1, or any Associate of those persons. However, this does not apply to a vote cast in favour of Resolution 1 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with the directions given to the proxy or attorney to vote on Resolution 1 in that way; or
- (b) the Chair acting as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with a direction given to the Chair to vote on Resolution 1 as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Resolution 1; and
 - (ii) the holder votes on Resolution 1 in accordance with directions given by the beneficiary to the holder to vote in that way.

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF MAY PLACEMENT SHARES – LISTING RULE 7.1A

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

That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 106,388,675 May Placement Shares on the terms and conditions set out in the Explanatory Statement accompanying the Notice of this Meeting.

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of any person who participated in the issue contemplated in Resolution 2, or any Associate of those persons. However, this does not apply to a vote cast in favour of Resolution 2 by:

- (d) a person as proxy or attorney for a person who is entitled to vote on Resolution 2, in accordance with the directions given to the proxy or attorney to vote on Resolution 2 in that way; or
- (e) the Chair acting as proxy or attorney for a person who is entitled to vote on Resolution 2, in accordance with a direction given to the Chair to vote on Resolution 2 as the Chair decides; or
- (f) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (iii) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Resolution 2; and

the holder votes on Resolution 2 in accordance with directions given by the beneficiary to the holder

3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF JULY PLACEMENT SHARES – LISTING RULE 7.1

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

That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 50,000,000 July Placement Shares on the terms and conditions set out in the Explanatory Statement accompanying the Notice of this Meeting.

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of any person who participated in the issue contemplated in Resolution 3, or any Associate of those persons. However, this does not apply to a vote cast in favour of Resolution 3 by:

- (g) a person as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with the directions given to the proxy or attorney to vote on Resolution 3 in that way; or
- (h) the Chair acting as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with a direction given to the Chair to vote on Resolution 3 as the Chair decides; or
- (i) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (iv) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Resolution 3; and

the holder votes on Resolution 3 in accordance with directions given by the beneficiary to the holder

4. RESOLUTION 4 – APPROVAL TO ISSUE JULY PLACEMENT OPTIONS

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

That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 5,000,000 July Placement Options to be issued on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is expected to participate in the issue or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity), or an Associate of those persons. However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair acting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5. RESOLUTION 5 – DIRECTOR PARTICIPATION IN PLACEMENT – KENNETH AITKEN

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

That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 5,000,000 Shares under the Placement to Kenneth Aitken (or his nominee) at an issue price of \$0.005 per Share and otherwise on the terms set out in the Explanatory Statement accompanying the Notice of this Meeting.

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of Kenneth Aitken and any other person who will obtain a material benefit as a result of the issue contemplated by Resolution 5 (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any Associate of those persons. However, this does not apply to a vote cast in favour of Resolution 5 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with the directions given to the proxy or attorney to vote on Resolution 5 in that way; or
- (b) the Chair acting as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with a direction given to the Chair to vote on Resolution 5 as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Resolution 5; and
 - (ii) the holder votes on Resolution 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

6. RESOLUTION 6 – DIRECTOR PARTICIPATION IN PLACEMENT – ROBBERT WILLINK

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

That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 5,000,000 Shares under the Placement to Robbert Willink (or his nominee) at an issue price of \$0.005 per Share and otherwise on the terms set out in the Explanatory Statement accompanying the Notice of this Meeting.

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of Robbert Willink and any other person who will obtain a material benefit as a result of the issue contemplated by Resolution 6 (except a benefit solely by reason of being a holder of ordinary securities

in the entity) or any Associate of those persons. However, this does not apply to a vote cast in favour of Resolution 6 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with the directions given to the proxy or attorney to vote on Resolution 6 in that way; or
- (b) the Chair acting as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with a direction given to the Chair to vote on Resolution 6 as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Resolution 6; and
 - (ii) the holder votes on Resolution 6 in accordance with directions given by the beneficiary to the holder to vote in that way.

7. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF OPTIONS TO BLUE OCEAN EQUITIES

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

That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 2,000,000 Options to Blue Ocean Equities Pty Ltd on the terms and conditions set out in the Explanatory Statement accompanying the Notice of this Meeting.

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 7 by Blue Ocean Equities Pty Ltd or any of its Associates. However, this does not apply to a vote cast in favour of Resolution 7 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on Resolution 7, in accordance with the directions given to the proxy or attorney to vote on Resolution 7 in that way; or
- (b) the Chair acting as proxy or attorney for a person who is entitled to vote on Resolution 7, in accordance with a direction given to the Chair to vote on Resolution 7 as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Resolution 7; and
 - (ii) the holder votes on Resolution 7 in accordance with directions given by the beneficiary to the holder to vote in that way.

8. RESOLUTION 8 - RATIFICATION OF PRIOR ISSUE OF OPTIONS TO LENDER (NAGY)

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

That, for the purposes of Listing Rule 7.4 and for all other purposes, the issue of 4,000,000 Options to A.C.N. 136 965 538 Pty Ltd as trustee for the Nagy Trust on the terms and conditions set out in the Explanatory Statement accompanying the Notice of this Meeting.

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of A.C.N. 136 965 538 Pty Ltd as trustee for the Nagy Trust or any of its Associates. However, this does not apply to a vote cast in favour of Resolution 8 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on Resolution 8, in accordance with the directions given to the proxy or attorney to vote on Resolution 8 in that way; or
- (b) the Chair acting as proxy or attorney for a person who is entitled to vote on Resolution 8, in accordance with a direction given to the Chair to vote on Resolution 8 as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Resolution 8; and
 - (ii) the holder votes on Resolution 8 in accordance with directions given by the beneficiary to the holder to vote in that way.

9. RESOLUTION 9 - RATIFICATION OF PRIOR ISSUE OF OPTIONS TO LENDER (VAUGHAN)

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

That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 4,000,000 Options to J & A Vaughan Super Pty Ltd as trustee for J & A Vaughan Superannuation Fund on the terms and conditions set out in the Explanatory Statement accompanying the Notice of this Meeting.

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of J & A Vaughan Super Pty Ltd as trustee for J & A Vaughan Superannuation Fund or any of its Associates. However, this does not apply to a vote cast in favour of Resolution 9 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on Resolution 9, in accordance with the directions given to the proxy or attorney to vote on Resolution 9 in that way; or
- (b) the Chair acting as proxy or attorney for a person who is entitled to vote on Resolution 9, in accordance with a direction given to the Chair to vote on Resolution 9 as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Resolution 9; and
 - (ii) the holder votes on Resolution 9 in accordance with directions given by the beneficiary to the holder to vote in that way.

Dated: 25 July 2024

By order of the Board
Sonu Cheema
Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Extraordinary General Meeting of the Company to be held 29 August 2024 at Level 3, 88 William Street, Perth WA 6000 commencing at 10:00 AM AWST (WST).

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Meeting preceding this Explanatory Statement. Capitalised terms in this Explanatory Statement are defined in the glossary to this document.

If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice of Meeting, please contact the Company Secretary, your accountant, solicitor, stockbroker or other professional advisor before voting.

1. BACKGROUND TO RESOLUTIONS 1 TO 6

May Placement

On 10 May 2024, the Company announced to ASX that it had received commitments from sophisticated and institutional investors to participate in a placement of the Company's Shares (**May Placement**) to raise approximately \$1,000,000 (before costs) at an issue price of \$0.005 per May Placement Share.

The May Placement was lead managed by Blue Ocean Equities Pty Ltd (**Blue Ocean**).

The Company has issued 185,000,000 Shares under the Placement to date (**May Placement Shares**), including:

- (a) 78,111,325 Placement Shares in reliance on the Company's placement capacity under Listing Rule 7.1; and
- (b) 106,388,675 Placement Shares in reliance on the Company's placement capacity under Listing Rule 7.1A.

The Company now seeks the approval of Shareholders to Resolutions 1 and 2 to ratify the issue of the May Placement Shares pursuant to Listing Rule 7.4, for the purpose of "refreshing" the Company's placement capacity under Listing Rules 7.1 and 7.1A (as explained in further detail in Section 2.1 below).

Director Participation in Placement

As part of the May Placement, two of the Directors, Messrs Kenneth Aitken and Robbert Willink (**Participating Directors**) each committed to subscribe for \$25,000 worth of Shares at an Issue Price of \$0.005, being a total of 5,000,000 Shares each (**Director Placement Shares**), subject to obtaining the approval of Shareholders under Listing Rule 10.11 (**Director Placement**). The Company seeks Shareholder approval to the issue of the Director Placement Shares to Mr Aitken under Resolution 5 and to Mr Willink under Resolution 6, pursuant to Listing Rule 10.11.

The funds raised from the issue of the Director Placement Shares will be used for the same purposes as the funds raised under the Placement.

July Placement

On 8 July 2024, the Company issued 50,000,000 fully paid ordinary shares (**July Placement Shares**) to sophisticated investors at an issue price of \$0.005 per July Placement Share to raise \$250,000 (before costs) (**July Placement**).

The July Placement was conducted by the Company, there was no Lead Manager to the July Placement.

The Company issued the July Placement Shares under its placement capacity under Listing Rule 7.1.

The July Placement participants will also receive one (1) free attaching unlisted option for every ten (10) new July Placement Shares subscribed (**July Placement Options**), subject to shareholder approval. The July Placement Options will be exercisable at \$0.01 each and expire on 4 June 2027.

The Company now seeks the approval of Shareholders to Resolution 3 to ratify the issue of the July Placement Shares pursuant to Listing Rule 7.4, for the purpose of “refreshing” the Company’s placement capacity under Listing Rule 7.1. The Company also seeks approval from Shareholders in Resolution 4 to issue the July Placement Options pursuant to Listing Rule 7.1

2. RESOLUTIONS 1 AND 2 – RATIFICATION OF PRIOR ISSUE OF MAY PLACEMENT SHARES

Resolutions 1 and 2 seek Shareholder ratification pursuant to Listing Rule 7.4 in respect of the issue of 185,000,000 May Placement Shares, which were issued in reliance on the Company’s placement capacity under Listing Rules 7.1 and 7.1A without Shareholder approval.

2.1 Regulatory Requirements

Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders. A listed company may not, over any 12-month period, issue or agree to issue an amount of Equity Securities which is greater than to 15% of the fully paid ordinary shares it had on issue at the start of that 12-month period (**15% Placement Capacity**), unless the issue or agreement to issue is approved by shareholders or otherwise comes within one of the exceptions to Listing Rule 7.1.

Listing Rule 7.1A allows for a listed company to increase its capacity to issue Equity Securities by an additional 10% of the company’s issued share capital, subject to obtaining shareholder approval at an annual general meeting. The Company obtained such approval at its most recent annual general meeting of Shareholders. Therefore the Company may, in addition to its 15% Placement Capacity, issue or agree to issue Equity Securities totalling up to 10% of its issued capital at the time of issue or agreement, over a period ending no later than 12 months after the date of the annual general meeting at which such approval was obtained (**Additional 10% Placement Capacity**).

The issue of the May Placement Shares did not qualify under any of the exceptions to Listing Rule 7.1 or 7.1A, and accordingly, was issued in reliance on the Company’s placement capacity under those Listing Rules (without Shareholder approval), reducing the Company’s capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the issue date.

Listing Rule 7.4 permits a company in general meeting to ratify a previous issue of Equity Securities made without shareholder approval under Listing Rule 7.1 and/or 7.A (provided that the previous issue did not breach the conditions of the relevant Listing Rule). The purpose and effect of the ratification is to “refresh” the Company’s placement capacity under those Listing Rules, thereby allowing the Company to issue a further number of Equity Securities equal to the number of Equity Securities ratified, without Shareholder approval, in reliance on and subject to the conditions prescribed under the 15% Placement Capacity and/or Additional 10% Placement Capacity.

For the above reason, Shareholder approval is sought under Resolutions 1 and 2 to ratify the issue of 185,000,000 May Placement Shares under Listing Rule 7.4.

2.2 Technical information required by Listing Rule 14.1A

If Resolutions 1 and 2 are passed, the issue of the May Placement Shares will be excluded in calculating the Company’s 15% Placement Capacity and Additional 10% Placement Capacity, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the May Placement Shares.

If Resolutions 1 and 2 are not passed, the issue of the May Placement Shares will be included in calculating the Company's 15% Placement Capacity and Additional 10% Placement Capacity, and any further issue of Equity Securities within the 12-month period following the date of issue of the Placement Shares will require the prior approval of Shareholders, unless it qualifies for another exception to Listing Rule 7.1. As at the date of this Notice, the Company has fully utilised its placement capacity under Listing Rules 7.1A.

2.3 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolutions 1 and 2:

(a) **Identity of the persons to whom securities were issued**

The May Placement Shares the subject were issued to sophisticated and professional investors introduced to the Company by Blue Ocean, including 100,000,000 Placement Shares to Glennon Small Companies Limited (ACN 605 542 229) (**Glennon**), an existing substantial shareholder of the Company, which increased Glennon's total Shareholding in the Company, when aggregated with that of its Associates to, a total of 216,541,308 Shares, and their relevant interest and voting power in the Company to approximately 17.34% as at the date of this Notice.

With the exception of Glennon, the May Placement Shares were not issued to any other material investors¹ of the Company.

(b) **The number and class of securities issued**

A total of 185,000,00 Shares comprised the May Placement Shares.

78,111,325 Shares were issued using the Company's capacity under Listing Rule 7.1, the ratification of which is the subject of Resolution 1.

106,388,675 Shares were issued using the Company's capacity under Listing Rule 7.1A, the ratification of which is the subject of Resolution 2.

(c) **Issue date**

169,000,000 of the May Placement Shares were issued on 15 May 2024.

16,000,000 of the May Placement Shares were issued on 24 May 2024.

(d) **Issue price**

All May Placement Shares were issued at a price of \$0.005 per May Placement Share.

(e) **Purpose of the issue**

The funds raised pursuant to the issue of the Placement Shares will be primarily applied to progress appraisal development of the Odin gas field (ATP2021 & PRL211) via the drilling of the Odin-2 well, to bring that well into production and otherwise, for the Company's general working capital.

(f) **Relevant agreement**

The May Placement Shares were not issued under any agreement.

¹ ASX consider the following to be material investors:

- (i). a related party of the Company;
- (ii). a member of the Company's Key Management Personnel;
- (iii). a substantial shareholder in the Company;
- (iv). an adviser to the Company; or
- (v). an Associate of any of the above,

where such person or entity is being issued more than 1% of the Company's current issued capital.

(g) **Voting exclusion statement**

A voting exclusion statement for Resolutions 1 and 2 is included in the Notice of Meeting preceding this Explanatory Statement.

2.4 Board Recommendation

Each Director recommends that Shareholders vote in favour of Resolutions 1 and 2.

3. RESOLUTION 3 - RATIFICATION OF PRIOR ISSUE OF JULY PLACEMENT SHARES

Resolution 3 seeks Shareholder ratification pursuant to Listing Rule 7.4 in respect of the issue of 50,000,000 July Placement Shares, which were issued in reliance on the Company's placement capacity under Listing Rule 7.1 without Shareholder approval.

3.1 Regulatory Requirements

Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders. A listed company may not, over any 12-month period, issue or agree to issue an amount of Equity Securities which is greater than to 15% of the fully paid ordinary shares it had on issue at the start of that 12-month period (**15% Placement Capacity**), unless the issue or agreement to issue is approved by shareholders or otherwise comes within one of the exceptions to Listing Rule 7.1.

The issue of the May Placement Shares did not qualify under any of the exceptions to Listing Rule 7.1, and accordingly, was issued in reliance on the Company's placement capacity under those Listing Rules (without Shareholder approval), reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue date.

Listing Rule 7.4 permits a company in general meeting to ratify a previous issue of Equity Securities made without shareholder approval under Listing Rule 7.1 (provided that the previous issue did not breach the conditions of the relevant Listing Rule). The purpose and effect of the ratification is to "refresh" the Company's placement capacity under Listing Rule 7.1, thereby allowing the Company to issue a further number of Equity Securities equal to the number of Equity Securities ratified, without Shareholder approval, in reliance on and subject to the conditions prescribed under the 15% Placement Capacity.

For the above reason, Shareholder approval is sought under Resolution 3 to ratify the issue of 50,000,000 July Placement Shares under Listing Rule 7.4.

3.2 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, the issue of the July Placement Shares will be excluded in calculating the Company's 15% Placement Capacity, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the July Placement Shares.

If Resolution 3 is not passed, the issue of the July Placement Shares will be included in calculating the Company's 15% Placement Capacity, and any further issue of Equity Securities within the 12-month period following the date of issue of the Placement Shares will require the prior approval of Shareholders, unless it qualifies for another exception to Listing Rule 7.1.

3.3 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 3:

(h) **Identity of the persons to whom securities were issued**

The July Placement Shares were issued to sophisticated and professional investors who were identified and selected by the Company. The investors were identified by meeting the criteria of being sophisticated and/or professional investors with the required capital to participate.

The July Placement Shares were not issued to any material investors² of the Company.

(i) **The number and class of securities issued**

A total of 50,000,00 Shares comprised the July Placement Shares.

The July Placement Shares are all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

(j) **Issue date**

The July Placement Shares were issued on 8 July 2024.

(k) **Issue price**

All July Placement Shares were issued at a price of \$0.005 per July Placement Share.

(l) **Purpose of the issue**

The funds raised pursuant to the issue of the Placement Shares will be primarily applied to progress appraisal development of the Odin gas field (ATP2021 & PRL211) via the drilling of the Odin-2 well, to bring that well into production and otherwise, for the Company's general working capital.

(m) **Relevant agreement**

The July Placement Shares were not issued under any agreement.

(n) **Voting exclusion statement**

A voting exclusion statement for Resolution 3 is included in the Notice of Meeting preceding this Explanatory Statement.

3.4 Board Recommendation

Each Director recommends that Shareholders vote in favour of Resolution 3.

4. RESOLUTION 4 – APPROVAL TO ISSUE JULY PLACEMENT OPTIONS

Resolution 4 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the July Placement Options.

4.1 Regulatory Requirements

Listing Rule 7.1, subject to specific exceptions, limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The issue of the July Placement Options does not fall within any of the exceptions and exceeds the 15% limit in Listing Rule 7.1. The issue of the July Placement Options therefore requires approval of the Company's Shareholders under Listing Rule 7.1. To that end, Resolution 4 seeks the required Shareholder approval for the issue of the July Placement Options under and for the purposes of Listing Rule 7.1.

If Resolution 4 is passed, the Company will be able to proceed with the issue of the July Placement Options to the July Placement participants and the issue of the July Placement Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the July Placement Options.

² ASX consider the following to be material investors:

- (i). a related party of the Company;
- (ii). a member of the Company's Key Management Personnel;
- (iii). a substantial shareholder in the Company;
- (iv). an adviser to the Company; or
- (v). an Associate of any of the above,

where such person or entity is being issued more than 1% of the Company's current issued capital.

Further, if all of the July Placement Options are issued and exercised before the expiry date, the Company has the potential to raise up to \$50,000 from the exercise of those July Placement Options.

If Resolution 4 is not passed, unless the Company otherwise has the capacity under Listing Rule 7.1, the Company will not be able to proceed with the issue of the July Placement Options and consequently, the Company will not potentially raise up to \$50,000 on the exercise of Placement Options.

4.2 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 4:

(a) **Identity of the persons to whom securities were issued**

The July Placement Options are proposed to be issued to the July Placement participants, being various professional and sophisticated investors identified by the Company. This process of identifying existing and new investors is managed by the Company officers and communicated as part of the capital raising process. None of the sophisticated and professional investors are a related party of the Company or material investor.³

(b) **The number and class of securities issued or agreed to issue**

A total of 5,000,000 July Placement Options are to be issued, being options to subscribe for Shares.

(c) **A summary of the material terms of the securities**

The July Placement Options are unlisted options, exercisable at \$0.01 each and expiring on 4 June 2027.

The material terms of the July Placement Options are outlined in Schedule 3.

(d) **Issue date**

The Company anticipates that the July Placement Options will be issued on a date shortly following the conclusion of the Meeting, and in any event no later than 3 months after the date of the Meeting.

(e) **Issue price**

The July Placement Options will be issued at a nil issue price, being free attaching options to the July Placement Shares. The Company will not receive any other consideration for the issue of the July Placement Options (other than in respect of funds received on exercise of the July Placement Options).

(f) **Purpose of the issue**

The purpose of the issue of the July Placement Options is to incentivise participation in the Placement.

If all of the July Placement Options are exercised prior to expiry, the Company will raise up to \$50,000. If this is the case, the Company anticipates it will use those funds for working capital purposes as required at the time.

(g) **Relevant Agreement**

The July Placement Options will not be issued under any agreement.

³ ASX consider the following to be material investors:

- (i). a related party of the entity;
- (ii). a member of the entity's Key Management Personnel;
- (iii). a substantial holder in the entity;
- (iv). an adviser to the entity; or
- (v). an associate of any of the above,

where such person or entity is being issued more than 1% of the entity's current issued capital.

(h) **Voting exclusion**

A voting exclusion statement for Resolution 4 is included in the Notice of Meeting preceding this Explanatory Statement.

5. RESOLUTIONS 5 AND 6 - DIRECTOR PARTICIPATION IN PLACEMENT – KENNETH AITKEN AND ROBBERT WILLINK

5.1 Background

As noted in the Section 1, the Company has received commitments from two of its Directors, Mr Kenneth Aitken (Managing Director) and Mr Robbert Willink (Non-Executive Director) (**Participating Directors**), to subscribe for, between them, a total of \$50,000 worth of Shares under the Placement, subject to the Company obtaining the requisite Shareholder approvals. If approved, a total of 10,000,000 Shares will be issued to the Participating Directors on the same terms as the Placement, including as to issue price, as follows:

- (a) 5,000,000 Shares to Mr Kenneth Aitken (Resolution 5); and
 - (b) 5,000,000 Shares to Mr Robbert Willink (Resolution 6),
- (collectively, **Director Placement Shares**).

The issue of the Director Placement Shares would result in the Participating Directors' respective Shareholdings and voting power in the Company, when aggregated with that of its increase, being as follows:

Participating Director	As at date of this Notice		Immediately after issue of Director Placement Shares	
	<i>Total number of Shares held</i>	<i>Total voting power</i>	<i>Total number of Shares held</i>	<i>Total voting power</i>
Kenneth Aitken	8,226,470	0.57%	13,226,470	0.91%
Robbert Willink	13,090,629	0.90%	18,090,629	1.25%

The issue of the Director Placement Shares however is not expected to have any impact on the control of the Company.

5.2 Regulatory Requirements

Listing Rule 10.11 provides that, unless a specified exception set out at Listing Rule 10.12 applies, a company must not issue or agree to issue Equity Securities to a related party (amongst others) without the approval of its ordinary shareholders. A "related party" includes the directors of a company.

As such, Shareholder approval is sought in respect of the issue of the Director Placement Shares to Mr Kenneth Aitken under Resolution 5 and Mr Robbert Willink under Resolution 6 for the purposes of Listing Rule 10.11 and all other purposes, by virtue of their directorships.

As Shareholder approval is being sought under Listing Rule 10.11, approval is not required under Listing Rule 7.1 and the issue of the Director Placement Shares (if approved) will not impact the 15% Placement Capacity or the Additional 10% Placement Capacity.

If either Resolution 5 or 6 are passed, the Director that is the subject of the relevant Resolution that is passed will be able to participate in the Director Placement and subscribe for the number of Placement Shares as applicable to that Director as set out at section 5.1 above.

If either Resolution 5 or 6 are not passed, the Director that is the subject of the relevant Resolution that is not passed will not be able to participate in the Director Placement and will not be issued Director Placement Shares.

Technical information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolutions 5 and 6:

- (a) **Name of person to whom securities are to be issued**
- The securities to be issued under Resolution 5 are to be issued to Mr Kenneth Aitken (or his nominee).
- The securities to be issued under Resolution 6 are to be issued to Mr Robbert Willink (or his nominee).
- (b) **Nature of relationship between person to receive securities and the Company**
- Each of Messrs Aitken and Willink is a Director and therefore, related party of the Company, and as such, is a person who falls within the category of persons in a position of influence contemplated in Listing Rule 10.11.1.
- (c) **Number and class of securities to be issued**
- A total of 5,000,000 fully paid ordinary shares in the Company will be issued to Mr Kenneth Aitken (or his nominee) if Resolution 5 is approved by Shareholders.
- A total of 5,000,000 fully paid ordinary shares in the Company will be issued to Mr Robbert Willink (or his nominee) if Resolution 6 is approved by Shareholders.
- (d) **Date of issue**
- The Company will issue the Director Placement Shares the subject of each of Resolutions 5 and 6, if approved, as soon as possible and in any event within one month after the date of the Meeting.
- (e) **Issue price**
- The Director Placement Shares the subject of each of Resolutions 5 and 6, if approved, will be issued at a cash price of \$0.005 per Share, being the issue price offered to all investors under the Placement.
- (f) **Purpose of the issue**
- The purpose of the issue of the Director Placement Shares is to allow the Participating Directors to participate in the Placement and for the Company to maximise the funds raised under the Placement.
- The funds raised pursuant to the issue of the Director Placement Shares will be primarily applied to progress appraisal development of the Odin gas field (ATP2021 & PRL211) via the drilling of the Odin-2 well, to bring that well into production and otherwise, for the Company's general working capital.
- (g) **No incentivisation**
- The Director Placement Shares are not being issued to incentivise either of the Participating Directors.
- (h) **Relevant Agreement**
- The Director Placement securities are not to be issued under any agreement
- (i) **Voting exclusion statement**
- A voting exclusion statement for Resolutions 5 and 6 is included in the Notice of Meeting preceding this Explanatory Statement.

5.3 Chapter 2E – Corporations Act

Chapter 2E of the Corporations Act regulates the provision of “financial benefits” to “related parties” by a public company. Chapter 2E prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the provisions; or
- (b) prior shareholder approval is obtained to the giving of the financial benefit.

A “related party” is widely defined under the Corporations Act and includes the directors of the Company. As such, the Directors are related parties of the Company for the purposes of section 208 of the Corporations Act.

A “financial benefit” is construed widely and in determining whether a financial benefit is being given, section 229 of the Corporations Act requires that any consideration that is given is disregarded, even if the consideration is adequate. It is necessary to look at the economic and commercial substance and the effect of the transaction in determining the financial benefit. Section 229 of the Corporations Act includes as an example of a financial benefit, the issuing of securities or the granting of an option to a related party. Accordingly, the issue of the securities under Resolutions 5 and 5 (inclusive) constitutes the provision of a financial benefit to a related party.

One of the nominated exceptions to the requirement to obtain shareholder approval under Chapter 2E of the Corporations Act is where the provision of the financial benefit is on terms that would be reasonable in the circumstances if the Company and the related party were dealing at arm’s length (or on terms less favourable than arm’s length).

Approval is not being sought under Chapter 2E of the Corporations Act for Resolutions 5 and 6 (inclusive) as it is the view of the Board that the issue of the securities by the Company to the Directors is being made on an arm’s length basis as the securities are on the same terms as the securities issued to sophisticated and professional investors under the Placement.

5.4 Board Recommendation

Each Director (other than the Participating Directors, who abstains by reason of their material personal interest in the outcomes of Resolutions 5 and 6) recommends that Shareholders vote in favour of each of Resolutions 5 and 6.

6. RESOLUTIONS 7 TO 9 – RATIFICATION OF PRIOR ISSUE OF OPTIONS

Resolutions 7 to 9 seek Shareholder ratification pursuant to Listing Rule 7.4 in respect of the issue of the following Options, which were issued in reliance on the Company’s placement capacity under Listing Rule 7.1 without Shareholder approval:

- (a) 2,000,000 Options to the Company’s lead manager in connection with the Placement, Blue Ocean Equities Pty Ltd (**Blue Ocean**), on 4 June 2024 (Resolution 7) (**Broker Options**); and
- (b) 4,000,000 Options to each of the Company’s lenders, A.C.N. 136 965 538 as trustee for the Nagy Trust (**Nagy**) and J & A Vaughan Super Pty Ltd as trustee for the J & A Vaughan Superannuation Fund (**J&A Vaughan**) on 19 April 2024 (Resolution 8 and Resolution 9 respectively) (collectively, **Lender Options**).

The Broker Options were issued to Blue Ocean pursuant to its mandate with the Company as part consideration for the services provided by Blue Ocean as lead manager in connection with the Placement. In addition to the Broker Options, Blue Ocean was also paid a fee of 6% of the on gross proceeds raised by the Company from the Placement (made up of a 3% management fee and a 3% selling fee).

The Lender Options were issued to Nagy and J&A Vaughan pursuant to Secured Loan Deeds dated 9 April 2024 between the Company and each of Nagy and J&A Vaughan (each, a **Loan Deed**) as consideration for their provision to the Company of a short term commercial loan facility as announced to the ASX on 11 April 2024.⁴

⁴ Refer ASX Announcement “Termination of Keybridge relationship” dated 11 April 2024 cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02794565-2A1517203.

6.1 Regulatory Requirements

As noted in section 2.1 above, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue or agree to issue, unless the issue or agreement to issue is approved by shareholders or otherwise comes within one of the exceptions to Listing Rule 7.1, subject to specified exceptions.

The issue of the Broker Options and the Lender Options do not qualify under any of the exceptions to Listing Rule 7.1, and accordingly, was issued in reliance on the Company's placement capacity under Listing Rule 7.1 (without Shareholder approval). This reduced the Company's 15% Placement Capacity for the 12-month period following the date of issue of the Broker Options and the Lender Options by approximately 0.75% in total.

As noted in section 2.1 above, Listing Rule 7.4 permits a company in general meeting to ratify a previous issue of Equity Securities made without shareholder approval under Listing Rule 7.1 (provided that the previous issue did not breach the conditions of that Listing Rule). For this reason, Shareholder approval is sought under Resolutions 7 to 9 (inclusive) to ratify the issue of the Broker Options and the Lender Options under Listing Rule 7.4, so as to "refresh" the Company's 15% Placement Capacity to the extent utilised for the purpose of those issues.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1.

If any of Resolutions 7 to 9 are passed, the issue of the Options under that Resolution will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 effectively increasing the number of Equity Securities the Company can issue without shareholder approval over the 12-month period following the date of issue of those Options.

If any of Resolutions 7 to 9 are not passed, the issue of the Options under that Resolution will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without shareholder approval over the 12-month period following the date of issue of those Options.

6.2 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolutions 7 to 9 (inclusive):

(a) Identity of the persons to whom securities were issued

The Broker Options the subject of Resolution 7 were issued to Blue Ocean Equities Pty Ltd (**Blue Ocean**), the Company's lead manager in respect of the Placement.

The Lender Options the subject of Resolution 8 were issued to A.C.N. 136 965 538 Pty Ltd as trustee for the Nagy Trust (**Nagy**), a lender to the Company pursuant to one of the Secured Loan Deeds referred to in Section 4.1 above.

The Lender Options the subject of Resolution 9 were issued to J & A Vaughan Super Pty Ltd as trustee for the J & A Vaughan Superannuation Fund (**J&A Vaughan**), also a lender to the Company pursuant to one of the Secured Loan Deeds referred to in Section 4.1 above.

None of Blue Ocean, Nagy or J&A Vaughan are material investors in the Company.⁵

(b) The number and class of securities issued

The Broker Options issued to Blue Ocean and the subject of Resolution 7 comprise a total of 2,000,000 Options.

The Lender Options issued to Nagy and the subject of Resolution 8 comprise a total

⁵ ASX consider the following to be material investors:

- (i). a related party of the entity;
- (ii). a member of the entity's Key Management Personnel;
- (iii). a substantial holder in the entity;
- (iv). an adviser to the entity; or
- (v). an associate of any of the above,

where such person or entity is being issued more than 1% of the entity's current issued capital.

of 4,000,000 Options.

The Lender Options issued to J&A Vaughan and the subject of Resolution 9 comprise a total of 4,000,000 Options.

(c) **A summary of the material terms of the securities**

Each Broker Option the subject of Resolution 7 is exercisable into one fully paid ordinary share in the issued capital of the Company on or before 4 June 2027 at a price of \$0.01 each. The Broker Options are transferrable, and are not quoted on the ASX. The terms of issue of the Broker Options are set out at Schedule 1.

Each Lender Option the subject of Resolutions 8 and 9 is exercisable into one fully paid ordinary share in the issued capital of the Company on or before 19 April 2026 at a price of \$0.025 each. The Lender Options are not transferrable (other than to affiliates of the relevant lender, and are not quoted on the ASX. The terms of issue of the Lender Options are set out at Schedule 2.

(d) **Issue date**

The Broker Options the subject of Resolution 7 were issued on 4 June 2024.

The Lender Options the subject of Resolutions 8 and 9 were issued on 19 April 2024.

(e) **Consideration for issue**

The Broker Options the subject of Resolution 7 were issued as part consideration for the services provided by Blue Ocean as lead manager to the Placement.

The Lender Options the subject of Resolution 8 and 9 were issued as consideration for the provision by Nagy and J&A Vaughan respectively of a short-term commercial loan facility to the Company pursuant to the Loan Deeds referred to in section 4.1 above. A summary of the material terms of the Loan Deeds is set out at Schedule 3.

If any of the Options the subject of Resolutions 7 to 9 (inclusive) are exercised in accordance with terms, the Company will receive:

- (i) in respect of the Broker Options, up to a total of \$20,000 (at an exercise price of \$0.010 each); and
- (ii) in respect of the Lender Options issued to Nagy, up to \$40,000 (at an exercise price of \$0.025 each); and
- (iii) similarly, in respect of the Lender Options issued to J&A Vaughan, up to \$40,000 (at an exercise price of \$0.025 each).

(f) **Purpose of the issue**

As explained above, no cash proceeds were received by the Company from the issue of the Broker Options or the Lender Options, as they were issued in consideration for services rendered by Blue Ocean and financial accommodation advanced by Nagy and J&A Vaughan. However, to the extent any of the Broker Options and/or Lender Options are exercised (as contemplated in paragraph (e) immediately above), it is the Board's intention that the funds raised pursuant to their exercise will be applied towards general working capital.

(g) **Material terms of agreement**

The Broker Options the subject of Resolution 7 were issued pursuant to a mandate dated 1 May 2024 pursuant to which the Company appointed Blue Ocean as lead manager to the Company's \$1,000,000 Placement. Blue Ocean was entitled to receive, and the Company paid or issued (as the case may be) to Blue Ocean:

- (i) a management fee equal to 3% of the total funds raised under the Placement;
- (ii) a selling fee equal to 3% of the total funds raised under the Placement; and

- (iii) 2,000,000 Options exercisable at a price of \$0.01 per Option for an exercise period of 3 years from their date of issue,

in each case on successful completion of the Placement.

The Lender Options the subject of Resolutions 8 and 9 were issued as consideration pursuant to the Secured Loan Deeds referred to in section 4.1 above, the key terms of which are summarised at Schedule 3.

(b) **Voting exclusion statement**

A voting exclusion statement for each of Resolutions 7 to 9 (inclusive) is included in the Notice of Meeting preceding this Explanatory Statement.

6.3 Board Recommendation

Each Director recommends that Shareholders vote in favour of each of the Resolutions 7 to 9 (inclusive).

GLOSSARY

In this Explanatory Statement, the following terms have the following unless the context otherwise requires:

15% Placement Capacity	has the meaning given in section 2 of the Explanatory Statement;
Additional 10% Placement Capacity	has the meaning given in section 2 of the Explanatory Statement;
Associate	the meaning given to that term in the Listing Rules;
ASX	ASX Limited or the securities market operated by ASX Limited, as the context requires;
Broker Options	has the meaning given in section 4 of the Explanatory Statement;

Board	board of Directors;
Chair	chair of the Meeting;
Company	Metgasco Limited (ACN 088 196 383);
Control	has the same meaning as in section 50AA of the Corporations Act;
Constitution	constitution of the Company;
Corporations Act	<i>Corporations Act 2001</i> (Cth);
Director	director of the Company;
Director Placement	has the meaning given in section 1 of the Explanatory Statement;
Director Placement Shares	has the meaning given in section 1 of the Explanatory Statement;
Equity Securities	has the meaning given to that term in the Listing Rules;
Explanatory Statement	the explanatory statement that accompanies this Notice of Meeting;
Glennon	has the meaning given in section 2.3 of the Explanatory Statement;
July Placement	has the meaning in section 1 of the Explanatory Statement;
July Placement Shares	has the meaning in section 1 of the Explanatory Statement;
July Placement Options	has the meaning in section 1 of the Explanatory Statement;
Key Management Personnel	key management personnel of the Company (as defined in section 9 of the Corporations Act);
Listing Rules	means the listing rules of the ASX;
Loan Deeds	has the meaning given in section 6 of the Explanatory Statement;

Lender Options	has the meaning given in section 6 of the Explanatory Statement;
May Placement	has the meaning in section 1 of the Explanatory Statement;
May Placement Shares	has the meaning in section 1 of the Explanatory Statement;
Meeting or General Meeting	the general meeting of the Company convened by this Notice of Meeting;
Notice of Meeting or Notice	this notice of general meeting;
Option	means an option to subscribe for a Share;
Proxy Form	the proxy form enclosed with this Notice of Meeting;
Resolution	resolution contained in this Notice of Meeting;
Schedule	schedule to this Notice of Meeting;
Share	fully paid ordinary share in the capital of the Company;
Shareholder	holder of a Share in the Company; and
WST	Australian Western Standard Time.

SCHEDULE 1 – TERMS AND CONDITIONS OF BROKER OPTIONS AND JULY PLACEMENT OPTIONS

1. Defined terms

1.1. Defined terms

In this Schedule 1:

Exercise Notice has the meaning given in clause 3.1(a)(ii).

Exercise Price means \$0.010 per Option.

Option Exercise Period means from 4 June 2024 (date of issue) until 4 June 2027 (expiry date)

Total Exercise Price has the meaning given in clause 3.1(a)(i).

2. Nature of Options

- (a) Each Option will grant the holder of that Option the right but not the obligation to subscribe for and be issued by the Borrower one Share upon the payment of the Exercise Price.
- (b) Each Option will be exercisable by the holder of that Option in the Option Exercise Period.
- (c) Any Option that has not been exercised during the Option Exercise Period will automatically lapse.
- (d) The Share issued on exercise of an Option will rank equally with the then issued Shares of the Borrower.

3. Exercise of Options

3.1. How Options are exercised

- (a) The Lender may exercise any of its Options at any time during the Option Exercise Period, by:
 - (i) making payment to the Borrower of an amount equal to the Exercise Price multiplied by the number of Options that are being exercised (**Total Exercise Price**); and
 - (ii) delivering a written notice, duly signed by an authorised representative or officer of the Lender, to the Borrower (**Exercise Notice**):
 - (A) specifying the date of the Exercise Notice;
 - (B) specifying the number of the Options held by the Lender being exercised;
 - (C) specifying the Total Exercise Price;
 - (D) confirming and providing evidence of payment of the Total Exercise Price; and
 - (E) confirming the relevant interest and voting power in the Borrower held by the Lender upon the exercise of the relevant Options.
- (b) An Exercise Notice is effective on and from the later of the Borrower's receipt of:
 - (i) the Exercise Notice; and
 - (ii) the Total Exercise Price.

3.2. Lender's voting power cannot exceed 19.99%

If an Exercise Notice specifies a number of Options to be exercised that would result in the Lender owning or controlling greater than 19.99% of the Voting Shares or 19.99% of the voting power in the Borrower:

- (a) the Exercise Notice is deemed automatically amended, so that the specified number of Options being exercised is reduced to the highest number that would not result in the Lender owning greater than 19.99% of the Voting Shares or in the Lender's voting power to exceed 19.99%; and
- (b) the Borrower will refund the Lender the Exercise Price that has been paid in respect of any Options that are not exercised by virtue of the automatic amendment described at clause 3.2(a).

3.3. Borrower's obligations after exercise

- (a) Within 5 Business Days of an Exercise Notice becoming effective in accordance with clause 3.1(b) of this Schedule 2, the Borrower must:
 - (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice and for which cleared funds have been received by the Borrower;
 - (ii) under section 708A(5)(e) of the Corporations Act, give ASX a notice that complies with section 708A(6) of the Corporations Act, as soon as practicable on or after the Shares are issued, and shall thereafter do all acts and things as may be necessary to ensure that the notice is validly lodged and effective, including responding to any notices, requisitions or queries made by ASIC or the ASX in relation to the notice;
 - (iii) or if the Borrower is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
 - (iv) if admitted to the official list of ASX at the time, apply for official quotation on the ASX of the Shares issued pursuant to the exercise of the Options as soon as is practicable after the issue of such Shares.
 - (v) If the Borrower is admitted to the official list of ASX at the time that Options are exercised, the Borrower will apply to ASX for quotation of the Shares issued upon the exercise of the Options as soon as is practicable after the issue of such Options.

4. Reorganisation of Capital

If the issued capital of the Borrower is reorganised (including consolidation, subdivision, reduction or return, but excluding share buy-back) at any time during the Option Exercise Period:

- (a) the number of Options or the Exercise Price (or both) will be reorganised (as appropriate) in a manner consistent with the ASX Listing Rules with the intention that such reorganisation will not result in any benefits being conferred on the Lender which are not conferred generally on shareholders of the Borrower; and
- (b) subject to the provisions with respect to rounding of entitlements as sanctioned by a general meeting of shareholders of the Borrower approving a reorganisation of capital, in all other respects the terms for the exercise of the Options will remain unchanged.

5. No quotation for Options

The Borrower will not apply for quotation of the Options on ASX.

6. No additional rights

No Option entitles the holder of that Option with any right:

- (a) to participate in new issues of securities by the Company without exercising the Option; or
- (b) to any change in the Exercise Price or change to number of underlying Shares over which it can be exercised, other than as set out in clause 4 of these Option Terms.

SCHEDULE 2 – TERMS AND CONDITIONS OF LENDER OPTIONS

1. Defined terms

1.1. Defined terms

In this Schedule 2:

Exercise Notice has the meaning given in clause 3.1(a)(ii) of the relevant Loan Deed.

Exercise Price means \$0.025 per Option.

Option Exercise Period means from 19 April 2024 (date of issue) until 19 April 2026 (expiry date).

Total Exercise Price has the meaning given in clause 3.1(a)(i) of the relevant Loan Deed.

2. Nature of Options

- (a) Each Option will grant the holder of that Option the right but not the obligation to subscribe for and be issued by the Borrower one Share upon the payment of the Exercise Price.
- (b) Each Option will be exercisable by the holder of that Option in the Option Exercise Period.
- (c) Any Option that has not been exercised during the Option Exercise Period will automatically lapse.
- (d) The Share issued on exercise of an Option will rank equally with the then issued Shares of the Borrower.

3. Exercise of Options

3.1. How Options are exercised

- (a) The Lender may exercise any of its Options at any time during the Option Exercise Period, by:
 - (i) making payment to the Borrower of an amount equal to the Exercise Price multiplied by the number of Options that are being exercised (**Total Exercise Price**); and
 - (ii) delivering a written notice, duly signed by an authorised representative or officer of the Lender, to the Borrower (**Exercise Notice**):
 - (A) specifying the date of the Exercise Notice;
 - (B) specifying the number of the Options held by the Lender being exercised;
 - (C) specifying the Total Exercise Price;
 - (D) confirming and providing evidence of payment of the Total Exercise Price; and
 - (E) confirming the relevant interest and voting power in the Borrower held by the Lender upon the exercise of the relevant Options.
- (b) An Exercise Notice is effective on and from the later of the Borrower's receipt of:
 - (i) the Exercise Notice; and
 - (ii) the Total Exercise Price.

3.2. Lender's voting power cannot exceed 19.99%

If an Exercise Notice specifies a number of Options to be exercised that would result in the Lender owning or controlling greater than 19.99% of the Voting Shares or 19.99% of the voting power in the Borrower:

- (a) the Exercise Notice is deemed automatically amended, so that the specified number of Options being exercised is reduced to the highest number that would not result in the Lender owning greater than 19.99% of the Voting Shares or in the Lender's voting power to exceed 19.99%; and
- (b) the Borrower will refund the Lender the Exercise Price that has been paid in respect of any Options that are not exercised by virtue of the automatic amendment described at clause 3.2(a).

3.3. Borrower's obligations after exercise

- (a) Within 5 Business Days of an Exercise Notice becoming effective in accordance with clause 3.1(b) of this Schedule 2, the Borrower must:
 - (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice and for which cleared funds have been received by the Borrower;
 - (ii) under section 708A(5)(e) of the Corporations Act, give ASX a notice that complies with section 708A(6) of the Corporations Act, as soon as practicable on or after the Shares are issued, and shall thereafter do all acts and things as may be necessary to ensure that the notice is validly lodged and effective, including responding to any notices, requisitions or queries made by ASIC or the ASX in relation to the notice;
 - (iii) or if the Borrower is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
 - (iv) if admitted to the official list of ASX at the time, apply for official quotation on the ASX of the Shares issued pursuant to the exercise of the Options as soon as is practicable after the issue of such Shares.
 - (v) If the Borrower is admitted to the official list of ASX at the time that Options are exercised, the Borrower will apply to ASX for quotation of the Shares issued upon the exercise of the Options as soon as is practicable after the issue of such Options.

4. Reorganisation of Capital

If the issued capital of the Borrower is reorganised (including consolidation, subdivision, reduction or return, but excluding share buy-back) at any time during the Option Exercise Period:

- (a) the number of Options or the Exercise Price (or both) will be reorganised (as appropriate) in a manner consistent with the ASX Listing Rules with the intention that such reorganisation will not result in any benefits being conferred on the Lender which are not conferred generally on shareholders of the Borrower; and
- (b) subject to the provisions with respect to rounding of entitlements as sanctioned by a general meeting of shareholders of the Borrower approving a reorganisation of capital, in all other respects the terms for the exercise of the Options will remain unchanged.

5. No quotation for Options

The Borrower will not apply for quotation of the Options on ASX.

6. No additional rights

No Option entitles the holder of that Option with any right:

- (a) to participate in new issues of securities by the Company without exercising the Option; or
- (b) to any change in the Exercise Price or change to number of underlying Shares over which it can be exercised, other than as set out in clause 4 of these Option Terms.

SCHEDULE 3 – KEY TERMS AND CONDITIONS OF SECURED LOAN DEEDS

Loan Deeds		
<p>The Company has entered into a Secured Loan Deed with each of ACN 136 965 538 Pty Ltd as trustee Nagy Trust and J & A Vaughan Super Pty Ltd as trustee for the J & A Vaughan Superannuation Fund, on substantially the same terms. The material terms of each of those Secured Loan Deeds are set out below:</p>		
1.	Loan amount	\$500,000
2.	Approved purpose	The loan amount may only be used for the purpose of funding the repayment by the Company to Keybridge Capital Limited (KBC) of all monies owed to KBC in respect of loan notes issued by the Company to, and subscribed for by, KBC pursuant to a loan note deed dated 13 March 2023 between the Borrower, Glennon and KBC.
3.	Term	6 months
4.	Maturity date	10 October 2024 (Nagy) and 9 October (Vaughan)
5.	Interest	12% p.a. payable monthly in arrears. Default interest of 15% p.a. will also accrue on any amount due but unpaid under the relevant Loan Deed.
6.	Other consideration	1% establishment fee payable at drawdown 4,000,000 Options to the lender, exercisable at an exercise price of \$0.025 per Option with a two year exercise period expiring 19 April 2026. The Options are not transferrable other than to affiliates of the lender and are not quoted on the ASX.
7.	Events of default / enforcement rights	<p>The loan is subject to customary events of default, including:</p> <ul style="list-style-type: none"> (a) failure to pay any amount due and payable; (b) a breach of the Company's obligations under the relevant finance documents; (c) an incorrect or misleading warranty or statement made by the Company in the relevant Loan Deed; (d) insolvency of the Company or any subsidiaries of the Company; (e) a change of control of the Company; and (f) a breach of the terms of the Lender Options. <p>If an event of default occurs, all amounts outstanding under the loan (including principal and interest) become immediately repayable and the lender will be entitled to enforce its security under the relevant GSD (as referred to below).</p>

General Security Deeds and share security

The Loan Deeds are secured by way of general security deeds over all present and future property of the Company (subject to certain existing security interests) (each, a **GSD**).


In further support of the loan facility provided to the Company by J&A Vaughan, Metgasco's Chairman Mr. Philip Amery has agreed to grant a charge over certain shares in the Company held by entities under his control. The Nagy Loan Deed is secured by the abovementioned GSD only.


LODGE YOUR VOTE

 **ONLINE**
<https://investorcentre.linkgroup.com>

 **BY MAIL**
Metgasco Ltd
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

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

LODGE MENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **10:00am (AWST) on Tuesday, 27 August 2024**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:

 **ONLINE**
<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

 **BY MOBILE DEVICE**

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

QR Code



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

NAME SURNAME
ADDRESS LINE 1
ADDRESS LINE 2
ADDRESS LINE 3
ADDRESS LINE 4
ADDRESS LINE 5
ADDRESS LINE 6



X99999999999

PROXY FORM

I/We being a member(s) of Metgasco Ltd and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Company to be held at **10:00am (AWST) on Thursday, 29 August 2024 at Level 3, 88 William Street, Perth WA 6000 (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolutions 5 & 6: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 5 & 6, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

STEP 2

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 RATIFICATION OF PRIOR ISSUE OF MAY PLACEMENT SHARES – LISTING RULE 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 RATIFICATION OF PRIOR ISSUE OF OPTIONS TO LENDER (VAUGHAN)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 RATIFICATION OF PRIOR ISSUE OF MAY PLACEMENT SHARES – LISTING RULE 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3 RATIFICATION OF PRIOR ISSUE OF JULY PLACEMENT SHARES – LISTING RULE 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 APPROVAL TO ISSUE JULY PLACEMENT OPTIONS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5 DIRECTOR PARTICIPATION IN PLACEMENT – KENNETH AITKEN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6 DIRECTOR PARTICIPATION IN PLACEMENT – ROBBERT WILLINK	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7 RATIFICATION OF PRIOR ISSUE OF OPTIONS TO BLUE OCEAN EQUITIES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8 RATIFICATION OF PRIOR ISSUE OF OPTIONS TO LENDER (NAGY)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



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

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

MEL PRX2401D

