

# NOTICE OF ANNUAL GENERAL MEETING

**2019**

**TIME:** 9.30am (AEST)  
**DATE:** Friday, 22 November 2019  
**PLACE:** Christie Centre  
Level 1  
320 Adelaide Street  
Brisbane QLD 4000  
Australia



**white energy** company limited

ABN 62 071 527 083

## CONTENTS PAGE

Notice of Annual General Meeting (setting out the proposed Resolutions)	4
Explanatory Statement (explaining the proposed Resolutions)	6
Glossary	11
Annexure 1 - Particulars of Issues of Equity Securities in Preceding 12 Month Period	12
Proxy Form	Separate

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, using the contact details on page 10.

## YOUR VOTE IS IMPORTANT

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

## VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out in this Notice.

## POWER OF ATTORNEY

If the proxy form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already been provided to Computershare Investor Services.

## INTERMEDIARY ONLINE

Participating intermediaries can lodge their proxy appointments online through <http://www.intermediaryonline.com>

## CORPORATE REPRESENTATIVES

If a representative of a corporate Shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to Computershare Investor Services. An appointment of corporate representative form may be obtained from Computershare Investor Services by calling (+61 3) 9415 4000 or online at <https://www-au.computershare.com/Investor/help/PrintableForms>

## APPOINTING A PROXY

A Shareholder who is entitled to attend and vote at the Meeting may appoint a proxy to attend and vote at the Meeting on their behalf. A proxy does not need to be a Shareholder of White Energy Company Limited.

If a Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the percentage or number of votes each proxy can exercise. If the proxy form does not specify the percentage or number of the Shareholders' votes that each proxy may exercise, each proxy may exercise half of the Shareholders' votes on a poll. Fractions will be disregarded.

<b>Online:</b>	<b>By Mobile:</b>	<b>By Mail to:</b>
At <a href="http://www.investorvote.com.au">www.investorvote.com.au</a>	Scan the QR Code on your Proxy form and follow the prompts	Computershare Investor Services Pty Ltd GPO Box 242 Melbourne Victoria 3001 Australia
<b>By Facsimile Transmission to:</b>	<b>By Hand to:</b>	<b>Custodian voting:</b>
1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)	Computershare Investor Services Pty Ltd Level 4 60 Carrington Street Sydney, NSW 2000	For Intermediary Online subscribers only (custodians) please visit <a href="http://www.intermediaryonline.com">www.intermediaryonline.com</a> to submit your voting intentions.

The deadline for receipt of proxy appointments is 9.30am (AEST) on Wednesday, 20 November 2019 (which is 48 hours before the Annual General Meeting).

Proxy appointments received later than this time will be invalid.

# LETTER TO SHAREHOLDERS

11 September 2019

Dear Shareholder

## ANNUAL GENERAL MEETING

On behalf of the Board, I am pleased to invite you to attend the Annual General Meeting of White Energy Company Limited.

The Meeting will be held at 9.30am (AEST) on Friday 22 November 2019 at:

Christie Centre  
Level 1  
320 Adelaide Street  
Brisbane QLD 4000

The AGM Pack will be posted on or around 23 October 2019. Enclosed in this AGM Pack are the following Documents for this Meeting:

- > Notice of Meeting and Explanatory Statement;
- > Proxy Form for the Annual General Meeting; and
- > Annual Report for the year ended 30 June 2019, for those Shareholders who have requested a printed copy.

If you are unable to attend the Meeting, may I encourage you to appoint a proxy, by following the instructions on page 2 of the Notice of Meeting. You may also provide questions or comments in writing in advance of the Meeting, by contacting the Company Secretary, using the details set out on page 10 of the Notice.


## IMPORTANT NOTICE – 2019 ANNUAL REPORT

Once the 2019 Annual Report is released to the ASX in October 2019, it will also be able to be viewed on the Company's website at [www.whiteenergyco.com](http://www.whiteenergyco.com)

Shareholders are reminded that the 2019 Annual Report is only mailed to those Shareholders who have elected to receive it in hard copy.

We look forward to seeing you at the Annual General Meeting.

Yours faithfully



TRAVERS DUNCAN **CHAIRMAN**  
WHITE ENERGY COMPANY LIMITED

# NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (AGM) of Shareholders of White Energy Company Limited will be held at Christie Centre, Level 1, 320 Adelaide Street, Brisbane, QLD, 4000, Australia on 22 November 2019 at 9.30am (AEST). Registration will open at 8.45am (AEST).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the AGM. The Explanatory Statement and the proxy form are part of this Notice of Meeting. Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary on page 11.

The Directors have determined under Regulation 711.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company at 7.00pm (AEST) on 20 November 2019.

## AGENDA

### ADOPTION OF ANNUAL REPORT

To receive and consider the Annual Financial Report, including the Directors' Report and the Auditor's Report for the year ended 30 June 2019.

### 1. RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a Non-Binding Ordinary Resolution:

*“To adopt the White Energy Remuneration Report for the year ended 30 June 2019.”*

### 2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR. TRAVERS DUNCAN

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

*“That Mr. Travers Duncan be re-elected as a Director of the Company.”*

### 3. RESOLUTION 3 – 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 ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and prior issue of 20,000,000 Ordinary Shares issued on 12 March 2019 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanying this Notice of Meeting.*

### 4. RESOLUTION 4 – APPROVAL OF 10% CAPACITY TO ISSUE EQUITY SECURITIES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a Special Resolution:

*“That for the purposes of ASX Listing Rule 71A and for all other purposes, Shareholders approve the issue of Equity Securities totalling up to 10% of the issued capital in the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 71A.2 and on the terms and conditions in the Explanatory Statement accompanying this Notice of Meeting.”*

DATED: 11 September 2019

BY ORDER OF THE BOARD



DAVID FRANKS **COMPANY SECRETARY**  
WHITE ENERGY COMPANY LIMITED

## VOTING EXCLUSION STATEMENT:

For the definitions of Key Management Personnel (**KMP**) and Closely Related Parties, please refer to the Glossary on page 11.

The Corporations Act restricts members of the KMP of the Company and their Closely Related Parties from voting in relation to remuneration related Resolutions (such as Resolution 1).

**What this means for Shareholders:** If you intend to appoint a member of the KMP (other than the Chairman of the Meeting) as your proxy, please ensure that you direct them how to vote on Resolution 1. If you do not do so, your proxy will not be able to vote on your behalf on Resolution 1.

If you intend to appoint the Chairman of the Meeting as your proxy, you are encouraged to direct him how to vote by marking the boxes for Resolution 1 (for example if you wish to vote for or against or to abstain from voting). If you appoint the Chairman as your proxy without directing him how to vote, the proxy form authorises him to vote as he decides on Resolution 1 (even though that Resolution is connected with the remuneration of KMP). The Chairman of the Meeting intends to vote in favour of all Resolutions (where permissible).

The Company will disregard votes cast on Resolution 1 by the persons detailed in the table below.

Resolution	Voting exclusions
Resolution 1 - Adoption of Remuneration Report	<p>A vote must not be cast in any capacity by:</p> <ul style="list-style-type: none"> <li>&gt; a current or former member of the KMP whose remuneration details are included in the remuneration report for the year ended 30 June 2019, and</li> <li>&gt; any Closely Related Parties of such member of the KMP.</li> </ul> <p>In addition, no votes may be cast as a proxy by any other person who has become a member of the KMP by the time of the AGM, or their Closely Related Parties.</p> <p>However, the Company need not disregard a vote cast as proxy for a person who is entitled to vote on Resolution 1 if:</p> <ul style="list-style-type: none"> <li>&gt; the vote is cast in accordance with the directions on the proxy form, specifying how the proxy is to vote on the Resolution; or</li> <li>&gt; the vote is cast by the Chairman of the Meeting and the proxy form authorises him to vote as he decides on the Resolution (even though it is connected with the remuneration of members of the KMP, including the Chairman).</li> </ul>
Resolution 3 - Ratification of prior issue of securities	<p>The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:</p> <ul style="list-style-type: none"> <li>&gt; a person who participated in the issue; or</li> <li>&gt; an Associate of those persons.</li> </ul> <p>However, the Company will not disregard a vote if:</p> <ul style="list-style-type: none"> <li>&gt; it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or</li> <li>&gt; it is cast by the Chair 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.</li> </ul>
Resolution 4 - Approval of 10% Capacity to Issue Equity Securities	<p>The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:</p> <ul style="list-style-type: none"> <li>&gt; a person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being of a holder of ordinary shares in the Company), if the Resolution is passed; and</li> <li>&gt; any associates of those persons.</li> </ul> <p>However, the Company need not disregard a vote cast as proxy for a person who is entitled to vote on Resolution 4 if:</p> <ul style="list-style-type: none"> <li>&gt; the vote is cast in accordance with the directions on the proxy form, specifying how the proxy is to vote on the Resolution; or</li> <li>&gt; the vote is cast by the Chairman of the Meeting, in accordance with a direction on the proxy form, to vote as the proxy decides.</li> </ul>

# EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held on 22 November 2019 at 9.30am (AEST).

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

## 1. ANNUAL REPORT

The business of the Meeting will include receipt and consideration of the Company's Annual Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2019, which are included in White Energy's Annual Report.

In accordance with the Corporations Act 2001, Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the Annual Report, and on the management of White Energy.

The Company's Auditor will be present at the Meeting. During the discussion of this item, the Auditor will be available to answer questions on:

- > The conduct of the audit;
- > The preparation and content of the Auditor's Report;
- > The accounting policies adopted by the Company in relation to the preparation of the Financial Statements; and
- > The independence of the Auditor in relation to the conduct of the audit.

## WRITTEN QUESTIONS FOR THE AUDITOR

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report to the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Annual General Meeting.

Please note that all written questions must be received at least five business days before the Annual General Meeting, that is by 15 November 2019.

## 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Remuneration Report is set out in the Annual Report. The Remuneration Report details the Company's remuneration arrangements for the Directors and senior management of the Company.

S250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report be put to the vote of the Company. Shareholders should note that the vote on Resolution 1 is advisory only and not binding on the Company or its Directors.

However, under the Corporations Act, if at least 25% of the votes cast on Resolution 1 are against the adoption of the Remuneration Report then:

- > if comments are made on the Remuneration Report at the Meeting, White Energy's 2020 Remuneration Report 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 next year's AGM, at least 25% of the votes cast on the resolution for adoption of the 2020 Remuneration Report are against it, White Energy will be required to put to Shareholders a resolution proposing that an Extraordinary General Meeting (EGM) be called to consider the election of Directors (Spill Resolution). If the Spill Resolution is passed (i.e. more than 50% of the votes cast are in favour of it), all of the Directors (other than the Managing Director) will cease to hold office at the subsequent EGM, unless re-elected at that Meeting.

At the Company's 2018 Annual General Meeting, the adoption of the Remuneration Report was carried with in excess of 75% of votes in favour of the Remuneration Report.

In accordance with the Corporations Act, Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the Remuneration Report.

### **Board Recommendation:**

*The Remuneration Report forms part of the Directors' Report, which was approved in accordance with a unanimous resolution of the Board. Each Director recommends that Shareholders vote in favour of adopting the Remuneration Report.*

## 3. RE-ELECTION OF DIRECTORS

Clause 8.1 (c) of the Constitution requires that a person appointed a Director during the year, as an addition to the existing Directors or to fill a casual vacancy, who is not the Managing Director, holds office until the conclusion of the next AGM following his or her appointment. There have been no such appointments during the year.

Clause 8.1(d) of the Constitution requires that no Director who is not the Managing Director may hold office without re-election beyond the third AGM following the meeting at which the Director was last elected or re-elected.

ASX Listing Rule 14.5 states that an entity which has Directors must hold an election of Directors each year. Clause 8.1 (f) of the Constitution states that to the extent that the ASX Listing Rules require an election to be held and no Director would otherwise be required to submit for election or re-election, the Director to retire is any Director who wishes to retire, otherwise it is the Director who has been longest in office since their last election or appointment (excluding the Managing Director).

As between Directors who were last elected or appointed on the same day, the Director to retire must be decided by lot (unless they agree among themselves who will stand for re-election).

Noting that Mr Brian Flannery as Managing Director is not subject to Clause 8.1(c) and (d) of the Constitution, the current board was re-elected by shareholders at the following prior AGM:

2015: Mr Terence Crawford

2016: Mr Travers Duncan

2017: Mr Vincent O'Rourke and Mr Graham Cubbin

2018: Terence Crawford

Therefore under Clause 8.1(d) of the Constitution, Mr Travers Duncan is due for election under the noted time period.

## **RESOLUTION 2 – MR. TRAVERS DUNCAN**

Mr Duncan will retire and seeks re-election in accordance with clause 8.1(d) of the Constitution.

### **Brief Curriculum Vitae of Mr. Travers Duncan**

Independent Non-Executive Director

### **Experience and Expertise**

Travers Duncan joined the Board of White Energy on 25 June 2008 and was appointed as Chairman on 17 September 2010. He is a member of the Audit and Risk Committee and the Remuneration Committee.

Mr Duncan is a civil engineer with over 45 years experience in the project management of large mining and infrastructure development projects in Australia, Indonesia, Papua New Guinea and India.

Mr Duncan's experience includes the successful financing and development of projects such as the Piparwar coal mine in India, the North Goonyella coal project in Queensland and the Ulan coal mine in New South Wales.

Previously Mr Duncan was the Chairman of the ASX listed coal company, Felix Resources Limited, prior to its takeover by Yancoal Australia Limited in December 2009.

### **Current Directorships of other listed companies**

None

### **Former Directorships of other listed companies in the last three years**

None

### **Special Responsibilities**

Chairman of Board of Directors

Member of the Audit and Risk Committee

Member of the Remuneration Committee

### **Board Recommendation:**

*The Directors unanimously recommend, with Mr Duncan abstaining, the re-election of Mr Duncan.*

## **4. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SECURITIES**

### **Background**

On 5 March 2019 the Company announced that it had completed a term sheet for a placement to a professional investor, a current major shareholder for 20,000,000 shares at an issue price of \$0.07, raising \$1.4 million (before costs).

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 20,000,000 ordinary shares, which were issued on 12 March 2019.

All of the 20,000,000 ordinary shares were issued by utilising the Company's existing capacity under Listing Rule 7.1.

Listing Rule 7.1 allows an entity to issue (or agree to issue) up to 15% of the Company's fully paid ordinary shares on issue in any 12 month period without the approval of the Shareholders of the Company.

Listing Rule 7.4 provides that where an entity in a 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 purposes of Listing Rule 7.1, thereby "refreshing" the Company's capacity under Listing Rule 7.1.

Therefore, the effect of approval of this Resolution is to allow the entity to retain the flexibility to issue additional securities within the 15% capacity under Listing Rule 7.1 after this Resolution is adopted.

### **Information required by ASX Listing Rule 7.5**

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- a. The Company issued 20,000,000 ordinary shares.
- b. Each of the ordinary shares were issued at \$0.07 per ordinary share.
- c. The Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- d. The ordinary shares were issued to a professional investor, M&G Investment Management Limited.
- e. Funds raised from the issue of the Shares have been and will be used by the Company to fund the Company's ongoing legal proceedings against Bayan International Pte Ltd and for general working capital.

### **Board recommendation:**

The Directors unanimously recommend that Shareholders vote for this Resolution.

## 5. RESOLUTION 4 – APPROVAL OF 10% CAPACITY TO ISSUE EQUITY SECURITIES

### Background

ASX Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of their issued capital through placements over a 12 month period after the annual general meeting (10% Placement Facility). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to section (c) below).

### LISTING RULE 7.1A

#### (a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

#### (b) Equity Securities

Any Equity Securities under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

As at the date of this Notice, the only class of Equity Securities in the Company quoted in the ASX are the ordinary shares in the Company. The Company presently has 516,318,597 ordinary shares as at the date of this Notice of Meeting.

Security Class	Number on issue
Listed Ordinary Shares	516,318,597
Unlisted Options, exercise price \$0.20, expiry date 18/11/2022	10,000,000
Unlisted Incentive Rights, vesting date 30 June 2022, exercise price \$0.00, vesting conditions 1) service condition, and 2) TSR Condition as outlined in the Appendix 3B as released to the ASX on 22 July 2019	3,400,000

#### (c) Formula for calculation 10%

##### Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

#### (A X D) – E

Where

**A** is the number of shares on issue 12 months before the date of issue or agreement:

- (A) Plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (B) Plus the number of partly paid shares that became fully paid in the 12 months;
- (C) Plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without shareholder approval;
- (D) Less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

**D** is 10%

**E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

#### LISTING RULE 7.1 AND LISTING RULE 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 516,318,597 shares of which 20,000,000 shares were issued in the last 12 months under Listing Rule 7.1. Therefore the Company has a capacity to issue:

- (i) 54,447,789 Equity Securities under Listing Rule 7.1.
- (ii) 49,631,859 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2

#### MINIMUM ISSUE PRICE

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) The date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) If the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

#### 10% PLACEMENT PERIOD

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:



- (i) The date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) The date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

#### LISTING RULE 7.1A

The effect of Resolution 4 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

#### SPECIFIC INFORMATION REQUIRED BY LISTING RULE 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:
  - (i) The date on which the price at which the Equity Securities are to be issued is agreed; or
  - (ii) If the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 4 is approved by Shareholders and the Company issues Equity securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:
  - (i) The market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
  - (ii) The Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of the consideration for the acquisition of a new asset;

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

- (i) Two examples where variable 'A' has increased, by 50% and 100%. Variable 'A' is based on the number of ordinary securities the Company currently has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) Two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

		Dilution		
Variable 'A' in ASX Listing Rule 7.1A.2		\$0.07 50% decrease in Issue Price	\$0.14 Issue Price	\$0.28 100% increase in Issue Price
Current Variable 'A'	<b>10% Voting Dilution</b>	<b>49,631,860 Shares</b>	<b>49,631,860 Shares</b>	<b>49,631,860 Shares</b>
	Funds Raised \$	\$3,474,230	\$6,948,460	\$13,896,921
50% increase in current variable 'A'	<b>10% Voting Dilution</b>	<b>74,447,790 Shares</b>	<b>74,447,790 Shares</b>	<b>74,447,790 Shares</b>
	Funds Raised \$	\$5,211,345	\$10,422,691	\$20,845,381
100% increase in current variable 'A'	<b>10% Voting Dilution</b>	<b>99,263,719 Shares</b>	<b>99,263,719 Shares</b>	<b>99,263,719 Shares</b>
	Funds Raised \$	\$6,948,460	\$13,896,921	\$27,793,841

The table above uses the following assumption:

There are currently 516,318,597 Shares on issue as at the date of this Notice of Meeting.

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility;

- (ii) No Options or Incentive Rights are vested into Shares before the date of the issue of Equity Securities;
- (iii) The 10% voting dilution reflects the aggregate percentage dilution against the Variable 'A' calculated as at the date of this Notice of Meeting, which reflects the data shown in the Appendix 3B released to the ASX on 22 July 2019, being 496,318,597 shares.

The is why the voting dilution is shown in each example as 10% of this number;

- (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting;

- (v) The table shows only the effect of issue of Equity Securities under Listing Rule 7.1A not under the 15% placement capacity under Listing Rule 7.1;
  - (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders; and
  - (vii) The issue price is \$0.14. The closing price of the Shares on the ASX on 10 September 2019 was \$0.14.
- (c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:
- (i) The date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
  - (ii) The date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),
- (d) The Company may seek to issue the Equity Securities for the following purposes:
- (i) Non-cash consideration for the acquisition of assets such as mineral tenements, or a business or company holding mineral tenements, where those tenements may be at various stages such as exploration through to an operating and producing tenement. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
  - (ii) Cash consideration. In such circumstances, the Company intends to use the funds raised towards 1) screenings and

assessments, feasibility studies, appraisal and testing activities, development and production expenditures on the Company's current assets or acquired assets or any aspects related to the financing thereof 2) all preliminary costs such as planning and design costs and all stages of construction costs relating to any future BCB project capital expenditure or any aspects related to the financing thereof 3) any costs associated with the Company's or its subsidiaries' legal action against PT Bayan Resources Tbk and Bayan International Pte Ltd including but not limited to legal fees, expert fees, travel and out of pocket expenses 4) and/or general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case by case basis having regard to the factors including but not limited to the following:

- (i) The purpose of the issue;
- (ii) The alternative methods for raising funds that are available to the Company at the time, including but not limited to, rights issues or other issues in which existing security holders can participate;
- (iii) The effect of the issue of the Equity Securities on the control of the Company;
- (iv) The circumstances of the Company, including the financial situation and solvency of the Company; and
- (v) Advice from corporate, financial and broking advisors (if available).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

- (e) The Company previously obtained Shareholder approval under ASX Listing Rule 7.1A at the Company's Annual General Meeting on 23 November 2018.

During the 12 months preceding the date of this Meeting, being from and including 24 November 2018 to and including 22 November 2019 (**preceding 12 month period**):

- > the Company has issued in aggregate the following equity securities: 40,000,000 Shares; and 3,400,000 Unlisted Incentive Rights.
- > those equity securities issued during the preceding 12 month period represent, on a fully diluted basis, 8.35% of the total number of equity securities that were issued on the first day of the preceding 12 month period.

Further details of the equity securities issued during the preceding 12 month period are set out in Annexure 1.

- (f) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class or existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in this Notice.

#### **Board recommendation**

The Directors unanimously recommend that Shareholders vote in favour of approving the 10% placement capacity.

## **6. ENQUIRIES**

Shareholders may contact the Company Secretary if they have any queries in respect of the matters set out in these Documents.

David Franks  
Company Secretary

White Energy Company Limited  
c/- Automic Group Pty Limited  
GPO Box 5193,  
Sydney, NSW 2001

Tel: +61 (0) 2 8072 1400

Email: david.franks@automicgroup.com.au

# GLOSSARY

**AEST** means Australian Eastern Standard Time, Brisbane, Queensland.

**Annual General Meeting, AGM or Meeting** means the meeting convened by the Notice.

**ASX** means ASX Limited (ABN 98 008 624 691).

**ASX Listing Rules** means the Listing Rules of ASX.

**Board** means the board of Directors of the Company as constituted from time to time.

**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.

**Closely Related Parties**, in relation to a member of 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 White Energy (or the White Energy Group), and any company the member controls.

**Company or White Energy** means White Energy Company Limited (ABN 62 071 527 083).

**Constitution** means the Constitution of the Company.

**Corporations Act** means the Corporations Act 2001 (Cth).

**Directors** mean the directors of the Company.

**Documents** means each of the Notice, Explanatory Statement and the Proxy Form and all other documents that accompany each other when sent to each Shareholder.

**Equity Securities** has the meaning given to that term in Listing Rule 19.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Key Management Personnel or KMP** means those persons having authority and responsibility for planning, directing and controlling the activities of White Energy or the White Energy Group, whether directly or indirectly. Members of the KMP include Directors and certain senior executives.

**Notice** means the notice of meeting, which forms part of this document.

**Ordinary Resolution** means a resolution passed by more than 50 per cent of the votes at a general meeting of Shareholders.

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

**Proxy Form** means the proxy form accompanying the Notice.

**Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2019.

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

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

**Shareholder** means a holder of a Share.

**Special Resolution** means a resolution passed by more than 75 per cent of the votes at a general meeting of Shareholders.

**Trading Day** means as defined in the ASX Listing Rules.

**VWAP** means volume weighted average market price

**White Energy Group** means White Energy and its controlled entities.

## Interpretation

In these Documents, unless the context requires otherwise:

- (a) a reference to a word includes the singular and the plural of the word and vice versa;
- (b) a reference to a gender includes any gender;

- (c) if a word or phrase is defined, then other parts of speech and grammatical forms of that word or phrase have a corresponding meaning;
- (d) a term which refers to a natural person includes a company, a partnership, an association, a corporation, a body corporate, a joint venture or a governmental agency;
- (e) headings are included for convenience only and do not affect interpretation;
- (f) a reference to a document includes a reference to that document as amended, novated, supplemented, varied or replaced;
- (g) a reference to a thing includes a part of that thing and includes but is not limited to a right;
- (h) the terms "included", "including" and similar expressions when introducing a list of items do not exclude a reference to other items of the same class or genus;
- (i) a reference to a statute or statutory provision includes but is not limited to:
  - (i) a statute or statutory provision which amends, extends, consolidates or replaces the statute or statutory provision;
  - (ii) a statute or statutory provision which has been amended, extended, consolidated or replaced by the statute or statutory provision; and
  - (iii) subordinate legislation made under the statute or statutory provision including but not limited to an order, regulation, or instrument;
- (j) reference to "\$", "A\$", "Australian Dollars" or "dollars" is a reference to the lawful tender for the time being and from time to time of the Commonwealth of Australia; and
- (k) a reference to an asset includes all property or title of any nature including but not limited to a business, a right, a revenue and a benefit, whether beneficial, legal or otherwise.

## ANNEXURE 1 – PARTICULARS OF ISSUES OF EQUITY SECURITIES IN PRECEDING 12 MONTH PERIOD

Date	Class of equity securities issued	Allottees of equity securities issued or basis of allotment	Issue Price per equity security	Discount to market price (if any)	Total cash consideration raised	Amount of cash consideration spent, what it was spent on and proposed application of balance of funds raised	Particulars of any non-cash consideration raised and its current value	No. of Ordinary Shares	No. of Options
3 December 2018	Ordinary Shares	Private Placement of Shares to Sophisticated and Professional Investor pursuant to Rights issue under the Shortfall: Mr Hans Mende	\$0.07	\$0.00	\$1,400,000	\$1,400,000  To fund the Company's ongoing legal proceedings against Bayan International Pte Ltd, to repay unsecured loans made to the Company by entities associated with two directors and for general working capital	N/A	20,000,000	N/A
12 March 2019	Ordinary Shares	Private Placement of Shares to Sophisticated and Professional Investors pursuant to Rights issue under the Shortfall: M&G Investment Management Limited	\$0.07	\$0.008	\$1,400,000	\$1,400,000  To fund the Company's ongoing legal proceedings against Bayan International Pte Ltd and for general working capital	N/A	20,000,000	N/A
22 July 2019	Unlisted Incentive Rights	Issue of Incentive Rights under Long Term Incentive Plan for eligible employees [exercise price \$0.00 expiring 30 June 2022]	\$0.00	N/A	Nil	N/A	Long Term Incentive Plan for eligible employees issue  Fair value at grant date \$149,600	N/A	3,400,000



**white energy** company limited

[www.whiteenergyco.com](http://www.whiteenergyco.com)



# White Energy Company Limited

ABN 62 071 527 083



WEC

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

## Need assistance?



**Phone:**

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



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by 9.30am (AEST) on Wednesday, 20 November 2019

# Proxy Form

## How to Vote on Items of Business

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

### APPOINTMENT OF PROXY

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

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

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

**A proxy need not be a securityholder of the Company.**

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

## ATTENDING THE MEETING

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

### Corporate Representative

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

## Lodge your Proxy Form:

**XX**

### Online:

Use your computer or smartphone to appoint your proxy and vote at [www.investorvote.com.au](http://www.investorvote.com.au) or scan your personalised QR code below using your smartphone.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

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

### By Fax:

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



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

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

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



I 9999999999

I ND

## Proxy Form

Please mark  to indicate your directions

### Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of White Energy Company 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 White Energy Company Limited to be held at Christie Centre, Level 1, 320 Adelaide Street, Brisbane, QLD, 4000, Australia on Friday 22 November 2019 at 9:30am (AEST) 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 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 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 1 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	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director - Mr. Travers Duncan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of prior issue of securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of 10% capacity to issue equity securities	<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  Securityholder 2  Securityholder 3  / /  
Sole Director & Sole Company Secretary Director 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

WEC

999999A



Computershare

