



## **Metgasco Ltd**

ACN 088 196 383

# **NOTICE OF GENERAL MEETING EXPLANATORY MEMORANDUM AND PROXY FORM**

**General Meeting of Shareholders to be held on  
Tuesday, 12 April 2022 at 10:00am (AWST) / 12.00pm (AEST) / 1.00pm (AEDT)**

**The Meeting will be held online via live audio webcast for attendance by all Shareholders.**

**This is an important document that requires your immediate attention.**

You should read this document in its entirety before deciding whether or not to vote for or against any resolution at the General Meeting. A proxy form has have been enclosed with this Notice for your convenience. This document does not take into account your individual circumstances. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser prior to voting.

If you have questions about the General Meeting or the Resolutions, please call the Company on (08) 6245 0060 (within Australia) or +61 8 6245 0060 (outside Australia), Monday to Friday between 9:00am and 5:00pm Perth Time or contact the Company by email at [info@metgasco.com.au](mailto:info@metgasco.com.au).



10 March 2022

Dear Fellow Shareholder,

Metgasco Ltd (Company or Metgasco) will be holding a General Meeting (Meeting) on Tuesday, 12 April 2022 at 10:00am (AWST) / 12.00pm (AEST) / 1.00pm (AEDT) to allow Shareholders to consider the approval of New Shares and Options as part of the recent capital raising announced on Tuesday 22 February 2022. The Meeting will be held as a virtual meeting.

The enclosed Notice of Meeting (NOM) details the items of business for the Meeting and voting procedures.

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

Finally, if you would like to discuss any of these matters further, or if have any questions, please feel free to contact me directly, or any of your directors via:

Telephone: (08) 6245 0060 (within Australia) or +61 8 6245 0060 (outside Australia)

Email: [info@metgasco.com.au](mailto:info@metgasco.com.au)

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Philip Amery'.

Philip Amery

Chair

M: 0402 091 180

[Philip.Amery@metgasco.com.au](mailto:Philip.Amery@metgasco.com.au)

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# NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of Shareholders of Metgasco Ltd ACN 088 196 383 will be held at:

<b>Location</b>	<b>Virtual Meeting</b>
<b>Date</b>	Tuesday, 12 April 2022
<b>Time</b>	10:00am (AWST) / 12.00pm (AEST) / 1.00pm (AEDT)
<b>Details</b>	<a href="https://meetings.linkgroup.com/MELGM22">https://meetings.linkgroup.com/MELGM22</a>

In order to minimise costs, the Board has decided that the Meeting will be held as a virtual meeting. More information regarding virtual attendance at the Meeting (including how to vote, comment and ask questions virtually during the Meeting) is available in the Virtual Meeting Online Guide, which is attached.

**ITEMS OF BUSINESS****RESOLUTIONS****1. Ratification of prior issue of Placement Shares**

To consider and, if considered appropriate, pass the following ordinary resolution:

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, approval is given for the Company to ratify the issue of 173,912,101 New Shares at an issue price of \$0.026 per New Share to the sophisticated and professional investors, on the terms and conditions set out in the Explanatory Statement”*

**Voting exclusion statement**

The Company will disregard any votes casts in favour of this resolution by on behalf of participants in the Placement, their respective nominees or any respective associates. However, the Company need not disregard a vote if it is cast by:

- (a) any entity named above or an associate of the entity as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**2. Approval of the proposed issue of Placement Shares**

To consider and, if considered appropriate, pass the following ordinary resolution:

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 18,395,592 New Shares at an issue price of \$0.026 per New Share to the sophisticated and professional investors, on the terms and conditions set out in the Explanatory Statement.”*

**Voting exclusion statement**

The Company will disregard any votes casts in favour of this resolution by on behalf of participants in the Placement, their respective nominees or any respective associates. However, the Company need not disregard a vote if it is cast by:

- (a) any entity named above or an associate of the entity as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**3. Approval of the proposed issue of Attaching Options**

To consider and, if considered appropriate, pass the following ordinary resolution:

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 64,102,564 Attaching Options at an issue price of \$0.045 per Attaching Option to the sophisticated and professional investors, on the terms and conditions set out in the Explanatory Statement.”*

**Voting exclusion statement**

The Company will disregard any votes casts in favour of this resolution by on behalf of participants in the Placement, their respective nominees or any respective associates. However, the Company need not disregard a vote if it is cast by:

- (a) any entity named above or an associate of the entity as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**4. Approval of the proposed issue of Options to Blue Ocean Equities Pty Limited**

To consider and, if considered appropriate, pass the following ordinary resolution:

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to **2,000,000** Options at an issue price of \$0.045 per Option to Blue Ocean Equities Pty Limited (ACN 151 186 935), on the terms and conditions set out in the Explanatory Statement.”*

**Voting exclusion statement**

The Company will disregard any votes casts in favour of this resolution by on behalf of:

- (a) Blue Ocean Equities Pty Limited; or
- (b) an associate of Blue Ocean Equities Pty Limited.

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.

## BUSINESS

### RECOMMENDATION OF HOW TO VOTE

The Explanatory Memorandum provides details on Directors voting recommendations.

### RESOLUTIONS NOT INTERDEPENDENT

None of the Resolutions are interdependent. This means that one or more of the Resolutions can be passed even though one or more of the other Resolutions were not passed by Shareholders.

### ENTITLEMENT TO VOTE

It has been determined in accordance with Regulation 7.11.37 of the Corporations Regulations and ASX Settlement Operating Rule 5.6.1, that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the register of Shareholders after **Sunday 10 April 2022**. Accordingly, transactions registered after that time will be disregarded in determining Shareholders entitled to attend and vote at the General Meeting.

### HOW TO VOTE

It is a requirement under the ASIC Determination that voting on all resolutions at the General Meeting will be conducted by poll and not by show of hands and that each person entitled to vote be given the opportunity to participate in the vote in real time or by recording their vote in advance of the meeting. We encourage Shareholders to vote electronically before the meeting.

### VOTING IN PERSON

Given the meeting will be held as a virtual meeting, Shareholders should use the link below to access the meeting. Shareholders will need to have their holding details ready in order to register to vote.

**Shareholders and proxyholders can listen, vote and ask questions during the virtual General Meeting via the online platform at: <https://meetings.linkgroup.com/MELGM22>**

**To do this, you will need a computer or mobile/tablet device with internet access.**

**Shareholders: When you log into the online platform, you will need to provide your details (including SRN/HIN and postcode) to be verified as a Shareholder. Shareholders with a registered address outside of Australia should click "Outside Australia" and select the country of their registered address.**

**Proxyholders: When you log into the online platform, you will need your "Proxy Number" which will be provided to you by Link Market Services by email before the General Meeting.**



**We recommend logging in to the online platform at least 15 minutes prior to the scheduled start time for the Meeting.**

### VOTING BY PROXY

A Shareholder entitled to attend and vote at the General Meeting is entitled to appoint a proxy. A Shareholder entitled to cast two or more votes may appoint not more than two proxies. Shareholders can appoint a body corporate as well as an individual as their proxy. A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at general meetings of Metgasco or in the capacity of a Shareholder's proxy at general meetings of Metgasco. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a general meeting or in voting on a resolution. A proxy need not be a Shareholder of Metgasco.

Either the original, facsimile or electronic transmission of the proxy form(s) and any power of attorney or authority under which they are signed must be received at least 48 hours prior to the General Meeting (i.e. by no later than **10:00am (AWST) / 12.00pm (AEST) / 1.00pm (AEDT) on Sunday, 10 April 2022.**) or any adjournment. Any proxy form received after this deadline, including at the General Meeting, will be invalid.

Proxy forms and authorities may be sent to the Company's share registrar, **Link Market Services**, by post, personal delivery or fax:

<b>LODGE YOUR VOTE</b>	
	<b>ONLINE</b> www.linkmarketservices.com.au
	<b>BY MAIL</b> Metgasco Ltd C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia
	<b>BY FAX</b> +61 2 9287 0309
	<b>BY HAND</b> <b>BY HAND*</b> Link Market Services Limited Level 12, 680 George Street, Sydney NSW 2000  *during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions
	<b>ALL ENQUIRIES TO</b> Telephone: +61 1300 554 474

The proxy form accompanying this Notice of Meeting contains details of how to lodge your proxy form.

Replacement proxy forms can be obtained from Metgasco's share registry on request.

**Online:**

Shareholders who wish to submit their Proxy Form online should follow the instructions set out below:

1. Go to the following website: [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).
2. Select Investor Login and Single Holding Login'.
3. Enter 'Metgasco Limited' or the ASX code 'MEL' in the 'Issuer Name' field, your Holder Identification Number (HIN) or Securityholder Reference Number (SRN) (which is shown on your Proxy Form or holding statement), postcode complete the security validation process and click 'Login'.
4. Select the 'Voting' tab and then follow the prompts.

Shareholders who lodge a Proxy Form online following the instructions above will be deemed to have signed their Proxy Form.

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment

does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

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

If a corporate representative is to attend the General Meeting on behalf of a corporation, a formal *Appointment of Corporate Representative Form* must be brought to the General Meeting. A copy of the Appointment of Corporate Representative Form may be obtained from Metgasco's share registry on request.

### **How will the Chairman vote as proxy if the Shareholder has not directed the Chairman to vote?**

The Chairman (where appropriately authorised intends to vote all undirected proxies **IN FAVOUR** of Resolutions 1, 2,3, and 4.

### **Enquiries**

If Shareholders have any queries in respect of the matters set out in these documents, they are invited to contact the Company via:

Telephone: (08) 6245 0060 (within Australia) or +61 8 6245 0060 (outside Australia)

Email: [info@metgasco.com.au](mailto:info@metgasco.com.au)

### **By order of the Board**

Mr. Paul Bird  
Company Secretary  
4 March 2022



# EXPLANATORY MEMORANDUM

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 Resolution.

## 1. Resolutions 1 to 4 – Placement and Attaching Options

### 1.1 Background

On 22 February 2022, the Company announced a capital raising comprising:

- (a) a Placement to raise \$5,000,000 before costs by the issue of 192,307,692 New Shares to sophisticated and professional investors at 0.026 cents each. Blue Ocean Equities Pty Limited in its role as Lead Manager for the Placement had restricted the offer to participate to only sophisticated and professional investors, as defined under sections 708(8) and 708(10) of the Corporations Act.
- (b) the Placement settlement was in two tranches comprising 173,912,101 New Shares issued under ASX Listing Rules 7.1 and 7.1A which were issued on 3 March 2022 (“tranche 1”), and 18,395,592 New Shares to be issued and subject to shareholder approval at this Meeting (“tranche 2”). If approved issuance will be no later than 3 months after the date of the meeting.
- (c) Participants in the Placement were offered 1 free Attaching Option for every 3 New Shares issued, subject to Shareholder approval. Each Attaching Option has an exercise price of \$0.045 and an expiry date of 10 December 2024. The issue of all of the Attaching Options is subject to Shareholder approval. If approved issuance will be no later than 3 months after the date of the meeting.
- (d) The Company also agreed to pay Blue Ocean Equities Pty Limited a 3% management fee and a 3% selling fee pursuant to the Placement and 2,000,000 Options each exercisable at \$0.045 and expiring on 10 December 2024 in consideration for the provision by Blue Ocean Equities Pty Limited of brokerage services for high net worth individuals to invest in the Placement. .If approved issuance will be no later than 3 months after the date of the meeting.

Resolution 1 seeks Shareholder ratification of the issue of 173,912,101 New Shares the subject of the Placement pursuant to Listing Rule 7.4.

Resolution 2 seeks Shareholder approval for the issue of 18,395,592 New Shares under the Placement pursuant to Listing Rule 7.1.

Resolution 3 seeks Shareholder approval for the issue of 64,102,564 Attaching Options under the Placement pursuant to Listing Rule 7.1.

Resolution 4 seeks Shareholder approval for the issue of 2,000,000 Options to Blue Ocean Equities Pty Limited pursuant to Listing Rule 7.1.

### 1.2 Purpose of the Placement, issue of Attaching Options, and issue of Options to Blue Ocean Equities Pty Limited

The proceeds of the Placement will be applied to fund:

- (a) Cervantes#1 oil well; and
- (b) strengthen corporate balance sheet for ongoing project development and new business initiatives;

The primary purpose of the issue of Attaching Options on the other hand, is not to raise capital. No funds will be raised from the offer of Attaching Options. It is currently intended that any funds raised by the exercise of the Attaching Options will be used towards increasing the pace of testing, exploration, development of the Company's Cooper and Perth basin projects and increasing working capital.

The purpose of the issue of the Options to Blue Ocean Equities Pty Limited is in consideration of the brokerage services they provided to the Company in respect of the Placement.

### 1.3 Terms of the Attaching Options and Options

The Attaching Options pursuant to the Placement, and Options to be issued to Blue Ocean Equities Pty Limited, entitle the Option Holder to subscribe for New Shares on the following terms:

- (a) Each Option gives the Option Holder the right to subscribe for one New Share. To obtain the right given by each Option, the Option Holder must exercise the Options in accordance with the terms and conditions of the Options.
  - (b) The Options will expire at 5.00pm (WST) on 10 December 2024 (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
  - (c) The amount payable upon exercise at each Option will be \$0.045 per Option (**Exercise Price**).
  - (d) The Options held by each Option Holder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion. Where less than 1,000 Options are held, all Options must be exercised together.
  - (e) An Option Holder may exercise their Options by lodging with the Company, before the Expiry Date:
    - (i) a written notice of exercise of Options specifying the number of Options being exercised; and
    - (ii) electronic funds transfer for the Exercise Price for the number of Options being exercised,
- (Exercise Notice).**
- (f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
  - (g) Within 10 business days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
  - (h) The Options are transferable, and they will be listed on the ASX.
  - (i) All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other Shares.
  - (j) If at any time the issued capital of the Company is reconstructed, all rights of an Option Holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
  - (k) There are no participating rights or entitlements inherent in the Options and Option Holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the

Options. However, the Company will ensure that for the purposes of determining entitlements to any issue, the record date will be after the issue is announced. This will give Option Holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

- (l) Other than pursuant to term (n), an Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.
- (m) In the event the Company proceeds with a bonus issue of securities to Shareholders after the date of issue of the Options, the number of securities over which an Option is exercisable may be increased by the number of securities which the Option Holder would have received if the Option had been exercised before the record date for the bonus issue.

#### 1.4 Effect of Placement, issue of Attaching Options and issue of Options to Blue Ocean Equities Pty Limited .

##### ***What will happen if Resolutions 1-4 are approved?***

If Resolution 1 is passed, the base figure (i.e. variable "A") in which the Company's 15% placement capacity is calculated will be a higher number which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval.

If Resolutions 2-4 are passed, the Company will be able to proceed with the issue of the New Shares in tranche 2 ,Attaching Options and Options to Blue Ocean Equities Pty Limited . In addition, the issue of the New Shares, Attaching Options, and Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

##### ***What will happen if Resolutions 1-4 are not approved?***

If Resolution 1 is not passed, the Placement Shares will be included in calculating the Company's 15% placement capacity under Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following 3 March 2022.

If Resolutions 2-4 are not passed, the Company will not be able to proceed with the issue of the 18,395,592 New Shares, 64,102,564 Attaching Options, and 2,000,000 Options to Blue Ocean Equities Pty Limited.

**Registered Office:**

Metgasco Ltd ABN 24 088 196 383

Level 2, 30 Richardson Street

West Perth WA 6005

Telephone: +61 8 6245 0060

Email: [info@metgasco.com.au](mailto:info@metgasco.com.au)

**Metgasco Share Registry**

Link Market Services Limited

Level 12, 250 St Georges Terrace

Perth WA 6000

Telephone: +61 8 1300 554 474

Email: [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au)

## LODGE YOUR VOTE

 **ONLINE**  
www.linkmarketservices.com.au

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

 **BY FAX**  
+61 2 9287 0309

 **BY HAND**  
Link Market Services Limited  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150; or  
Level 12, 680 George Street, Sydney NSW 2000

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



X99999999999

## PROXY FORM

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

### APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Company to be held at **10:00am (AWST) on Tuesday, 12 April 2022 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://meetings.linkgroup.com/MELGM22> (refer to details in the Virtual Meeting Online Guide).

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

### VOTING DIRECTIONS

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

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

#### Resolutions

For    Against    Abstain\*

- 1 Ratification of prior issue of Placement Shares
- 2 Approval of the proposed issue of Placement Shares
- 3 Approval of the proposed issue of Attaching Options
- 4 Approval of the proposed issue of Options to Blue Ocean Equities Pty Limited

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



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

STEP 2

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)




Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

STEP 3

MEL PRX2201A



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

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

### APPOINTMENT OF PROXY

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

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

### APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

### SIGNING INSTRUCTIONS

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

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

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

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

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

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au) prior to admission in accordance with the Notice of General Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AWST) on Sunday, 10 April 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

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



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



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



#### BY MAIL

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



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150

\*During business hours Monday to Friday (9:00am - 5:00pm)