



COMET RIDGE LIMITED

A.B.N 47 106 092 577

NOTICE OF 2017 ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

Date of Meeting

Wednesday 22 November 2017

Time of Meeting

12.30pm (Brisbane Time)

Place of Meeting

Royal on the Park
Corner Alice & Albert Streets
Brisbane Qld 4000

A Proxy Form is enclosed

Please read this Notice and Explanatory Memorandum carefully.

If you are unable to attend the Annual General Meeting please complete and return the enclosed Proxy Form in accordance with the specified directions.

COMET RIDGE LIMITED

A.B.N 47 106 092 577

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Comet Ridge Limited A.B.N 47 106 092 577 ("the Company") will be held at the Royal on the Park, Corner Alice & Albert Streets, Brisbane Qld 4000 on Wednesday 22 November 2017 at 12.30pm (Brisbane time) for the purpose of transacting the following business referred to in this Notice of Annual General Meeting.

AGENDA

ITEMS OF BUSINESS

Financial Statements and Reports

To receive and consider the financial statements of the Company for the year ended 30 June 2017 together with the Directors' Report and the Auditor's Report as set out in the Annual Report.

Resolution 1 – Non-Binding Resolution to Adopt Remuneration Report

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

"That the Remuneration Report as set out in the Annual Report for the year ended 30 June 2017 be adopted."

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company.

For the purposes of Resolution 1:

Voting Exclusion Statement:

The Company will disregard any votes cast on this resolution by or on behalf of:

- a member of the Key Management Personnel (**KMP**) of the Company; or
- a Closely Related Party of a KMP,

whether the votes are cast as a shareholder, proxy or in any other capacity.

However, the Company will not disregard a vote if it is cast as a proxy by a KMP, details of whose remuneration are included in the remuneration report for the year ended 30 June 2017, or a Closely Related Party of such a KMP:

- for a person who is entitled to vote, in accordance with the directions on the proxy form; or

- if it is cast by a person who is chairing the meeting as proxy for a person who is entitled to vote, in accordance with an express authority on the proxy form to vote as the proxy decides, even if the resolution is connected directly or indirectly with the remuneration of a KMP; and
- the vote is not cast on behalf of a KMP details of whose remuneration are included in the remuneration report for the year ended 30 June 2017, or a Closely Related Party of a KMP.

Further, the Company will not disregard a vote if it is cast by a KMP, details of whose remuneration are not included in the remuneration report for the year ended 30 June 2017, or a Closely Related Party of such a KMP:

- as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- if it is cast by a person who is chairing the meeting as proxy for a person who is entitled to vote, in accordance with an express authority on the proxy form to vote as the proxy decides, even if the resolution is connected directly or indirectly with the remuneration of a KMP.

The Chairman intends to vote any undirected proxies in favour of this resolution.

Resolution 2 – Re-election of Mr James McKay as a Director

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

"That, James McKay, who retires in accordance with clause 13.2 of the Constitution and, being eligible for re-election, be re-elected as a Director."

Resolution 3 – Ratification of the Issue of Shares

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the issue of 42,400,000 ordinary fully paid shares at A\$0.125 on 13 June 2017 to institutional and sophisticated investors on the terms and conditions set out in Explanatory Memorandum is ratified."

For the Purposes of Resolution 3:

Voting Exclusion Statement:

The Company will disregard any votes cast on this resolution by any person who participated in the issue of ordinary shares the subject of this Resolution 3 and any of its associates.

However, the Company will not disregard a vote if:

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

You may be liable for breach of the voting restrictions in the Corporations Act if you cast a vote that the Company disregards.

Resolution 4 – Grant of Performance Rights to Managing Director

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

"That, for the purposes of ASX Listing Rule 10.14, and for all other purposes, approval is hereby given for the grant of 2,500,000 Performance Rights (incorporating the right to acquire shares in the Company) to the Managing Director, Tor McCaul, under the Company's Performance Share Rights Plan (PRP), which is constituted and administered in accordance with the Rules of the PRP, on the terms set out in the Explanatory Memorandum."

For the purposes of Resolution 4:

Voting Exclusion Statement:

A vote on Resolution 4 must not be cast and the Company will disregard any votes cast on this Resolution 4 by or on behalf of Mr Tor McCaul or any Director of the Company who is eligible to participate in the employee incentive scheme in respect to which the approval is sought and, if ASX has expressed an opinion under Listing Rule 10.14.3 that approval is required for participation in the employee incentive scheme and any associate of such a Director (together Excluded Persons).

However, the Company need not disregard a vote if it is cast by an Excluded Person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by the person who is chairing the meeting as a proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

Further, a vote must not be cast on this Resolution 4 (and will be taken not to have been cast if cast contrary to this restriction) by a member of the Key Management Personnel and any Closely Related Party of such a member acting as a proxy, if their appointment does not specify the way the proxy is to vote on this Resolution 4.

However, a member of the Key Management Personnel or any Closely Related Party of such a member may vote when acting as proxy if that person is the person chairing the meeting and the appointment expressly authorises the person chairing the meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

The Chairman intends to vote any undirected proxies in favour of this resolution.

Explanations of the Resolutions are set out in the accompanying Explanatory Memorandum. This Explanatory Memorandum explains the purpose of the meeting and the resolutions to be considered at the meeting.

OTHER BUSINESS

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

For the purposes of this Notice (including each of the Resolutions), the following definitions apply:-

"Annual General Meeting" means the meeting of shareholders called by the Board under the Notice of Meeting dated 19 October 2017 to be held at the Royal on the Park, Corner Alice & Albert Streets, Brisbane Qld 4000 on Wednesday 22 November 2017 at 11.00am (Brisbane time)

"Annual Report" means the annual report of the Company for the year ended 30 June 2017;

"ASX" means the ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited;

"Board" means the Board of Directors of Comet Ridge Limited;

"Closely Related Party", in relation to a member of the KMP, means the member's spouse, child or dependant (or a child or dependant of the member's spouse), anyone else in the member's family who may be expected to influence or be influenced by the member in the member's dealings with the Company (or its controlled entities), and any company the member controls;

"Company" or **"Comet Ridge"** means Comet Ridge Limited A.B.N 47 106 092 577;

"Constitution" means the Company's Constitution, as amended from time to time;

"Corporations Act" means Corporations Act 2001 (Cth);

"Directors" mean the Directors of the Company;

"Equity Securities" has the meaning given to that term in the Listing Rules.

"Explanatory Memorandum" means the explanatory memorandum accompanying this Notice;

"Key Management Personnel" or **"KMP"** means those persons having authority and responsibility for planning, directing and controlling the activities of the Company or its controlled entities, whether directly or indirectly. Members of the KMP include directors (both executive and non-executive) and certain senior executives;

"Listing Rules" means the Listing Rules of the ASX;

“Notice” means this Notice of Annual General Meeting;

“Resolution” means a resolution contained in this Notice;

“Shares” means fully paid ordinary shares in the Company; *and*

“Shareholder” means a holder of shares in the Company.

By order of the Board

STEPHEN RODGERS

Company Secretary

Dated: 19 October 2017

Entitlement to attend and vote

In accordance with Regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the Register of Shareholders as at 7.00pm (Sydney time) on Monday 20 November 2017.

Shareholders can vote by either:-

- attending the meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the proxy form accompanying this Notice; or
- by submitting their proxy appointment and voting instructions by facsimile.

Voting in person (or by attorney)

Shareholders, or their attorneys, who plan to attend the meeting are asked to arrive at the venue 15 minutes prior to the time designated for the meeting, if possible, so that their holding may be checked against the Company's Share Register and attendance recorded. 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.

Voting by a 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 unless previously given to the Company's Share Registry.

Voting by Proxy

- A Shareholder entitled to attend and vote is permitted to appoint not more than two (2) proxies. Each proxy will have the right to vote on a poll and also to speak at the meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a Shareholder.
- The proxy can be either an individual or a body corporate.
- If a proxy is not directed how to vote on an item of business, the proxy may vote, or abstain from voting, as they think fit.
- Should any resolution, other than those specified in this Notice, be proposed at the meeting, a proxy may vote on that resolution as they think fit.
- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
- Shareholders who return their proxy forms with a direction how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the meeting as their proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the meeting, the Chairman of the meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chairman of the meeting, the secretary or any Director that do not contain a direction how to vote will be used where possible to support each of the resolutions proposed in this Notice.
- To be effective, proxies must be lodged by 12.30pm (Brisbane time) on Monday 22 November 2017. Proxies lodged after this time will be invalid.

- Proxies may be lodged using any of the following methods:-

1. by returning a completed proxy form in person or by post using the pre-addressed envelope provided with this Notice to:-

The Share Registry
Comet Ridge Limited
c/- Computershare Investor Services Pty Limited
GPO Box 242
MELBOURNE VIC 3001

or

2. by faxing a completed proxy form to:-

Comet Ridge Limited, on
1800 783 447 (within Australia); or
+ 61 3 9473 2555 (outside Australia)

or

3. by visiting:-

www.investorvote.com.au and logging in using the control number found on the front of your accompanying proxy form.

Intermediary Online subscribers
(Institutions/Custodians) may lodge their proxy instruction online by visiting
www.intermediaryonline.com

or

4. Online voting is now mobile compatible so you can readily appoint a proxy straight from your smart phone.

To do this, enter www.investorvote.com.au directly into your smart phone and follow the instructions on your personalised proxy form or scanning the QR Code on the front of your proxy form. To scan the QR code you will have needed to download and installed a QR Code Scanner application for your smart phone.

The proxy form must be signed by the Shareholder or the Shareholder's attorney.

Proxies given by corporations must be executed in accordance with the Corporations Act. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the Power of Attorney, or the Power itself, must be received by the Company at the above address, or by facsimile and by 12.30pm (Brisbane time) on Monday 22 November 2017. If facsimile transmission is used, the Power of Attorney must be certified.

Undirected Proxies

Any undirected proxies given to the Chairman of the meeting in respect to Resolutions 1 through to 4 by a shareholder entitled to vote on those resolutions **will be voted in favour** of those resolutions and the shareholder will be taken to have expressly authorised the Chairman to exercise the proxy as he/she thinks fit.

COMET RIDGE LIMITED

A.B.N 47 106 092 577

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of Comet Ridge Limited ("**Comet Ridge**" or the "**Company**") to be held at 12.30 pm Wednesday 22 November 2017. Shareholders should read this document in full.

FINANCIAL STATEMENTS AND REPORTS

The first item of the Notice of Annual General Meeting deals with the presentation of the consolidated annual financial statements of the Company for the financial year ended 30 June 2017 together with the Directors' Declaration and Report in relation to that financial year and the Auditor's Report on those financial statements. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered.

No resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the accounts and on the business, operations and management of the Company.

The Chairman will also provide Shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the Independent Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of accounts; and
- the independence of the Auditor in relation to the conduct of the audit.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

In accordance with Section 250R(2) of the Corporations Act the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's 2017 Annual Report. The Remuneration Report is contained in the Annual Report and is also available on the Company's website: www.cometridge.com.au

The Board believes that the Company's remuneration policy and framework as detailed in the Remuneration Report are appropriate given the size of the Company and its current strategic objectives.

Shareholders should note that this Resolution is advisory only and does not bind the Directors or the Company. However, if at least 25% of the votes cast on the resolution at the Annual General Meeting are against adoption of the report, then:

- if comments are made on the report at the Annual General Meeting, the Company's Remuneration Report for the financial year ending 30 June 2018 will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this; and
- if, at the Company's 2018 Annual General Meeting, at least 25% of the votes cast on the resolution for adoption of the Remuneration Report for the relevant financial year are against its adoption, the Company will be required to put to shareholders a resolution proposing that a general meeting (**Spill Meeting**) be called to consider the election of Directors of the Company (**Spill Resolution**). For any Spill Resolution to be passed, more than 50% of the votes cast on the resolution must be in favour of it. If a Spill Resolution is passed, all of the Directors (other than any Managing Director) will cease to hold office immediately before the end of the Spill Meeting unless re-elected at that meeting.

RESOLUTION 2 – RE-ELECTION OF MR JAMES MCKAY AS A DIRECTOR

The Company's Constitution provides that at every Annual General Meeting one-third of the Directors, or, if their number is not a multiple of three, then such number as is appropriate shall retire from office to ensure that no Director holds office for more than three (3) years. Mr James McKay therefore, retires from office in accordance with this requirement and submits himself for re-election.

James McKay is Executive Chairman and co-founder of Walcot Capital, a venture capital business specialising in early stage commodity investments. Walcot Capital has established a number of large and successful resource projects including Tlou Energy Limited, an ASX and AIM listed southern Africa focused coal seam gas company and ERPM, a South African based gold company that has purchased the historic East Rand Proprietary Mine with a 51M oz.

James is the former Chairman of successful coal seam gas company Sunshine Gas Limited, having overseen that company's growth to join the ranks of Australia's Top 150 and top ten Queensland company with a market capitalisation over \$1 Billion prior to its merger with Queensland Gas Company.

Mr McKay is also Chairman of Birimian Limited an ASX listed lithium exploration company and a director and shareholder of Centenary Memorial Gardens Pty Ltd, a major Brisbane cemetery and crematorium. He is a past president of the Australasian Cemeteries and Crematoria Association, having served on its board for over 8 years.

James McKay has a strong commercial background, with sound finance, investment markets, business management and legal expertise. He holds degrees in commerce and law.

Recommendation

The Directors (with Mr James McKay abstaining) recommend that you vote in favour of the resolution.

RESOLUTION 3 – RATIFICATION OF THE ISSUE OF SHARES

In a Placement the details of which were announced to the market on 2 June 2017 the Company raised a total of \$5.3 million (before costs) through the issue on 13 June 2017 of 42,400,000 ordinary shares at \$0.125 per share.

Subject to certain exceptions, ASX Listing Rule 7.1 restricts a company from issuing or agreeing to issue equity securities in any 12 month period which amount to more than 15% of the company's ordinary securities on issue at the commencement of that period without shareholder approval.

ASX Listing Rule 7.4 permits the ratification by shareholders of previous issues of securities made without shareholder approval provided the issue did not breach the 15% threshold in ASX Listing Rule 7.1. The effect of such ratification is to restore a company's maximum discretionary power to issue further securities up to the limit imposed by Listing Rule 7.1.

In accordance with ASX Listing Rules 7.4 and 7.5, the Company advises that:

- (a) Resolution 3 has been included so that shareholders may approve and ratify pursuant to ASX Listing Rule 7.4 the issue of a total of 42,400,000 ordinary shares to those parties detailed below;
- (b) The shares were issued and allotted to various sophisticated investors and Australian institutions unrelated to the Company;
- (c) The proceeds raised through the issue of the shares will be used primarily to fund the on-going general working capital requirements of;
- (d) The shares issued rank *pari passu* with, and on the same terms, as the existing fully paid ordinary shares on issue in the Company;
- (e) None of the allottees were Related Parties of the Company;
- (f) The shares were issued at \$0.125; and
- (g) A voting exclusion statement has been included in the Notice of Meeting for the purposes of Resolution 3.

As the issue of Shares did not breach ASX Listing Rule 7.1, the Company wishes to refresh its capacity to issue without specific approval by seeking approval under ASX Listing Rule 7.4 for the issue of those shares. The effect of obtaining Shareholder approval will be that the shares issued will be treated as having been made in accordance with ASX Listing Rule 7.1 and, as a result, the Company's ability to issue the number of shares permitted under ASX Listing Rule 7.1, without Shareholder approval will not be effected.

Recommendation

The Directors consider it prudent that the Company retain the flexibility of that ability in case the need to issue further securities arises and the Board unanimously recommend that Shareholders vote in favour of the proposed resolution.

RESOLUTION 4 – GRANT OF PERFORMANCE RIGHTS TO MANAGING DIRECTOR

Resolution 4 seeks Shareholder approval for the issue of Performance Rights to the Company's Managing Director, Tor McCaul, under the Company's Employee Performance Share Rights Plan (**PRP**).

Background

The PRP has been established to provide eligible employees with an opportunity to share in the growth in the value of the Company's Shares and to encourage them to improve the Company's performance and its returns to Shareholders as well as an alternate way of remunerating those employees, through the acquisition of securities in the Company that are subject to certain performance criteria.

In the Company's circumstances, the Board considers that the issue of Performance Rights provides a cost-effective means of incentivising senior management as opposed to alternative forms of incentives (e.g. cash bonuses or increased cash remuneration), which appropriately align the interests of Participants in the PRP with those of stakeholders as well as conserving the cash reserves of the Company.

Listing Rule 10.14, however, provides that a Director may not acquire securities under an employee incentive scheme without the prior approval of Shareholders.

Accordingly, Resolutions 4 seeks Shareholder approval for the Company to issue Performance Rights to Mr McCaul pursuant to the Company's PRP, for the purpose of Listing Rule 10.14.

Corporations Act

In addition to the restrictions contained in the ASX Listing Rules, unless an exception applies, the Corporations Act restricts the Company from giving certain "benefits" to persons (who hold managerial or executive offices (as defined in the Corporations Act) on ceasing their employment with the Company (**Termination Benefit**), in the absence of Shareholder approval.

The term "benefit" is defined broadly in the Corporations Act and includes benefits arising from the Board exercising its discretion under the rules of the Performance Rights Plan (**Rules**).

Specifically, the Rules include provisions that enable the Board to waive some or all of the Performance Conditions and/ or Forfeiture Conditions that attach to the Performance Rights issued to a Participant, where a Participant ceases to be employed by the Company or a subsidiary of it, including as a result of redundancy, resignation, death, or termination of their employment.

The PRP contains provisions setting out the treatment of unvested Performance Rights, including the Board's discretion to waive any Performance Conditions attaching to those Performance Rights in the event that a Participant cease to be employed by the Company or a subsidiary of it as a result of, among other things, redundancy, resignation, death, termination of employment for cause or permanent incapacity.

As noted above, the exercise of these discretions by the Board will constitute a Termination Benefit for the purposes of the restrictions contained in the Corporations Act.

Accordingly, Resolution 4 also seeks Shareholder approval to enable the Board to provide Termination Benefits to Mr McCaul in the event that the Board exercises these discretions.

Terms of Performance Rights to be issued.

The maximum number of securities to be issued is 2,500,000 Performance Rights, which will be issued in three tranches follows:

- a) Tranche 1 – 500,000
- b) Tranche 2 – 1,000,000
- c) Tranche 3 – 1,000,000

The Performance Rights will be issued as soon as practicable following the Meeting and, in any event, will be issued no later than 1 month after the Meeting.

The Performance Rights are being issued as part of the remuneration for Mr McCaul and as an incentive for future performance. As such, they will be issued free of charge.

While the exercise of Performance Rights will be subject to the Performance Rights having vested on the satisfaction of the Performance Conditions (subject to the Board's discretion to waive those Performance Conditions in certain circumstances), Mr McCaul will not be required to pay any exercise price to receive Shares on the exercise of Performance Rights. As such, no loans have been or will be provided as part of the Performance Rights Plan.

The Performance Rights will only be granted if he maintains his employment with the Company at the time that they vest unless this condition is waived as part of the Board's discretion.

Performance Conditions

The Rules allow for the Board to require the satisfaction of one or more "Performance Conditions" in order for the Performance Rights issued under the Plan to vest and, therefore, become exercisable by a Participant.

The Performance Rights proposed to be issued to Mr McCaul, pursuant to Resolutions 4 and will be divided into the following three tranches, and will remain subject to satisfaction of the following Performance Conditions:

Tranche	Performance Condition	Expiry Date	Number to be issued
1	The closing price of Shares being \$0.25 or more for a period of 10 consecutive trading days	31/01/21	500,000
2	Upon the Mahalo JV resolving to proceed with the commercial development of the Mahalo Gas Project.	31/01/20	1,000,000
3	Upon the decision to proceed with the commercial development of the Albany Gas Project in the Galilee Basin.	31/01/21	1,000,000

The number of Performance Rights to be issued were reached following the review of Mr McCaul's remuneration package and negotiations with Mr McCaul.

The Board considered that in light of some of the milestones that the Company had achieved over the past 12 months including the securing the operatorship of the Mahalo JV and the successful completion of the Mahalo 2017 work programme that offering Mr McCaul the Performance Rights, together with his existing remuneration package, not only rewarded him for the successes achieved but would assist the Company in retaining the services of Mr McCaul through the next integral stages of the Company's growth.

The Managing Director has not received any increase in his base monetary salary in over 4 years and the Board remains of the view that the level of cash remuneration that he presently receives is at the lower end of the scale for remuneration being received by contemporaries.

The Board strongly believes that the Managing Director is instrumental in the operation and future success of the Company and feels that the issue of these Performance Rights strikes the correct balance in aligning the interests of the Managing Director and his receiving the level of remuneration that is commensurate with the role that he performs and the interests of the shareholders.

The terms of the Performance Rights to be issued to the Managing Director will include the provision that if the Company is subject to a change of control event before the vesting date the performance conditions will be treated as having been waived and the Performance Rights will vest.

A total of 5,650,000 Performance Rights have previously been granted to the Managing Director of which only 1,510,000 have converted to ordinary shares.

Of the total Performance Rights that have previously been granted to the Managing Director 2,140,000 lapsed without vesting.

The last approval for the issue of Performance Rights to the Managing Director was obtained at the 2016 AGM and these are included in the total recorded above. The Performance Rights that have previously been issued to the Managing Director have been issued to him at no cost.

The Managing Director is the only director to whom it is proposed that Performance Rights be granted under the PRP at this time.

No other person referred to in Listing Rule 10.14 have received any Performance Rights under the PRP since the approval secured at the 2016 AGM. The only other Director to have been issued with Performance Rights on any previous occasion was Christopher Pieters who still holds the 500,000 Performance Rights that were issued to him in 2016 with the approval of shareholders.

No other Director or other person who requires approval to participate in the PRP under ASX Listing Rule 10.14 has been or will be issued with Performance Rights until such approval is obtained and no other Directors have any interest in the outcome of this Resolution.

Names of persons referred to in Listing Rule 10.14 that are entitled to participate in the Performance Rights Plan

Only 'Eligible Participants' are entitled to participate in the Performance Rights Plan.

Eligible Participants are defined as an executive or non-executive Director, any full-time or part-time employee of the Company or a Related Body Corporate or if a Participant dies or becomes subject to a legal disability, the legal personal representative of the Participant.

Accordingly, any future Director and certain other persons for whom the Board considers eligible to will be entitled to participate in the Plan.

However, as Shareholder approval is not currently being sought, and has not previously been obtained, for the issue of Performance Rights to Mr James McKay, Ms Gillian Swaby or Mr Mike Dart, or any other Director other than Mr McCaul, no Performance Rights will be issued to Mr James McKay, Ms Gillian Swaby, Mr Christopher Pieters or Mr Mike Dart or any other Director that may be appointed in the future unless Shareholder approval is separately sought and obtained for the issue of such Performance Rights pursuant to Listing Rule 10.14.

The PRP was summarised in the 2016 Notice of Annual General Meeting and Explanatory Memorandum which contained a Resolution seeking shareholder approval under Listing Rule 7.2. That Resolution was passed by shareholders. A copy of the PRP Rules can be obtained from the Company Secretary upon request.

Recommendation

Each of the Directors (other than Tor McCaul who is not entitled to vote) recommends the approval of the grant of Performance Rights to Tor McCaul. None of the Directors (other than Tor McCaul) has an interest in the outcome of this resolution.



Comet Ridge Limited

ABN 47 106 092 577

COI

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



Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

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

Alternatively you can fax your form to
(within Australia) 1800 783 447
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For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

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

Proxy Form

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Vote and view the annual report online

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

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I999999999

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



For your vote to be effective it must be received by 12:30pm (Brisbane time) Monday 20 November 2017

How to Vote on Items of Business

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

Appointment of Proxy

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

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

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

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

Attending the Meeting

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

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

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

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



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



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Comet Ridge Limited hereby appoint

☐ the Chairman
of the Meeting OR

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Comet Ridge Limited to be held at **Royal on the Park, corner of Alice & Albert Streets, Brisbane QLD 4000 on Wednesday, 22 November 2017 at 12:30pm (Brisbane time)** 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 **Items 1 & 4** (except where I/we have indicated a different voting intention below) even though **Items 1 & 4** are 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 **Items 1 & 4** by marking the appropriate box in step 2 below.

STEP 2

Items of Business



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

	For	Against	Abstain
1 Non-Binding Resolution to Adopt Remuneration Report	☐	☐	☐
2 Re-election of Mr James McKay as a Director	☐	☐	☐
3 Ratification of the Issue of Shares	☐	☐	☐
4 Grant of Performance Rights to Managing Director	☐	☐	☐

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

SIGN

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

_____ / /
Date