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GLL

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

Galilee Energy Limited Annual General Meeting

The Galilee Energy Limited (“Galilee Energy” or the “Company”) Annual General Meeting (the “Meeting”) will be held this year as a traditional physical in person at:

Piper Alderman,
Level 26 Riparian Plaza,
71 Eagle Street,
Brisbane Qld 4000

with the option for Shareholders who cannot or do not wish to attend the Meeting to participate via a live webcast hosted through the Teams meeting platform, on Thursday, 24 November 2022 at 11:00 am (Brisbane time).

Issue of Meeting Materials

As permitted by the Corporations Act 2001 (Cth), the Company will not be dispatching physical copies of the Notice of Meeting unless the shareholders have made a valid election to receive documents in hard copy. The Notice of Meeting and accompanying explanatory statement (Meeting Materials) are available to shareholders electronically and can be viewed and downloaded at: <https://galilee-energy.com.au/>

The Company advises that the Meeting will be held to comply with Federal and State Government’s restrictions in relation to gatherings of persons during the COVID-19 directions in place at the time of the Meeting, which may be different from those in place at the time of this Notice.

The Company will continue to closely monitor guidance from the Federal and State Governments for any impact on the proposed arrangements for the Meeting. If any changes to the arrangements proposed in this Notice are required, the Company will advise Shareholders by way of announcement on the ASX and on the Company’s website.

There is a risk that shareholders intending to attend the physical meeting may not be admitted, depending on the number of Shareholders who wish to physically attend.

The Company therefore strongly encourages Shareholders who wish to vote on the business of the meeting to do so by lodging a Proxy Form prior to the date of meeting as per the instructions on the form. Proxy Forms must be received by no later than 11:00 am (Brisbane Time) on Tuesday, 22 November 2022.

Physically Attending the Meeting

To assist the Company in complying with any social distancing requirements, any Shareholder proposing to attend the Meeting in person are requested to register this intention with the Company by no later than 11.00 am (Brisbane Time) on Tuesday, 22 November 2022.

To register to attend the meeting either call the offices of Galilee Energy on +61 7 3177 9970 between 9:00am and 5:00pm or email the Company Secretary @ admin@galilee-energy.com.au

Participating via Live Webcast

As an alternative to physically attending the Meeting Shareholders are encouraged to participate in the meeting via a webcast platform that the Company is arranging at the moment. Details of the webcast and how shareholders can gain access to the same will be provided to those participants who record their wish to attend via this manner.

Shareholders participating in the meeting in this manner will also be able to lodge questions either during the meeting or prior to the meeting by addressing them to the Company Secretary @ admin@galilee-energy.com.au

Please note however that NO live online voting will be offered as part of such webcast.

To participate in the Meeting via the webcast please email the Company Secretary to record your intention to do so, at any time from now until 5.00 pm (Brisbane Time) Tuesday, 22 November 2022. The request should identify you as a Shareholder of the Company or what other capacity you propose to participate as. These requests should be emailed to admin@galilee-energy.com.au

Participants will be emailed login details of the webcast between 48 - 24 hours before the start of the Meeting.

Important Notice Regarding Proxy Voting

Shareholders are reminded that your proxy voting instructions (whether physically or electronically) must be received by 11:00 am (Brisbane time) on Tuesday, 22 November 2022, being not less than 48 hours before the commencement of the Meeting.

Any proxy voting instructions received after that time will not be valid for the Meeting. To avoid this Shareholders are reminded and strongly encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 11.00 am (Brisbane time) Tuesday, 22 November 2022.



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
Piper Alderman, Level 26, Riparian Plaza, 71 Eagle Street, Brisbane QLD 4000

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



ACN 064 957 419

NOTICE OF ANNUAL GENERAL MEETING

incorporating

EXPLANATORY MEMORANDUM

and

PROXY FORM

Date of meeting: Thursday, 24 November 2022

Time of meeting: 11.00am (Brisbane Time)

Place of Meeting : Piper Alderman
Level 26
Riparian Plaza
71 Eagle Street
Brisbane Qld 4000

A Proxy Form is enclosed

Please read this Notice and Explanatory Memorandum carefully and in its entirety. If you are unable to attend the Annual General Meeting please complete and return the enclosed Proxy Form in accordance with the specified directions.

GALILEE ENERGY LIMITED

ACN 064 957 419

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2022 Annual General Meeting of Shareholders of Galilee Energy Limited (**Company**) (**Annual General Meeting** or **Meeting**) will be held physically at **Level 26, Riparian Plaza, 71 Eagle Street, Brisbane, Qld 4000** on Thursday, 24 November 2022 at 11:00am (AEST).

For information regarding the Annual General Meeting, including access, registration, and voting, please refer to the Explanatory Memorandum attached.

The Explanatory Memorandum and Proxy Form accompanying this Notice of Meeting are incorporated in and comprise part of this Notice of Meeting. Capitalised terms used in this Notice of Meeting have the meaning given to them in the “Definitions” section at the end of the Explanatory Memorandum.

ORDINARY BUSINESS

1. Annual Financial Statements and Report

To receive and consider the financial statements of the Company for the year ended 30 June 2022 together with the Directors’ Report and the Auditor’s Report as set out in the Annual Report.

Please note that no vote is required on this item of business.

2. Resolution 1 – Non-Binding Resolution to Adopt the Remuneration Report for the Financial Year ended 30 June 2022

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

“That, for the purposes of section 250R of the Corporations Act, the Remuneration Report for the year ended 30 June 2022 be adopted.”

Please note that the vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement

In accordance with the Corporations Act, a vote must not be cast (in any capacity) on Resolution 1 by, or on behalf of, any of the following persons:

- (1) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report for the Company; or
- (2) a Closely Related Party of such member.

However, a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- (1) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on Resolution 1; or
- (2) the person is the Chair of the Meeting and the appointment of the Chair of the Meeting as proxy:
 - (a) does not specify the way the proxy is to vote on the Resolution; and
 - (b) expressly authorises the Chair of 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.

Further, a person appointed as a proxy must not vote on the basis of that appointment, on Resolution 1 if:

- (1) the person is either:
 - (a) a member of the Key Management Personnel for the Company; or
 - (b) a Closely Related Party of such a member; and
- (2) the appointment does not specify the way the proxy is to vote on Resolution 1.

However, this does not apply if:

- (1) the person is the Chair of the Meeting; and
- (2) the appointment expressly authorises the Chair of the Meeting to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. Resolution 2 – To Re-elect Mr Gordon Grieve as a Director

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

“That Gordon Grieve, who retires by rotation in accordance with Rule 79.1 of the Constitution of the Company, being eligible for re-election, be re-elected as a director of the Company.”

4. Resolution 3 - Approval to Issue 547,288 Performance Rights to Mr David Casey (or his nominated Associate)

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, the issue to Mr David Casey (or his nominee) of 547,288 Performance Rights in the Company pursuant to the Galilee Long Term Incentive Plan as described in the Explanatory Memorandum be approved.”

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 3 by Mr Casey, or on behalf of any director of the Company or any of their respective Associates, or any person whose relationship with the Company, or any of the foregoing persons, is such that, in ASX's opinion, the acquisition should be approved by security holders, who are eligible to participate in the Galilee Long Term Incentive Plan, or, in each case, any of their respective Associates.

However, the Company need not disregard a vote if it is cast by a person as:

- 1) a proxy or attorney for a person who is entitled to vote, in accordance with directions given to the proxy or attorney to vote on Resolution 3 in that way; or
- 2) it is cast by the person chairing the General Meeting as a proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the person Chairing the Annual General Meeting to vote as the person Chairing the Annual General Meeting decides;
- 3) or a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (a) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting on Resolution 3; and
 - (b) the holder votes on Resolution 3 in accordance with directions given by the beneficiary to the holder to vote in that way.
- 4) Further, a person appointed as a proxy must not vote on the basis of that appointment, on Resolution 3 if:
 - (a) the person is either:
 - (b) a member of the Key Management Personnel for the Company; or
 - (c) a Closely Related Party of such a member; and
 - (d) the appointment does not specify the way the proxy is to vote on Resolution 3.

However, this does not apply if:

- (a) the person is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair of the Meeting to exercise the proxy even if Resolution 3 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

5. Special Resolution 4 – Approval of 10% Placement Capacity

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval be given for the issue of Equity Securities of up to 10% of the issued capital of the Company (at the time of the issue or the agreement to issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Special Resolution 4 by, or on behalf of, any 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 a holder of ordinary securities of the Company), or any Associate of that person or those persons.

However, this does not apply to a vote cast in favour of a Resolution by:

- (1) a person as 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
- (2) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution as the Chair of the Meeting decides; or
- (3) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (a) 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
 - (b) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

IMPORTANT NOTICE: At the date of this Notice of Meeting, it is not known who will participate in the proposed issue of Equity Securities the subject of this special resolution and the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the equity securities. Therefore, no existing Shareholder votes will be excluded under the voting exclusion in respect of Resolution 4. You may be liable for breach of the voting restrictions in the Corporations Act if you cast a vote that the Company disregards.

An explanation of the resolutions is set out in the accompanying Explanatory Memorandum (**EM**). This EM explains the purpose of the meeting and the resolutions to be considered at the meeting. Shareholders should read the EM in full.

OTHER BUSINESS

To consider any other business that may lawfully be brought forward in accordance with the Constitution and the Corporations Act.

QUESTIONS AND COMMENTS BY SHAREHOLDERS AT GENERAL MEETING

A reasonable opportunity will be given to Shareholders as a whole at the Meeting to ask questions about or make comments on the Remuneration Report and the management of the Company and to ask the auditors or their representative questions relevant to the conduct of the audit, the preparation and content of their report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and their independence in relation to the conduct of the audit.

All Shareholders are also invited to submit questions to the Company prior to or during the Meeting if participating via the live webcast.

Questions will be collated, and we will seek to address as many of the raised questions and topics as possible. If you would like to submit a written question, or if you have general questions in relation to the upcoming Annual General Meeting please see below.

Questions may be submitted by one of the following methods:

By email: admin@galilee-energy.com.au

By post: GPO BOX 1944, Brisbane Qld 4000

The Board strongly encourages lodgement of proxy votes and submission of questions prior to the Annual General Meeting so the meeting can be held in an efficient manner.

THE BOARD HAS AUTHORISED THE RELEASE OF THIS DOCUMENT TO THE ASX.

Stephen Rodgers
Company Secretary
Dated: 21 October 2022

Entitlement to Vote and Attend

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 Tuesday 22 November 2022.

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.

Attending the Meeting

The Annual General Meeting will be conducted physically. You may register to attend the webcast by contacting the Company at admin@galilee-energy.com.au. The Company will provide a link to enable you to access the webcast of the Annual General Meeting.

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. A pro forma "Certificate of Appointment of Corporate Representative" is available from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Voting by Proxy

- A Shareholder entitled to 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 ask a question 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 of Meeting, 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 Chair 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 Chair of the Meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chair 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 of Meeting.
- To be effective, proxies must be lodged by 11.00am (Brisbane time) on Tuesday, 22 November 2022. 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 of Meeting to:
 The Share Registry
 Galilee Energy Limited
 c/- Computershare Investor Services Pty Limited
 GPO Box 242
 MELBOURNE VIC 3001
 - or
 2. by faxing a completed proxy form to:-
 Computershare Investor Services Pty 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. by scanning the QR code located on the front of the accompanying proxy form and logging in with your postcode.

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 11.00am (Brisbane time) on Tuesday 22 November 2022. If facsimile transmission is used, the Power of Attorney must be certified.

How undirected proxies held by the Chair of the Meeting will be voted

If you appoint the Chair of the Meeting as your proxy or he becomes your proxy by default, and you do not specify in the Proxy Form the manner in which you wish the Chair of the Meeting to vote on the Resolutions to be considered at the Meeting, you accept that the Chair of the Meeting intends to vote in favour of all Resolutions. **If you do not direct the Chair of the Meeting how to vote on Resolutions 1 - 4 (inclusive) you expressly authorise the Chair of the Meeting to exercise your proxy on those Resolutions even though they may be connected directly or indirectly with the remuneration of a member of Key Management Personnel, which includes the Chair of the Meeting.**

If you appoint the Chair of the Meeting as your proxy and wish to direct the Chair of the Meeting how to vote on some or all of the Resolutions to be considered at the Meeting, you must complete the directed proxy part of the Proxy Form (Step 2 on the Proxy Form).

Galilee encourages all Shareholders who submit proxies to direct their proxy how to vote on each resolution.

IMPORTANT VOTING RESTRICTIONS

If you are entitled to vote, and you wish to appoint a proxy, you should be aware that if your proxy is a person who is not entitled to vote in their own right, the person may (subject to the Corporations Act) still vote as your proxy but your proxy's vote on your behalf will only be valid if, subject to the comments above in respect of undirected proxies held by the Chair of the Meeting, you direct your proxy on the Proxy Form how to vote and the proxy does vote as directed.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders in Galilee Energy Limited (**Company**) in connection with the business to be considered at the Annual General Meeting of Shareholders to be held at 11.00am (Brisbane time) on Thursday, 24 November 2022.

This Explanatory Memorandum comprises part of the accompanying Notice of Meeting. Capitalised terms are defined in the “Definitions” section at the end of this Explanatory Memorandum. Details of the business to be considered at this Meeting are set out below.

Purpose of Explanatory Memorandum

The purpose of this Explanatory Memorandum is to provide Shareholders with information which may be relevant to the Resolutions to be put to Shareholders at the Meeting.

Annual Financial Report

The Corporations Act requires that the Report of the Directors, the Auditor’s Report and the Financial Report be presented to Shareholders at the Annual General Meeting. The first item of business of the Notice of Meeting deals with the presentation of the Company’s Annual Financial Report for the year ending 30 June 2022. Shareholders should consider this document and raise any matters of interest with the Directors when this item is being considered.

The Company’s Annual Financial Report for the year ended 30 June 2022 is available on the Company’s website at: www.galilee-energy.com.au.

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

Resolution 1: Remuneration Report for the Year ended 30 June 2022

During this item of business, Shareholders at the meeting may comment on and ask questions about the Remuneration Report that appears in the Company’s Annual Report 2022.

Section 300A of the Corporations Act requires the Director’s Report to contain a Remuneration Report (**Report**) containing information about the Board’s policy for determining the nature and amount of the remuneration of directors and senior management. The Report must also explain the relationship between the remuneration policy and the Company’s performance. The disclosure requirements stipulated in section 300A of the Corporations Act have been complied with.

The Corporations Act (sections 250R (2) and 250R (3)) provides that the vote on the adoption of the Report 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 2023 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 2023 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.

Recommendation of Directors

The Remuneration Report forms part of the Company's Annual Report, made in accordance with a unanimous resolution of the Directors. Each of the Directors recommends the Report to Shareholders for adoption.

The Chair of the Meeting intends to vote all available proxies in favour of this resolution.

Resolution 2: Re-election of Mr Gordon Grieve as a Director

Mr Gordon Grieve was appointed to the Board by the Directors with effect from 6 September 2019 and last elected to the Board by Shareholders at the Company's 2019 Annual General Meeting.

Rule 79.1 of the Constitution provides that a director may not hold office for a continuous period in excess of 3 years or past the third annual general meeting following the Director's appointment, whichever is the longer, without submitting for re-election. Mr Grieve will therefore retire from office in accordance with this requirement and being eligible submits himself for re-election.

Gordon has over 30 years' experience as a solicitor and counsel working with energy and resources companies in Australia and overseas and is the current Chairman of Partners at Piper Alderman, leading both their International and Energy & Resources Groups.

Gordon is a skilled advisor in relation to corporate governance and compliance issues, company takeovers and schemes of arrangement and has represented companies and directors on all facets of major corporate transactions and commercial litigation. Gordon guided the growth and development of Eastern Star Gas Ltd from start-up through to its acquisition by Santos Ltd for \$900 million.

Gordon is a Member of The Australian Institute of Company Directors and a member of the Law Society of Queensland and The Law Society of NSW.

Gordon holds the position or Chair of the Audit Committee. He also is a member of the Risk Committee and the Remuneration Committee.

Recommendation of Directors

The Directors (other than Gordon Grieve) unanimously recommend that Shareholders vote in favour of Resolution 2.

Resolution 3 - Approval to issue 547,288 Performance Rights to Mr David Casey (or his nominated Associate)

Resolution 3 seeks Shareholder approval for the issue of **547,288** Performance Rights to the Company's Managing Director, David Casey (or his nominee), under the Galilee Long Term Incentive Plan (**Plan**).

Background

The Plan has been established to provide eligible employees, which includes the Managing Director, 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. The Plan is also designed to assist in the attraction, retention and motivation of those employees.

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

The Board considers that the Managing Director's remuneration package, including participation in the proposed grant of Performance Rights under the Plan, is reasonable and appropriate having regard to the Company's circumstances, business performance, remuneration objectives, and the Managing Director's duties and responsibilities.

The Performance Rights that will be issued to the Managing Director will be unlisted and quotation for the same will not be sought.

ASX Listing Rule 10.14

Listing Rule 10.14 provides that a director or their Associates may not acquire equity securities under an employee incentive scheme without the prior approval of shareholders.

Mr Casey falls within Listing Rule 10.14.1 by virtue of being a director of the Company. Accordingly, Resolution 3 seeks Shareholder approval for the Company to issue the relevant Performance Rights to Mr David Casey who is the Company's Managing Director or his Associates under the terms of the Plan in accordance with Listing Rule 10.14.

If Resolution 3 is passed, the Company will be able to proceed with the issue of the relevant Performance Rights to the Managing Director (or his Associates), in accordance with the Plan.

If Resolution 3 is not passed, the Company will be unable to proceed with the issue of the relevant Options to the Managing Director (or his Associates) in accordance with the Plan.

Shareholders should be aware that, if approval is given to issue the relevant Performance Rights to the Managing Director under Listing Rule 10.14, approval will not be required under Listing Rule 7.1 and 7.1A and that the number of Performance Rights issued to the Managing Director will not be counted towards the Company's placement capacity.

Summary of Material Terms of Performance Rights

The rules of the Plan allow for the Board to require the satisfaction of one or more Vesting 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 David Casey, pursuant to Resolution 3 will be divided into four (4) separate tranches, with each tranche being subject to satisfaction of specific Performance Right Vesting Conditions and vesting requirements.

The material terms of the Plan are summarised in Annexure "A".

A breakdown of the Performance Right Vesting Conditions, the number of Performance Rights allocated to the Managing Director and the specific requirement for the vesting of those Performance Rights are set out in the table below:

Managing Director – David Casey

Performance Right Vesting Conditions	Number of Rights to be awarded	Specific Requirement of Vesting for conversion to Shares
Tranche 1 Corporate – 50%	273,644	a. Maiden 2P Reserve Booking; b. Successful Company Funding Event; and c. Absolute Share Price Performance: (Measurement Period: 01/072022 – 30/06/2023).
Tranche 2 Project Deliverables – 15%	82,093	a. Delivery of 2022/23 FY Capex & Opex better than Plan with Innovation b. Successful Production rate milestones; and c. Stakeholder engagement & management.

Tranche 3 Health & Safety – 20%	109,458	a. Health and Safety linked to matters including Lost Time Injury Frequency Rate
Tranche 4 Individual deliverables – 15%	82,093	a. Board Discretion taking into consideration matters such as overall performance of the Company.
<u>Total</u>	<u>547,288</u>	

On the condition that Shareholder approval is obtained, the 547,288 Performance Rights will be issued to the Managing Director as soon as practicable following the Meeting and, in any event, will be issued no later than 3 months after the Meeting.

The Performance Rights are being issued as part of the remuneration for Mr David Casey as an incentive for future performance. As such, they will be issued at no cost to Mr Casey.

The date by which the vesting criteria will be measured is 30 June 2023. If the vesting criteria has been met by that date, then the holder of those Performance Rights will have to 1 July 2027 in order to provide a Notice of Exercise under the Plan electing to convert the Performance Rights to Shares.

If the vesting criteria has not been satisfied or otherwise waived by the Board by the end of the Vesting Period, the Performance Rights subject to such vesting criteria will lapse and no longer be capable of being converted to Shares.

While the exercise of Performance Rights and their conversion to Shares in the Company will be subject to the Performance Rights having vested on the satisfaction of the Performance Right Vesting Conditions (subject to the Board's discretion to waive those Performance Conditions in certain circumstances as detailed in Plan), Mr Casey 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 issue under the Plan.

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

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 Right Vesting Conditions or conditions will be treated as having been waived and the Performance Rights still on issue at the time will vest.

Additional Information under ASX Listing Rule 10.15

Details of the Managing Directors Remuneration

Mr Casey's current total remuneration (excluding the Performance Rights that are the subject of Resolution 3) is \$497,250.00 which is an annual fixed remuneration amount (inclusive of the compulsory superannuation contribution) and an amount of \$74,587.50 representing a short term incentive for certain key performance indicators mirroring the Vesting Conditions payable at the discretion of the Board upon assessing the Managing Directors performance against the stated indicators. Further details of the Managing Directors remuneration can be found at pages 11 – 13 of the Consolidated Financial Statements for the period ending 30 June 2022.

The Company is issuing Performance Rights to the Managing Director as a form of equity security as a cost effective, non-cash incentive which aligns the interest of the Managing Director with those of the shareholders.

Valuation of Performance Rights

The Performance Rights are not currently (and will not in the future be) quoted on the ASX and as such have no readily available market value.

The Performance Rights provide the holder with a right to receive one Share upon the exercise of that Performance Right (subject to the relevant Vesting Conditions being met). Accordingly, the Performance Rights may have a present value at the date of their grant and may acquire future value dependent upon the extent to which the Share price increases during the term of the Performance Rights and/or changes in the probability of the relevant Vesting Conditions being met.

As a general proposition, Performance Rights are akin to options to acquire shares (having a zero or low exercise price) and have value. Various factors impact upon the value of Performance Right's including things such as:

- (a) the period outstanding before the expiry date of the Performance Rights;
- (b) the exercise price of the Performance Rights (if any) relative to the underlying price or value of the Shares into which they may be converted;
- (c) the proportion of the issued capital as expanded upon the exercise of the Performance Rights (i.e. whether or not the Shares that might be acquired upon exercise of the Performance Rights represent a controlling or other significant interest);
- (d) the value of the Shares into which the Performance Rights may be converted; and
- (e) whether or not the Performance Rights are listed or able to be transferred (i.e. readily capable of being liquidated); and
- (f) the probability of the relevant Vesting Condition being satisfied.

The Company has attributed a value of \$137,741 to the Performance Rights to be granted pursuant to Resolution 3 to be issued to Mr David Casey. Details of how these amounts have been reached are below.

The Tranches of Performance Rights listed in the table above, except those which will be determined by reference to an Absolute TSR (Tranche 1c) (collectively, the "Non-Market Performance Rights") are subject to non-market vesting conditions only and as such the Black Scholes option valuation methodology was used to value the Non-Market Performance Rights.

The Tranche 1c Performance Rights, with absolute TSR vesting conditions are considered market based vesting conditions. Under AASB 2, a value impact of a market condition should be included in the fair value determination at the grant date. Accordingly, Monte Carlo simulation was used to incorporate a probability-based value impact of the market based condition.

Shareholders should be aware that if Resolution 3 is approved, the valuation of the Performance Rights will be performed as the date of shareholder approval. Changes in inputs into the valuation of the Performance Rights, including the market price of the Shares may result in the valuation of the Performance Rights for accounting purposes being different to the indicative valuations disclosed in this Explanatory Memorandum.

Previous Issues of Performance Rights to the Managing Director

There have been no Performance Rights issued to the Managing Director under the Plan which was approved by Shareholders for LR 7.1 purposes at the General Meeting 13 April 2022.

Previously however a total of 3,500,000 Performance Rights have been granted to the Managing Director as part of the terms of his accepting the offer to appoint him as Managing Director.

Of the performance rights that were offered to the Managing Director outside of the Plan:

- (a) Nil have been exercised and converted to ordinary shares;
- (b) 450,000 have vested and are yet to be converted to Shares;
- (c) 50,000 have lapsed without vesting.

Of the Performance Rights that were issued 3,450,000 remain on issue.

The Performance Rights that have previously been issued to the Managing Director have been issued to him at no cost and in consideration of his appointment.

Additional Information

Details of the 547,288 Performance Rights, if issued to the Managing Director under the Plan, will be published in the Company's Annual report for 2023, which will include a statement that the approval for the issue was obtained under Listing Rule 10.14.

The Managing Director is the only director or person covered by Listing Rule 10.14 to whom it is proposed that Performance Rights be granted under the Plan at this time.

Any additional persons covered by Listing Rule 10.14 who may become entitled to participate in the Plan following the AGM will not participate in the Plan until Shareholder approval for their participation is obtained under 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 Plan .

The Plan contains provisions setting out the treatment of unvested Performance Rights, including the Board’s discretion to waive any Vesting Conditions and / or other forfeiture conditions attaching to those Performance Rights in the event that a Participant ceases 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.

The exercise of these discretions by the Board will constitute a Termination Benefit for the purposes of the Corporations Act and therefor requires Shareholder approval.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties by a public company. The proposed issue of Performance Rights to Mr David Casey will constitute the giving of a financial benefit to a related party under Chapter 2E of the Corporations Act, for which Shareholder approval is usually required (pursuant to section 208 of the Corporations Act).

There are various exceptions to the requirement for shareholder approval. This includes in accordance with section 211 of the Corporations Act, where the benefit is remuneration to a related party as an officer or employee of the Company, and to give the remuneration would be reasonable given:

- (a) the circumstances of the Company in giving the remuneration; and
- (b) the related party’s circumstances (including the responsibilities involved in the office or employment),

(the “**reasonable remuneration exception**”).

Section 210 of the Corporations Act also provides an exception to the requirement for Shareholder approval to give a financial benefit, where it is given on terms that would be reasonable in the circumstances if the public company and the related party were dealing at arm's length (the “**arm's length exception**”).

It is the view of the Board that the grant of the Performance Rights to Mr Casey constitutes part of his “reasonable remuneration” and that the exceptions under section 211 and section 210 of the Corporations Act will apply to the issue of the Performance Rights under Resolutions 3.

Accordingly, the Company is not seeking Shareholder approval under section 208 of the Corporations Act.

Save as set out in this Explanatory Memorandum, the Directors are not aware of any other information that will be reasonably required by Shareholders to make a decision in relation to benefits contemplated by the proposed Resolution 3.

Accordingly, Resolution 3 also seeks Shareholder approval to enable the Board to provide Termination Benefits to Mr Casey in the event that the Board exercises these discretions.

Recommendation

The Directors (other than David Casey who is not entitled to vote) recommends the approval of the grant of Performance Rights to the Managing Director.

The Chair intends to vote all available proxies in favour of this Resolution.

Special Resolution 4 – Approval of 10% Placement Capacity

ASX Listing Rule 7.1A enables eligible entities to seek the approval of the holders of its ordinary securities to issue Equity Securities up to 10% of its issued share capital (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1. An eligible entity for the purposes of ASX 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 ASX Listing Rule 7.1A.2, which is detailed below.

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

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

Technical information required by ASX Listing Rule 14.1A

The effect of Resolution 4 will be to permit the Company to issue Equity Securities under Listing Rule 7.1A during the 12 month period following the annual general meeting without using the Company's 15% placement capacity under Listing Rule 7.1.

If Resolution 4 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

Additional Information

a) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The Company, as at the date of the Notice, has on issue two (2) types of Equity Securities quoted on ASX being Ordinary Shares and the Options expiring 4 September 2023.

b) Formula for calculating 10% Placement Facility

ASX 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 up to a 12-month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A = has the same meaning as in rule 7.1;

D = is 10%.

E = is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under rule 7.4; and

“relevant period” has the same meaning as in rule 7.1.

“A” is the number of fully paid ordinary securities on issue at the commencement of the relevant period:

- i) plus the number of fully paid ordinary securities issued in the 12 months under an exception in ASX Listing Rule 7.2 (other than exception 9, 16 or 17);
- ii) plus the number of fully paid ordinary securities issued in the 12 months on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:
 - a. the convertible securities were issued or agreed to be issued before the commencement of the 12 months; or
 - b. the issue of, or agreement to issue, the convertible securities was approved, or taken under the ASX Listing Rules to have been approved, under ASX Listing Rule 7.1 or ASX Listing Rule 7.4;
- iii) plus, the number of fully paid ordinary securities issued in the 12 months under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where:
 - a. the agreement was entered into before the commencement of the 12 months; or
 - b. the agreement or issue was approved, or taken under the ASX Listing Rules to have been approved, under ASX Listing Rule 7.1 or ASX Listing Rule 7.4;
- iv) plus the number of partly paid ordinary securities that became fully paid in the 12 months;
- v) plus the number of any other fully paid ordinary securities issued in the 12 months with approval of holders of shares under ASX Listing Rules 7.1 or 7.4,

Note: This may include fully paid ordinary securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 17 where the issue is subsequently approved under rule 7.1.

- vi) less the number of fully paid ordinary securities cancelled in the 12 months.

c) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A.2 must be for cash consideration and must not be less than 75% of the volume weighted average market price of Equity Securities in the same class, calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- 1) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the securities; or
- 2) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (1) above, the date on which the Equity Securities are issued.

d) 10% Placement Period

An approval of the 10% Placement Facility under ASX Listing Rule 7.1A commences on the date of the Meeting and expires on the earlier to occur of:

- 1) the date that is 12 months after the date of the Meeting at which the approval is obtained; or
- 2) the time and date of the Company's next annual general meeting; or
- 3) the time and date of the approval by the holders of the Company's ordinary securities of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

("10% Placement Period").

e) Use of funds

The Company may seek to issue the Equity Securities for cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expenses associated with such acquisition), continued exploration and feasibility study expenditure on the Company's current assets and/or general working capital.

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

f) Allocation policy

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:

- 1) the methods of raising funds that are available to the Company, including but not limited to, placement, rights issue or other issue in which existing security holders can participate;
- 2) the effect of the issue of the Equity Securities on the control of the Company;
- 3) the financial situation and solvency of the Company; and
- 4) advice from corporate, financial and broking advisers (if applicable).

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

g) Previous approval under ASX Listing Rule 7.1A

The Company last obtained approval under Listing Rule 7.1A at its 2021 annual general meeting.

In the period between the date of the 2021 AGM and the date of this Notice of Meeting the Company has issued a total of 43,156,943 ordinary fully paid Shares and 49,136,880 Options.

The details of the Shares that have been issued since the 2021 AGM under Listing Rule 7.1A are as follows:

- (a) On 3 March 2022 the Company issued a total of 36,922,568 ordinary fully paid shares pursuant to a Placement that it announced 24 February 2022. Of the Shares that were issued 7,384,515 were issued relying on the Company's Listing Rule 7.1 capacity, with the remaining 29,538,053 issued under the Company's Listing Rule 7.1A capacity.

The Shares that were issued under Listing Rule 7.1A during the period from the date of the 2021 AGM to the date of this Notice of Meeting as detailed in paragraph g) (29,583,053 Shares) represented a 10% dilution to the total number of Shares that of the Company had on issue at the commencement of the 12 months preceding the date of this Meeting which was 295,260,556.

Details of all the Equity Securities issued by the Company under Listing Rule 7.1A.2 in the preceding 12 months of the meeting are detailed below:

Date	03.03.2022
Number	29,583,053 (plus 7,384,515 issued under LR 7.1)
Class	Ordinary Fully Paid Shares
Recipients	Applicants to Share Placement
Issue Price	\$0.32 per Share (discount of 14.1% to 10-day VWAP)
Consideration	<p>Cash Consideration raised for issue of LR7.1A shares was \$9,466,576 of a total of approximately \$15 million raised (inclusive of raising costs). The proceeds of the \$15million raised have been and are continuing to be applied towards:</p> <p>To a new 5-well drilling programme to accelerate de-pressurisation and initiate gas desorption at Glenaras to achieve commercial gas production in support of a material maiden reserve booking. This programme was extended to include a 6th well and the wells making up the programme were completed in June 2022. See ASX announcement 23 June 2022.</p> <p>The proceeds of the monies raised under Listing Rule 7.1A were intermingled at the time with the proceeds of the monies raised under Listing Rule 7.1, a Share Purchase Plan that was conducted in conjunction with the Placement and the existing cash balance that the Company had at the time.</p> <p>It is not possible as this juncture to state with accuracy the exact amount of the funds raised under Listing Rule 7.1A that have been spent. Shareholders are referred to the September Appendix 5B for details of the cash balance and expenditure which the Company incurred which includes the proceeds of the funds raised in March 2022.</p>

h) Voting exclusion

A voting exclusion statement is included in the Notice of Meeting. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of 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 the Notice of Meeting.

i) Dilution risk

If Resolution 4 is passed by Shareholders as a Special Resolution and the Company issues Equity Securities under the 10% Placement Facility, there is a risk of economic and voting dilution to existing ordinary security holders, including the risk that:

- 1) the market price for the Company's Equity Securities in that class may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and

- 2) 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 may be issued as part of consideration for the acquisition of a new asset, either of which may have an effect on the amount of funds raised by the issue of the Equity Securities.

ASX Listing Rule 7.3A.2 – Dilution Table**

Variable "A" in ASX Listing Rule 7.1A.2		\$0.145 Issue Price (50% decrease in Deemed Price)	\$0.29 Issue Price (Deemed Price)*	\$0.58 Issue Price (100% increase in Deemed Price)
338,537,499 Shares being the current number of Shares on issue at the date of this Notice of Meeting	10% Voting Dilution	33,853,745 Shares	33,853,745 Shares	33,853,745 Shares
	Funds Raised	\$ 4,908,793	\$ 9,817,586	\$ 19,635,172
508,806,248 Shares being a 50% increase in the number of Shares on issue at the date of this Notice of Meeting	10% Voting Dilution	50,880,624 Shares	50,880,624 Shares	50,880,624 Shares
	Funds Raised	\$ 7,377,690	\$ 14,755,381	\$ 29,510,761
677,074,998 Shares being a 100% increase in the number of Shares on issue at the date of this Notice of Meeting	10% Voting Dilution	67,707,499 Shares	67,707,499 Shares	67,707,499 Shares
	Funds Raised	\$ 9,817,587	\$ 19,635,174	\$39,270,349

*The Deemed Price was the closing price of the Shares on the ASX on 5 October 2022.

**All Voting Dilution and Funds Raised numbers in the table have been rounded to nearest whole number.

The above table 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 ASX Listing Rule 7.1A(2) as at the date of this Notice of Meeting.

The table also shows two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the Deemed Price.

The table has been prepared on the following assumptions:

- i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- ii) No unlisted options are exercised or any into Shares or any of the unlisted performance rights vest before the date of the issue of the Equity Securities under ASX Listing Rule 7.1A. The Company has 17,146,062 unlisted options, 42,490,818 listed options and 7,400,000 unlisted performance rights on issue at the date of this Notice of Meeting.
- i) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- ii) 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.

- iii) The table shows only the effect of issues of Equity Securities under ASX Listing Rule 7.1A and does not consider issues under the 15% placement capacity under ASX Listing Rule 7.1.
- iv) The issue of Equity Securities under the 10% Placement Facility consists only of ordinary shares in the Company. The table does not demonstrate the effect of listed or unlisted options being issued under ASX Listing Rule 7.1A.
- v) The issue price for ordinary shares in the Company is deemed for the purposes of the table to be \$0.29 (**Deemed Price**), being the closing price of these shares on ASX on 1 October 2022. This price is indicative only and does not consider the 25% discount to market that these shares may be issued at.
- vi) 'A' is the current number of fully paid ordinary shares on issue and assumes full placement capacity available.

Recommendation

The Directors consider that the approval of the issue of the 10% Placement Facility described above is beneficial for the Company as it provides the Company with the flexibility to issue up to the maximum number of securities permitted under ASX Listing Rule 7.1A in the next 12 months (without further Shareholder approval), should such an issue be required.

Accordingly, each of the Directors recommends that Shareholders vote in favour of Resolution 4.

The Chair of the Meeting intends to vote all available proxies in favour of this resolution.

Definitions

The following words shall have the following meanings in this Notice of Meeting and Explanatory Memorandum:

Associate has the meaning given to that term in the Listing Rules.

ASX means ASX Limited ACN 008 624 691 or, where applicable, the Australian Securities Exchange operated by ASX.

Board means the Board of Directors of the Company.

Chair of the Meeting means the chairperson of the Meeting.

Closely Related Party means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

Company or **Galilee** means Galilee Energy Limited ACN 064 957 419.

Constitution means the constitution of the Company.

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

Director means a director of the Company at the date of this Notice of Meeting.

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

Explanatory Memorandum means this explanatory memorandum and any schedule or annexure to it.

Key Management Personnel means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Listing Rules or **ASX Listing Rules** means the listing rules of ASX.

Meeting or Annual General Meeting means the Annual General Meeting of the Company to be held on Thursday, 24 November 2022 at 11.00am (Brisbane Time).

Notice of Meeting means, unless the context requires otherwise, this document which comprises the Company's Notice of Meeting to be held at 11.00am (Brisbane time) on Tuesday 22 November 2022 and the accompanying Explanatory Memorandum and the Proxy Form.

Options means unquoted options to receive one Share in the capital of the Company issued to employees and officers of the Company pursuant to the Galilee Share Option Plan.

Ordinary Resolution means a resolution requiring that more than 50% of the votes cast on the resolution are cast in favour of the resolution in order for it to be passed.

Proxy Form means the proxy form attached to the Notice of Meeting.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Related Party has the meaning given to that term in the Listing Rules.

Resolution means a resolution of the Company set out in this Notice of Meeting.

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

Shareholder means a shareholder in the Company.

Special Resolution means a resolution requiring that at least 75% of the votes cast on the resolution are cast in favour of the resolution in order for it to be passed.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

In this Notice of Meeting and the Explanatory Memorandum words importing the singular include the plural and vice versa.

Annexure “A” – Summary of Galilee Energy Long Term Incentive Plan

The key terms of the LTI Plan are as follows:

- (a) **Eligibility:** a person may participate in the LTI Plan if:
- (1) the Board considers that person to be an employee of the Company, its Associated Bodies Corporate, or any other entity in the Group, or is an associate of the employee (whether full-time, part-time and whether past, current or prospective);
 - (2) the person is a director (whether executive or non-executive) of the Company, its Associated Bodies Corporate, or any other entity within the Group; or
 - (3) any person who the Board determines is to be treated as an employee under the LTI Plan including, without limitation, any contractor
- (Eligible Employees).**
- (b) **Administration of the LTI Plan:**
- (1) The Company’s Board is responsible for operation of the LTI Plan and may determine which Eligible Employees will be offered Performance Rights under the LTI Plan.
 - (2) To the full extent permissible by the Listing Rules and law, the Board may from time to time vary the terms and conditions to which Performance Rights are subject (either collectively or on an individualised basis).
 - (3) The Board may at any time waive in whole or in part any terms or conditions (including any Performance Condition) in relation to any Performance Rights granted to any Participant.
- (c) **Offer:** The Board may issue an Eligible Employee with an invitation to apply for any number of Performance Rights, on such terms as the Board determines.
- (d) **Renounceable:** An invitation to an Eligible Employee to apply for Performance Rights may be renounced to:
- (4) an immediate family member;
 - (5) a company whose members comprise no persons other than the Eligible Employee or their immediate family members; and
 - (6) a corporate trustee of a self-managed superannuation fund where the Eligible Employee is a director of the trustee.
- (e) **Performance Rights:** Performance Rights issued pursuant to the LTI Plan are rights that vest and may be exercised into shares based on vesting conditions determined by the Board.
- (f) **Restriction on Transfer:** Performance Rights may not be transferred, assigned, encumbered or otherwise disposed of by the participant except by transmission on the death of the participant or with the written agreement of the Board.
- (g) **Vesting:** Performance Rights will vest in accordance with their vesting conditions which are determined by the Board. The Board may accelerate the vesting of Performance Rights or, by notice to the relevant participant, vary or waive vesting conditions, or bring forward the date on which the Performance Rights vest.
- (h) **Exercise:** Subject to any restrictions in the Corporations Act or the Listing Rules, a Performance Right is automatically exercised upon its vesting (unless the participant elects otherwise in writing).
- (i) **Rights attaching to shares:** Shares issued upon exercise of a Performance Right will be fully paid ordinary shares which rank equally with all existing shares from the date of issue of such shares.

- (j) **Bonus issues:** If there is a bonus issue while a participant holds a vested Performance Right, the number of shares a participant will receive upon exercise of their Performance Rights will increase by the number of shares the participant would have received if the participant had exercised their Performance Right before the record date of the bonus issue.
- (k) **Variations:** If there is a variation in the share capital of the company, the number of shares over which a Performance Right is exercisable will be adjusted in the manner determined by the Board to be fair and reasonable. If the variation affects the potential for the satisfaction of a vesting condition, the Board may adjust those vesting conditions in a manner it determines to be fair and reasonable, and so as to ensure that no participant is advantaged or disadvantaged by the variation. Any adjustments pursuant to a variation will be subject to the limitations in the Corporations Act and the Listing Rules.
- (l) **Expiry:** The Board will determine the expiry date for Performance Rights. A Performance Right may only be exercised if it vests before its expiry date. If a participant becomes a good leaver, the Board may determine what number of that participant's unvested Performance Rights shall vest and the rest of the unvested will immediately expire and lapse. If a participant becomes a bad leaver, all Performance Rights granted to that participant will automatically expire and lapse.
- (m) **Termination:** The Board may terminate or suspend the operation of the LTI Plan, or cancel the LTI Plan. Performance Rights granted prior to such termination or suspension shall continue, and their terms will be governed by the LTI Plan as if it had not been suspended or terminated.
- (n) **Change of Control:** If a takeover bid is made for the Company and the Board recommends acceptance of the takeover bid by the Company's Shareholders, a Court orders a meeting of the Company to consider a scheme of arrangement between the Company and its Shareholders to give effect to change of control of the Company, or the Board determines another transaction has occurred, or is likely to occur, which involves a change in control of the Company, the Board may determine that some, or all, Performance Rights that have not vested will vest on a date determined by the Board.



GLL

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

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **11.00am (Brisbane time) Tuesday, 22 November 2022.**

Voting Form

How to Vote on Items of Business

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

VOTE DIRECTLY

Voting 100% of your holding: Mark either the For, Against or Abstain box opposite each item of business. Your vote will be invalid on an item if you do not mark any box OR you mark more than one box for that item.**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the 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.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.**A proxy need not be a securityholder of the Company.**

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

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

Lodge your Form:

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Online:

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

Your secure access information is

**Control Number: 999999****SRN/HIN: I999999999****PIN: 99999**For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

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

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

Voting Form

Please mark to indicate your directions

Step 1 Indicate How Your Vote Will Be Cast *Select one option only*

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At the Annual General Meeting of Galilee Energy Limited to be held at Piper Alderman, Level 26, Riparian Plaza, 71 Eagle Street, Brisbane QLD 4000 on Thursday, 24 November 2022 at 11.00am (Brisbane time) and at any adjournment or postponement of that meeting, I/We being member/s of Galilee Energy Limited direct the following:

A **Vote Directly** Record my/our votes strictly in accordance with directions in Step 2. **PLEASE NOTE:** A Direct Vote will take priority over the appointment of a Proxy. For a valid Direct Vote to be recorded you must mark FOR, AGAINST, or ABSTAIN on each item.

OR

B **Appoint a proxy to vote on your behalf** I/We 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).

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 Resolutions 1 and 3 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 3 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 Resolutions 1 and 3 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you have appointed a proxy and 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. If you are directly voting and you mark the **Abstain** box for an item, it will be treated as though no vote has been cast on that item and no vote will be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Non-Binding Resolution to Adopt the Remuneration Report for the Financial Year ended 30 June 2022	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To Re-elect Mr Gordon Grieve as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval to Issue 547,288 Performance Rights to Mr David Casey (or his nominated Associate)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

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

GLL

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