



NORWEST ENERGY NL

ACN 078 301 505

NOTICE OF GENERAL MEETING

TIME: 2.00pm (WST)

DATE: Tuesday, 7th June 2022

PLACE: The Park Business Centre
45 Ventnor Avenue,
West Perth, Western Australia

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 9227 3240.

IMPORTANT NOTICE

Covid-19

Should there be restrictions on indoor gatherings in Western Australia at the time of the General Meeting as a result of the COVID-19 Pandemic, the Company encourages shareholders NOT TO ATTEND THE GENERAL MEETING IN PERSON and to vote by proxy or on-line and attend by electronic means provided.

Please note that the Company will strictly comply with any applicable limitations on indoor gatherings in force at the time of the General Meeting. If any restrictions are in force at the time of the General Meeting voting by you at the General Meeting will not be possible if entry is denied to you unless a proxy is appointed by you and is in attendance at the meeting or you vote on-line.

If submitting a proxy form, it is strongly recommended that the chair is appointed as your proxy to ensure the proxy will be in attendance at the General Meeting. It is also recommended that you direct your proxy how to vote on the voting form.

Meeting Process

The General Meeting is being run as a physical meeting.

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IMPORTANT INFORMATION

Time and place of Meeting

Notice is given that the Meeting will be held at 2.00pm (WST) on Tuesday, 7th June 2022 at:

The Park Business Centre
45 Ventnor Avenue
WEST PERTH WA 6005

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 that are registered Shareholders at 5.00pm (WST) Sunday, 5th June 2022.

Voting in person (or by Attorney)

To vote in person, attend the Meeting at the time, date and place set out above. Attorneys should bring with them an original or certified copy of the Power of Attorney under which they have been authorised to attend and vote at the Meeting. Should there be restrictions on indoor gatherings in Western Australia at the time of the General Meeting as a result of the COVID-19 Pandemic, the Company encourages shareholders NOT TO ATTEND THE GENERAL MEETING IN PERSON and to vote by proxy or on-line and attend by electronic means provided.

Voting by Corporation

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

Voting by Poll

Shareholders are advised that all Resolutions to be considered at the General Meeting will be put to a poll, in accordance with the provisions of the Company's Constitution.

Voting by proxy

To vote by proxy, please refer to the personalised Proxy Form enclosed with the Letter to Shareholders, sent under separate mail, for instructions on how to vote by Proxy. Complete the Proxy Form online or return the personalised form 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 that is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two 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.

To be effective, proxies must be received by Sunday, 2:00pm (WST) on 5th June 2022. Proxies lodged after this time will be invalid.

BUSINESS OF THE MEETING

AGENDA

1 RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SECURITIES

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 465,545,550 Shares on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: 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 is a counterparty to the agreement being approved and any associate of that person or those persons. However, this does not apply to a vote cast in favour of a resolution by:

- a) a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- b) the chair of the meeting 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.

2 RESOLUTION 2 – AWARD OF PERFORMANCE RIGHTS TO RELATED PARTY MR IAIN PETER SMITH

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

"That, for the purposes of Listing Rules 10.14 and 10.19, sections 200B and 200E of the Corporations Act and for all other purposes, approval is given for the Company to issue 30 million Performance Rights to Director Mr Iain Peter Smith (or his permitted nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person referred to in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan and any of their associates. However, this does not apply to a vote cast in favour of a resolution by:

- a) a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- b) the chair of the meeting 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.

Voting Prohibition Statement: A person appointed as a proxy must not vote on the basis of that appointment, on this Resolution if:

- a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- c) the proxy is the Chair; and
- d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Dated: 3rd May 2022
By order of the Board

A handwritten signature in cursive script, appearing to read 'J Long', followed by a period.

Jo-Ann Long
Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

RESOLUTION 1 – RATIFICATION OF A PRIOR ISSUE OF SECURITIES

1.1 Background

As announced by the Company to ASX on 6th April 2022, the Company announced a placement of 465,545,550 Shares to professional and sophisticated investors at an issue price of \$0.033 per Share (**Placement**) (**Placement Shares**) under the Company's placement capacity afforded Listing Rule 7.1A.

Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of 465,545,550 Placement Shares.

1.2 Listing Rule 7.1A

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without 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.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

Listing Rule 7.1A provides that, in addition to issues permitted without prior shareholder approval under Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under Listing Rule 7.1A may issue or agree to issue during the period the approval is valid a number of quoted equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period as adjusted in accordance with the formula in Listing Rule 7.1.

Where an eligible entity obtains shareholder approval to increase its placement capacity under Listing Rule 7.1A then any ordinary securities issued under that additional placement capacity:

- (a) will not be counted in variable "A" in the formula in Listing Rule 7.1A; and
- (b) are counted in variable "E",

until their issue has been ratified under Listing Rule 7.4 (and provided that the previous issue did not breach Listing Rule 7.1A or 12-months has passed since their issue.

By ratifying the issue, the subject of Resolution 1, the base figure (i.e. variable "A") in which the Company's 15% and 10% annual placement capacities are calculated will be a higher number which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval.

1.3 Technical information required by Listing Rule 14.1A

If Resolution 1 is passed, the Placement Shares will be excluded in calculating the Company's 10% placement capacity under Listing Rule 7.1A, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 1 is not passed, the Placement Shares will be included in calculating the Company's 10% placement capacity under Listing Rule 7.1A, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

1.4 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 the ratification of the Placement Shares:

- (a) the Shares were issued to clients of EurozHartleys and a substantial shareholder of the Company. In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the issuees were:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders, advisors of the Company or any associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company,except substantial holder Mineral Resources Ltd who was issued 1.3% of the issued capital of the Company to maintain its current shareholding percentage interest in the Company of approximately 17.5%.
- (b) a total of 465,545,550 Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1A;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued on 14th April 2022;
- (e) the issue price was 3.3 cents per Share, raising \$15,363,003 (before costs);
- (f) the funds raised from this issue are planned to be used for the following:
 - (i) Completion of Lockyer Deep-1 gas discovery well, as a future production well;
 - (ii) 2D and 3D seismic surveys within EP368 and EP426;
 - (iii) 2 x Lockyer Deep appraisal wells;
 - (iv) 1 x exploration well; and
 - (v) General working capital;
- (g) the Company has not spent any of the funds raised from the Placement;
- (h) the Shares were not issued under an Agreement.

1.5 Additional Information

The Board recommends that Shareholders vote in favour of Resolution 1.

The Chairperson intends to exercise all available proxies in favour of Resolution 1.

RESOLUTION 2 – AWARD OF PERFORMANCE RIGHTS TO RELATED PARTY MR IAIN PETER SMITH

2.1 Background

The Company has agreed, subject to obtaining Shareholder approval, to award 30 million Performance Rights to Director Mr Iain Peter Smith on the terms and conditions set out below (Performance Rights).

The Performance Rights are being offered and will be granted under the Norwest Incentive Option and Performance Rights Plan (**Plan**).

Please refer to Schedule 1 for a summary of the terms of the Plan.

Refer to Schedule 2 for a summary of the material terms of the Performance Rights.

Resolution 2 seeks Shareholder approval for the award of the Performance Rights to Mr Smith.

2.2 Chapter 2E of the 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.

The grant of Performance Rights constitutes giving a financial benefit and Mr Smith is a related party of the Company by virtue of being a Director. Any nominee of Mr Smith to receive the Performance Rights would be a related party by virtue of being an associate of Mr Smith.

The Directors (other than Mr Smith who has a material personal interests in Resolution 2) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Performance Rights because the agreement to grant the Performance Rights is considered reasonable remuneration having regard to the circumstances of the Company and the position held by Mr Smith. Accordingly, the proposed grant of the Performance Rights to Mr Smith is considered to fall within the "reasonable remuneration" exception set out in section 211 of the Corporations Act so that member approval is not required for the purposes of Chapter 2E of the Corporations Act.

2.3 Listing Rule 10.14

The Company is proposing to grant Performance Rights to Mr Iain Peter Smith.

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire Equity Securities under an employee incentive Plan unless it obtains shareholder approval:

- (a) a director of the company (Listing Rule 10.14.1);
- (b) an associate of a director of the company (Listing Rule 10.14.2); or
- (c) a person whose relationship with the company, or a person referred to in Listing Rule 10.14.1. or 10.14.2 is such that, in ASX's opinion, that the acquisition should be approved by its shareholders.

As the grant of the Related Party Performance Rights under Resolution 2 involves the grant of securities to a Director of the Company (or his nominee), and therefore falls within Listing Rule 10.14.1 and 10.14.2, Shareholder approval pursuant to ASX Listing Rule 10.14 is required.

2.4 Technical Information required by Listing Rule 14.1A

If Resolution 2 is passed, the Company will be able to proceed with the grant of the Performance Rights under that Resolution.

If the Resolution is not passed, the Company will not be able to grant the Performance Rights the subject of the Resolution.

2.5 Technical Information required by Listing Rule 10.15

Pursuant to and in accordance with Listing Rule 10.15, the following information is provided in relation to Resolution 2:

- (a) the Performance Rights are to be granted to Mr Smith (or his permitted nominee), who falls within Listing Rule 10.14.1 by virtue of being a Director;
- (b) any nominee of Mr Smith's to receive the Performance Rights instead of Mr Smith directly would fall within Listing Rule 10.14.2, as Mr Smith's Associates.
- (c) the current total remuneration package for Mr Smith is as follows:

Related Party	Shares	Performance Rights ¹	Options ²
Iain Peter Smith	0	30 million	160 million

Notes:

- 1. Being the Performance Rights the subject of this Resolution 2.
 - 2. Comprising 90,000,000 unlisted Options exercisable at \$0.0089 on or before 30 June 2026 and 70,000,000 unlisted Options exercisable at \$0.0341 each on or before 19 October 2025. All Options are vested other than 30,000,000 Options under the first set referred above which are to vest on 30 June 2022.
- (d) the remuneration from the Company to Mr Smith for the previous financial year and the proposed remuneration for the current financial year are set out below:

Related Party	Current Financial Year	Previous Financial Year
Iain Peter Smith	\$468,550	\$381,000

- (e) Mr Smith has previously been granted 160,000,000 Options as part of the Plan for no cash consideration comprising 90,000,000 unlisted Options exercisable at \$0.0089 on or before 30 June 2026 and 70,000,000 unlisted Options exercisable at \$0.0341 each on or before 19 October 2025;
- (f) each Performance Right will have a \$Nil exercise price and will vest upon certain conditions and milestones. Refer to Schedule 2 for a summary of the material terms and conditions of the Performance Rights;
- (g) Performance Rights are being issued as a long-term performance incentive and as part of Mr Smith's remuneration package to motivate and reward the performance of Mr Smith as a Director;

- (h) the total of the fair value of the Performance Rights proposed to be granted, as determined on 20 April 2022, using the methodology set out in Schedule 2, is \$0.0074 per Performance Right, meaning the total value of the Performance Rights proposed to be granted is \$222,500;
- (i) the Performance Rights will be granted 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 Listing Rules);
- (j) a summary of the material terms of the Plan is provided in Schedule 1;
- (k) there is no loan being provided to Mr Smith in respect of the Performance Rights;
- (l) details of any securities issued under the Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14; and
- (m) any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after Resolution 2 is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under that rule.

2.6 Sections 200B and 200E of the Corporations Act

Mr Smith occupies a managerial or executive office with the Company within the meaning of section 200AA of the Corporations Act.

Section 200B of the Corporations Act generally provides that, subject to specific exceptions, Shareholder approval is required for the giving of benefits to a person occupying a managerial or executive office with the Company in connection with their retirement from a managerial or executive office. The term 'benefits' is widely defined and may include the early vesting or acceleration of the Performance Rights or waiver of exercise or forfeiture conditions or performance hurdles.

The Plan, and the terms and conditions of grant of the Performance Rights under the Plan to Mr Smith, contain a number of provisions which may operate to entitle Mr Smith to an early vest of Performance Rights earlier and/or in different circumstances than might otherwise be the case in connection with their ceasing to hold a managerial or executive office with the Company. Some of the relevant provisions in the Plan (or terms and conditions) are subject to the Board exercising their discretion to allow such exercise (whether by waiving conditions of exercise or extending the period for exercise or otherwise).

Accordingly, the retirement benefit that may be given under the Plan is a waiver of exercise conditions in relation to Related Party Performance Rights in certain circumstances (or extension of time to vest Related Party Performance Rights) including upon termination of employment or office with the Company due to resignation, redundancy, retirement, permanent incapacity or death or where a takeover bid is made for the Shares in the Company, or a change of control event occurs.

The value of any such benefits which may be given to Mr Smith cannot presently be ascertained but matters, events and circumstances that will, or are likely to, affect the calculation of that value include:

- (a) the number of Performance Rights held by the Related Party;
- (b) the number of Performance Rights that vest early;
- (c) the price of Shares on the ASX on the date of calculation;
- (d) the status of any vesting conditions or other conditions for the Performance Rights at the time of ceasing to hold a managerial or executive office with the; and

- (e) the Related Party's length of service and reasons for ceasing to hold a managerial or executive office with the Company.

Shareholder approval is sought under section 200E of the Corporations Act to the giving of any benefit to Mr Smith in connection with their future cessation of office or position with the Company under the terms of the Plan (or terms and conditions of grant) in relation to the Performance Rights, including as a result of any future exercise of a discretion by the Board under the terms of the Plan or the terms and conditions of the Performance Rights.

Mr Smith has advised that he has no current intention to resign from their positions with the Company.

2.7 Further Details relating to the Financial Benefit

Shareholders should note the further details as set out below relating to the financial benefit being provided to Mr Smith;

- (a) if all Performance Rights granted to Mr Smith vest and are exercised, a total of 30,000,000 Shares would be issued. This will increase the number of Shares on issue from 6,606,843,055 to 6,636,843,055 (assuming that no other Shares are issued in the meantime) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 0.45%;
- (b) some details of the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	4.9 cents	24 March 2022
Lowest	0.5 cents	22 April 2021
Last	3.3 cents	20 April 2022

- (c) the primary purpose of the grant of the Performance Rights to Mr Smith is to provide a performance linked incentive component in the remuneration package for Mr Smith to motivate and reward the performance of Mr Smith as a Director.

2.8 Voting Prohibition – Section 200E of the Corporations Act

In accordance with sections 200E(2A) and (2B) of the Corporations Act no votes on Resolution 2 may be cast by Mr Smith or any associate of Mr Smith. This restriction does not prevent Mr Smith or any of his associates from voting on the Resolution as proxy for another person which specifies how the proxy holder is to vote.

2.9 Listing Rule 10.19

Listing Rule 10.19 provides that, without the approval of shareholders, an entity must ensure that no officer of the entity or any of its child entities will be, or may be, entitled to termination benefits if the value of those benefits and the termination benefits that may become payable to all officers together exceed 5% of the equity interests of the entity as set out in the latest accounts given to the ASX under the Listing Rules.

Section 2.6 above notes that the Plan, and the terms and conditions of grant of Performance Rights under the Plan to Mr Smith contain a number of provisions which may constitute benefits for the purposes of section 200B of the Corporations Act. These provisions may also constitute termination benefits for the purposes of Listing Rule 10.19. As such, the Company is also seeking Shareholder approval for these benefits to be given.

If Shareholders approve Resolution 2, the value of the benefits will not be counted towards the 5% cap set out in Listing Rule 10.19.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Award has the meaning given in Schedule 1.

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.

Class Order means ASIC Class Order 14/1000 as amended or replaced from time to time.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

Company or **NWE** means Norwest Energy NL (ACN 078 301 505).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Eligible Participant has the meaning given in Schedule 1.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Group means the Company and its subsidiaries.

Group Company means a company in the Group.

Key Management Personnel has the same meaning as in the accounting standards (as that term is defined in the Corporations Act) and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, directly or indirectly, including any director (whether executive or non-executive) of the Company or if the Company is part of a consolidated entity of an entity within the consolidated group.

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

Option means an option to acquire a Share.

Participant has the meaning given in Schedule 1.

Performance Right means a performance right issued under the Plan.

Plan or **Incentive Plan** means Norwest Incentive Option and Performance Rights Plan.

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.

VWAP means volume weighted average price.

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

SCHEDULE 1 – SUMMARY OF THE TERMS OF THE INCENTIVE PLAN

The Board may, from time to time, in its absolute discretion, make a written invitation to any Eligible Participant to apply for Options or Performance Rights (together, **Awards**), upon the terms set out in the Incentive Plan and upon such additional terms and conditions as the Board determines.

1 Eligibility

The following persons are eligible to participate in the Scheme:

- (a) directors of any Group Company;
- (b) full or part time employees of any Group Company;
- (c) casual employees of any Group Company working, or reasonably expected to work, approximately 40% or more of a comparable full time position;
- (d) contractors of any Group Company where the individual performing the work is working, or reasonably expected to work, approximately 40% or more of a comparable full-time position; and

a person who is to become one of the above,

(**Eligible Participant** or where issued Awards the **Participant**).

Subject to Board approval, an offer may be renounced by an Eligible Participant in favour of immediate family members, a company whose shareholders comprise only the eligible participant or immediate family members, or a corporate trustee of a self-managed superannuation fund in which the eligible participant is a director of the trustee (where issued awards, also a **Participant**).

2 Offer and Application Form

An invitation to apply for the issue of Awards under the Incentive Plan must be made by way of an offer document (**Offer Document**). At a minimum, the Offer Document must include the following information:

- (a) the maximum number of Awards that the Eligible Participant may apply for, or the formula for determining the number of Awards that may be applied for;
- (b) the maximum number of Shares that the Participant is entitled to be issued on the exercise of each Award or the formula for determining the maximum number of Shares;
- (c) the Option exercise price (**Exercise Price**) of any Options or the formula for determining the Option Exercise Price;
- (d) any applicable vesting conditions as determined by the Board in its discretion;
- (e) any restriction period the Board has resolved to apply to Shares issued on exercise of the Awards;
- (f) when Awards will expire (**Expiry Date**);
- (g) the date by which an Offer Document must be accepted (**Closing Date**);
- (h) any other terms and conditions applicable to the Awards; and
- (i) any other information required by law or the Corporations Act, the Class Order or the ASX Listing Rules or the considered by the Board to be relevant to the Awards or the Shares to be issued on the exercise of the Awards.

Where the Company needs to rely on ASIC Class Order 14/1000 as amended or replaced from time to time (**Class Order**) in respect of an Offer, the Company must have reasonable grounds to believe, when making an Offer, that the number of Shares to be received on exercise of Awards offered under an Offer, when aggregated with the number of Shares issued or that may be issued as a result of offers made in reliance on the Class Order at any time during the previous 3 year period under an employee incentive Plan covered by the Class Order or under an ASIC exempt arrangement of a similar kind to an employee incentive Plan, will not exceed 5% of the total number of Shares on issue at the date of the Offer.

3 Terms of the Awards

- (a) An Award is non-transferable other than in special circumstances with the consent of the Board (which may be withheld in its discretion).
- (b) Unless quoted on the ASX, each Award will be issued to an Eligible Participant under the Incentive Plan for no more than nominal consideration.
- (c) Each Award will entitle its holder to subscribe for and be issued, one fully paid ordinary share in the capital of the Company (upon vesting and exercise of that Award) unless the Plan or an applicable Offer otherwise provides.
- (d) Awards will not be listed for quotation on the ASX, unless the Offer provides otherwise. The Company will apply for official quotation of the Shares issued upon the exercise of any vested Awards.
- (e) A participant is not entitled to participate in or receive any dividend or other Shareholder benefits until its Awards have vested and been exercised and Shares have been allocated to the participant as a result of the exercise of those Awards.
- (f) There are no participating rights or entitlements inherent in the Awards and participants will not be entitled to participate in new issues of securities offered to Shareholders of the Company during the currency of Awards without exercising the Options or Performance Rights, except to the extent an Offer otherwise provides where permitted by the ASX Listing Rules.
- (g) Subdivision 83A-C of the *Income Tax Assessment Act 1997* (Cth) applies to the Awards except to the extent an Offer provides otherwise.

- (h) There is no right to a change in the exercise price or in number of underlying Shares over which an Award can be exercised, except to the extent an Offer otherwise provides where permitted by the ASX Listing Rules.
- (i) In the event of a reorganisation of the capital of the Company, the Company may alter the rights of the holder of an Award to the extent necessary to comply with the ASX listing rules applying to reorganisations at the time of the reorganisation.
- (j) Following the issue of Shares following exercise of vested Awards, Participants will be entitled to exercise all rights of a Shareholder attaching to the Shares, subject to any disposal restrictions advised to the Participant.

4 Vesting and Exercise of Awards

- (a) **Vesting Conditions:** Subject to clause 4(b) below, an Award issued under the Plan will not vest and be exercisable unless the vesting conditions (if any) attaching to that Award have been satisfied and the Board has notified the Eligible Participant of that fact within 10 Business Days of becoming aware that any vesting condition has been satisfied.
- (b) **Vesting Condition Waiver:** Notwithstanding clause 3(a) above, the Board may, in its absolute discretion, by written notice to an Eligible Participant, resolve to waive any of the vesting conditions applying to an Award. For clarity, the Board may in its discretion waive or reduce any vesting conditions after the time specified for satisfaction of those vesting conditions has passed.
- (c) **Exercise on Vesting:** A Participant (or their personal legal representative where applicable) may, subject to the terms of any Offer, exercise any vested Award at any time after the Board notifies that the Award Right has vested and before it lapses.
- (d) **Cashless Exercise Facility:**
 - (i) In respect of Options, the Board may, in its discretion, permit a Participant to exercise some or all of their Options by using the Cashless Exercise Facility. The Cashless Exercise Facility entitles a Participant to set-off the Option Exercise Price against the number of Shares which the Participant is entitled to receive upon exercise of the Participant's Options. By using the Cashless Exercise Facility, the Participant will receive Shares to the value of the surplus after the Option Exercise Price has been set-off.
 - (ii) If a Participant elects to use the Cashless Exercise Facility, and its use is approved by the Board, the Participant will be issued or transferred that number of Shares (rounded up to the nearest whole number) equal to:
 - a) the aggregate total Market Value (as determined on the date the Options the subject of the Cashless Exercise Facility are exercised) of Shares that would otherwise be issued on exercise of the Options had all such Options been exercised for a cash Option Exercise Price;
 - b) less the aggregate total Option Exercise Price otherwise payable in respect of the vested Options exercised; and
 - c) divided by the Market Value of a Share as determined on the date the Options the subject of the Cashless Exercise Facility are exercised.
 - (iii) If the Option Exercise Price otherwise payable in respect of the Options being exercised is the same or higher than the Market Value of Shares at the time of exercise, then a Participant will not be entitled to use the Cashless Exercise Facility.
- (e) **Cash Payment:** Subject to the Corporations Act, the ASX Listing Rules, the Plan and the terms of any Offer, where an Offer so provides, when all Vesting Conditions in respect of an Award have been satisfied or waived, the Board may, in its discretion, within 10 Business Days of receipt of a valid notice of exercise for vested Award, in lieu of issuing or transferring a Share to the Participant on exercise of the Award, pay the Participant or his or her personal representative (as the case may be) a cash payment for the Award exercised equal to the Market Value of a Share up to and including the date the Award was exercised, less, in respect of an Option, any Option Exercise Price. A vested Award automatically lapses upon payment of a Cash Payment in respect of the vested Award.
- (f) **Lapsing of Awards:** An Award will lapse upon the earlier of:
 - (i) the Board, in its discretion, resolving an Award lapses as a result of an unauthorised disposal of, or hedging of, the Award;
 - (ii) a vesting condition not being satisfied or becoming incapable of satisfaction (and not being waived by the Board in its discretion);
 - (iii) in respect of an unvested Award, the holder ceases to be an Eligible Participant and the Board does not exercise its discretion to vest the Award or allow it to remain unvested;
 - (iv) in respect of a vested Award, a holder ceases to be an Eligible Participant and the Board, in its discretion, resolves that the Award must be exercised within one (1) month (or such later date as the Board determines) of the date the Relevant Person ceases to be an Eligible Participant, and the Award is not exercised within that period and the Board resolves, at its discretion, that the Award lapses as a result;
 - (v) the Board deems that an Award lapses due to fraud, dishonesty or other improper behaviour of the holder/Eligible Participant under the rules of the Incentive Plan;
 - (vi) in respect of an unvested Award, a winding up resolution or order is made, and the Award does not vest in accordance with rules of the Incentive Plan; and
 - (vii) the Expiry Date of the Award.

5 Restrictions

- (a) The Board may, in its discretion, determine at any time up until exercise of an Award, that a restriction period will apply to some or all of the Shares issued or transferred to a Participant on exercise of the Award (**Restricted Shares**), up to a maximum of fifteen (15) years from the Acquisition Date of the Award (**Restriction Period**).

- (b) The Board may, in its sole discretion, having regard to the circumstances at the time, waive a Restriction Period (other than where imposed by the ASX Listing Rules).
- (c) The Company may implement any procedure it considers appropriate to restrict a Participant from dealing with any Shares for as long as those Shares are subject to a Restriction Period.
- (d) Shares are deemed to be subject to a Restriction Period to the extent necessary to comply with any escrow restrictions imposed by the ASX Listing Rules.
- (e) The Participant agrees to execute a restriction agreement in relation to the Restricted Shares reflecting any Restriction Period applying to the Restricted Shares under the Plan or any escrow imposed by the ASX Listing Rules.
- (f) No issue or allocation of Awards and/or Shares will be made to the extent that it would contravene the Constitution, Listing Rules, the Corporations Act or any other applicable law.

SCHEDULE 2 – SUMMARY OF THE TERMS OF THE PERFORMANCE RIGHTS

The following is a summary of the key terms and conditions of the Performance Rights the subject of Resolution 2:

1. Number of Performance Rights: 30,000,000;
2. Grant Price: \$Nil cash consideration;
3. Exercise Price: \$Nil cash consideration;
4. Expiry Date: 5 Years from grant date of the Performance Rights;
5. Vesting Conditions:
 - a) 10,000,000 Performance Rights vesting on achieving an independently verified 2C contingent resource (plus any 2P reserves that are certified at that time) that exceeds 1.6Tcf recoverable gas (inc. condensate equivalent) for the Lockyer Deep gas discovery;
 - b) 10,000,000 performance rights on achieving a 30-day VWAP of the NWE share price of equal to or greater than 5.5 cents per share; and
 - c) 10,000,000 performance rights upon achieving a 30-day VWAP of the NWE share price of equal to or greater than 7.0 cents per share
6. Entitlement: once an Award is vested, on exercise the holder will be entitled to receive one Share for every Award exercised, subject to any adjustment made in accordance with the Plan. A cash payment is not available in lieu of exercise of the Performance Rights;
7. Additional terms: the grant of the Performance Rights is subject to the terms of the Plan, including the Company obtaining any necessary Shareholder approvals and Mr Iain Smith remaining an 'Eligible Participant' (as defined in the Plan) at the time the Performance Rights are to be granted;
8. Disposal restrictions: Shares issued on exercise of Awards, have disposal restrictions and can only be disposed of upon the earlier of the following:
 - a. upon Mr Iain Smith ceasing to be a Director of the Company; or
 - b. upon the occurrence of a 'Change of Control' (as defined in the Plan); or
 - c. 15 years from the date of grant of the Performance Rights.
9. General:
 - a. the Performance Rights do not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise;
 - b. the Performance Rights do not entitle the holder to participate in the surplus profits or assets of the Company upon winding up;
 - c. the Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends; and
 - d. a Performance Right does not entitle a holder (in their capacity as a holder of a Performance Right) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.

SCHEDULE 3 – VALUATION OF THE PERFORMANCE RIGHTS

The Rights were valued by internal management using the Black and Scholes valuation model together with an assessment of the probability of each of the conditions being achieved.

Summary of the Estimate of the Fair Value of the granted Rights is set out below:

Tranche condition	Number Granted	Black and Scholes value AUD	Fair Value of Rights AUD
10,000,000 Performance Rights vesting on achieving an independently verified 2C contingent resource (plus any 2P reserves that are certified at that time) that exceeds 1.6Tcf recoverable gas (inc. condensate equivalent) for the Lockyer Deep gas discovery;	10,000,000	0.016	80,000.00
30-day VWAP of the NWE share price of equal to or greater than 5.5 cents per share	10,000,000	0.015	112,500.00
30-day VWAP of the NWE share price of equal to or greater than 7.0 cents per share	10,000,000	0.012	30,000.00

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **2:00pm (AWST) on Sunday, 5 June 2022.**

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.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 181044

SRN/HIN:

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.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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.

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 Norwest Energy NL 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 Norwest Energy NL to be held at the Park Business Centre, 45 Ventnor Avenue, West Perth, WA 6005 on Tuesday, 7 June 2022 at 2:00pm (AWST) and at any adjournment or postponement of that meeting. **Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 2 (except where I/we have indicated a different voting intention in step 2) even though Resolution 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 2 by marking the appropriate box in step 2.

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
Resolution 1	Ratification of prior issue of Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Award of Performance Rights to Related Party Mr Iain Peter Smith	<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.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

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

