



Global Energy Ventures
Shipping Solutions for the Energy Transition

GLOBAL ENERGY VENTURES LTD
ACN 109 213 470

NOTICE OF GENERAL MEETING

10.00am (WST) on Thursday, 22 July 2021

at

The Park Business Centre
45 Ventnor Avenue, West Perth
Western Australia, 6005

Please read this document carefully.

You should read this document in its entirety before deciding whether or not to vote for or against any Resolution at the General Meeting.

If you are in doubt as to how you should vote, you should seek advice from your professional advisers prior to voting.

If you are unable to attend the Meeting please complete and return your proxy form in accordance with the specified instructions.

Notice is hereby given that a General Meeting of Shareholders of Global Energy Ventures Limited ACN 109 213 470 will be held at 10.00am (WST) on Thursday, 22 July 2021 at The Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia 6005.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF ISSUE OF SHARES PURSUANT TO THE FEBRUARY 7.1 PLACEMENT

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 56,156,733 Shares pursuant to the February 7.1 Placement, for the purposes and on the terms set out in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue or any associates (as defined in the Listing Rules) of those persons.

However, the Company need not disregard a vote cast in favour of this Resolution by:

- (a) 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
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

2. RESOLUTION 2 – RATIFICATION OF ISSUE OF SHARES PURSUANT TO THE FEBRUARY 7.1A PLACEMENT

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 6,843,267 Shares pursuant to the February 7.1A Placement, for the purposes and on the terms set out in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue or any associates (as defined in the Listing Rules) of those persons.

However, the Company need not disregard a vote cast in favour of this Resolution by:

- (a) 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
- (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.

3. RESOLUTION 3 – RATIFICATION OF ISSUE OF SHARES TO JOINT LEAD MANAGERS OF FEBRUARY PLACEMENT

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 1,890,000 Shares (in aggregate) to the Joint Lead Managers of the February Placement, KG Capital Partners and PAC Partners for the purposes and on the terms set out in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of KG Capital Partners and PAC Partners or any of their associates (as defined in the Listing Rules).

However, the Company need not disregard a vote cast in favour of this Resolution by:

- (a) 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
- (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.

4. RESOLUTION 4 – ISSUE OF SHARES TO MR ANDREW PICKERING UNDER THE EMPLOYEE SHARE PLAN

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

“That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the issue of 2,000,000 Shares under the Employee Share Plan to Mr Andrew Pickering, or his nominee, for the purposes and on the terms set out in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any Director who is eligible to participate in the Employee Share Plan (or their nominee) or any associates (as defined in the Listing Rules) of those persons.

However, the Company need not disregard a vote cast in favour of this Resolution by:

- (a) 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
- (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.

5. RESOLUTION 5 – APPROVAL OF PERFORMANCE RIGHTS PLAN

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

“That, for the purposes of Listing Rule 7.2 (Exception 13) and for all other purposes, approval is given for the future issue of securities under the Performance Rights Plan (a summary of which is set out in Schedule 1) within the next three years, as described in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is eligible to participate in the Performance Rights Plan or any associates (as defined in the Listing Rules) of those persons.

However, the Company need not disregard a vote cast in favour of this Resolution by:

- (a) 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
- (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.

6. RESOLUTION 6 – ISSUE OF PERFORMANCE RIGHTS TO MR MARTIN CAROLAN

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

“That, for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 5,000,000 Performance Rights under the Performance Rights Plan to Mr Martin Carolan, or his nominee, for the purposes and on the terms set out in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any Director who is eligible to participate in the Performance Rights Plan (or their nominee) or any associates (as defined in the Listing Rules) of those persons.

However, the Company need not disregard a vote cast in favour of this Resolution by:

- (a) 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
- (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.

7. RESOLUTION 7 – ISSUE OF PERFORMANCE RIGHTS TO MR GARRY TRIGLAVCANIN

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

“That, for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 5,000,000 Performance Rights under the Performance Rights Plan to Mr Garry Triglavcanin, or his nominee, for the purposes and on the terms set out in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any Director who is eligible to participate in the Performance Rights Plan (or their nominee) or any associates (as defined in the Listing Rules) of those persons.

However, the Company need not disregard a vote cast in favour of this Resolution by:

- (a) 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
- (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.

OTHER BUSINESS

To transact any other business that may be legally brought before the Meeting.

CHAIR AND CHAIR’S VOTING INTENTIONS FOR UNDIRECTED PROXIES

It is proposed that Mr Maurice Brand will chair the Meeting. It is the Chair’s intention to vote undirected proxies (i.e. open proxies) which he holds as proxy in favour of all Resolutions.

SNAPSHOT DATE

It has been determined that in accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the date to determine who the Shareholders in the Company are for the purposes of the Meeting is **5.00pm (WST) on Tuesday, 20 July 2021**. Accordingly, Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Holders of Options or other convertible securities issued by the Company who are not Shareholders but who wish to vote as Shareholders at the Meeting are required to lodge valid exercise notices with the Company to allow sufficient time for the Shares to be issued by the Company before the above date.

Voting in person

A Shareholder that is an individual may attend and vote in person at the Meeting. If you wish to attend the Meeting, please bring the enclosed proxy form to the meeting to assist in registering your attendance and number of votes. Please arrive 20 minutes prior to the start of the Meeting to facilitate this registration process.

Voting by proxy

If you do not wish to attend the Meeting, you may appoint a proxy to attend and vote on your behalf. A body corporate may also appoint a proxy. A proxy need not be a shareholder. If a representative of a corporate proxy is to attend the meeting, you must ensure that the appointment of the representative is in accordance with section 250D of the Corporations Act.

The corporate representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative. An appointment of corporate representative form is available at:

<https://www-au.computershare.com/Investor/#Help/PrintableForms>

If you are entitled to cast 2 or more votes, you are entitled to appoint up to 2 proxies to attend the Meeting and vote on your behalf and may specify the proportion or number of votes that each proxy is entitled to exercise. If you do not specify the proportion or number of votes that each proxy is entitled to exercise, each proxy may exercise half of the votes. 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 the enclosed proxy form. To appoint a second proxy, you must follow the instructions on the proxy form.

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy, and require that:

- (a) if proxy holders vote, they must cast all directed proxies as directed; and
- (b) any directed proxies which are not voted will automatically default to the Chairman of the Meeting, who must vote the proxies as directed.

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at an address given below by 10.00am (WST) on Tuesday, 20 July 2021. Any proxy form received after that time will not be valid for the scheduled meeting.

- Online** At www.investorvote.com.au
- By mail** Share Registry – Computershare Investor Services Pty Limited
GPO Box 242,
MELBOURNE VIC 3001
- By fax** 1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)
- By mobile** Scan the QR Code on your proxy form and follow the prompts
- Custodian Voting** For Intermediary Online subscribers only (custodians) please visit
www.intermediaryonline.com to submit your voting intentions

VOTING PROHIBITION BY PROXY HOLDERS

To the extent required by section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolutions 4 to 7, if the person is either a member of the key management personnel or a closely related party of such a member and the appointment does not specify the way the proxy is to vote on the Resolution. However, the proxy may vote if the proxy is the Chair and the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of key management personnel.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolutions 4 to 7, by signing and returning the proxy form (including via an online voting facility) you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though the Resolution is connected directly or indirectly with the remuneration of key management personnel.

OTHER

Words which are defined in the Explanatory Statement have the same meaning when used in this Notice of Meeting unless the context requires otherwise. For assistance in considering this Notice of Meeting and the Explanatory Statement, please refer to the Glossary.

Dated: 21 July 2021

By order of the Board

Norman Marshall
Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to assist Shareholders in deciding how to vote on the Resolutions.

RESOLUTIONS 1 AND 2 – RATIFICATION OF ISSUE OF SHARES PURSUANT TO THE FEBRUARY PLACEMENT

On 17 February 2021, the Company announced to ASX that it had secured commitments to raise \$6.3 million (before costs) through a share placement of Shares at an issue price of \$0.10 per Share to new and existing institutional and sophisticated investors. The Shares were issued on 23 February 2021 and consisted of: (i) 56,156,733 Shares issued pursuant to the Company's Listing Rule 7.1 capacity (**February 7.1 Placement**); and (ii) 6,843,267 Shares issued pursuant to the Company's Listing Rule 7.1A capacity (**February 7.1A Placement**) (together, the **February Placement**).

Listing Rules 7.1 and 7.1A

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the number of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase the 15% limit under Listing Rule 7.1 by an extra 10% to 25%. The Company previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 25 November 2020 which means that the Company had this additional placement capacity available to it in relation to the issue of Shares under the February 7.1A Placement. The Listing Rules provide that issues made in accordance with Listing Rule 7.1A can be ratified.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule (or under Listing Rule 7.1A, as the case may be).

Shareholder approval sought

The February Placement does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, it has used up part of the Company's 25% limit under Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further Equity Securities without Shareholder approval.

Under Resolutions 1 and 2, the Company seeks Shareholder approval for, and ratification of, the February Placement under and for the purposes of Listing Rule 7.4 so as to retain as much flexibility as possible (under Listing Rules 7.1 and 7.1A) to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

If Resolutions 1 and 2 are passed, the February Placement will be excluded from the calculation of the Company's combined 25% limit under Listing Rules 7.1 and 7.1A, increasing the number of Equity Securities the Company can issue without further Shareholder approval.

If Resolutions 1 and 2 are not passed, the February Placement will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, and (as some of the capacity to issue further Shares will have been used) will continue to restrict the number of Equity Securities the Company can issue without Shareholder approval.

If only one of Resolutions 1 and 2 is passed (and the other is not passed), then the Company's capacity to issue further Shares will continue to be restricted to the extent the relevant Resolution is not approved.

For the purposes of Listing Rule 7.5, the following information is provided to Shareholders in relation to the February Placement:

- (a) The Shares were issued to institutional and sophisticated investors, none of whom are related parties of the Company. Some of the investors were existing Shareholders of the Company and the others were introduced to the Company by KG Capital Partners and PAC Partners, who acted as joint lead managers for the February Placement.
- (b) The total number of securities issued pursuant to the February 7.1 Placement was 56,156,733 Shares (Resolution 1). The total number of securities issued pursuant to the February 7.1A Placement was 6,843,267 Shares (Resolution 2).
- (c) The Shares were issued on the same terms as all other Shares already on issue.
- (d) The Shares were issued on 23 February 2021.
- (e) The Shares were issued at an issue price of \$0.10 per Share.
- (f) The purpose of the February Placement was to raise funds which will be used for CNG Optimum business development, development of the C-H2 compressed hydrogen supply chain, offer costs and ongoing working capital.
- (g) There are no further material terms to disclose in respect of the February Placement.
- (h) A voting exclusion statement in respect of each of Resolutions 1 and 2 is set out in the Notice.

Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of each of Resolutions 1 and 2.

RESOLUTION 3 – RATIFICATION OF ISSUE OF SHARES TO JOINT LEAD MANAGERS OF FEBRUARY PLACEMENT

KG Capital Partners and PAC Partners acted as joint lead managers of the February Placement. The consideration payable to them for acting as joint lead managers was 6% of the total amount raised under the February Placement. Of the fees paid, 50% was payable in Shares (and the other 50% was payable in cash). Accordingly, a total of 1,890,000 Shares were issued to KG Capital Partners and PAC Partners on 23 February 2021 pursuant to the Company's Listing Rule 7.1 capacity (the **JLM Issue**).

Shareholder approval sought

Please refer to the Explanatory Statement for Resolutions 1 and 2 for information about Listing Rules 7.1 and 7.1A.

The JLM Issue does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, it has used up part of the Company's 25% limit under Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further Equity Securities without Shareholder approval.

Under Resolution 3, the Company seeks Shareholder approval for, and ratification of, the JLM Issue under and for the purposes of Listing Rule 7.4 so as to retain as much flexibility as possible (under Listing Rules 7.1 and 7.1A) to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

If Resolution 3 is passed, the JLM Issue will be excluded from the calculation of the Company's combined 25% limit under Listing Rules 7.1 and 7.1A, increasing the number of Equity Securities the Company can issue without further Shareholder approval.

If Resolution 3 is not passed, the JLM Issue will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, and (as some of the capacity to issue further shares will have been used) will continue to restrict the number of Equity Securities the Company can issue without Shareholder approval.

For the purposes of Listing Rule 7.5, the following information is provided to Shareholders in relation to the February Placement:

- (a) The Shares were issued to KG Capital Partners and PAC Partners, neither of which is a related party of the Company. KG Capital Partners and PAC Partners acted as joint lead managers of the February Placement.
- (b) A total of 1,890,000 Shares were issued to KG Capital Partners and PAC Partners.
- (c) The Shares were issued on the same terms as all other Shares already on issue.
- (d) The Shares were issued on 23 February 2021.
- (e) The Shares were issued to KG Capital Partners and PAC Partners as partial consideration for their fees for acting as joint leader managers of the February Placement. Accordingly, no funds were raised by the JLM Issue. The closing price of Shares on the date of issue was \$0.110 per Share.
- (f) There are no further material terms to disclose in respect of the JLM Issue.
- (g) A voting exclusion statement in respect of Resolution 3 is set out in the Notice.

Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 3.

RESOLUTION 4 – ISSUE OF SHARES TO MR ANDREW PICKERING UNDER THE EMPLOYEE SHARE PLAN

Mr Andrew Pickering was appointed as a Non-Executive Director of the Company with effect on 1 February 2021.

Mr Pickering recently returned to Australia after retiring from a career of 40 years in shipping and logistics across the globe, which included responsibility for the largest global fleet of chemical tankers for Stolt-Nielsen Limited. Stolt-Nielsen Limited is a listed company with a market capitalisation of circa 1 billion USD (SNI:NO), that provides transportation, storage, and distribution solutions for chemicals and other bulk-liquid products worldwide. The company operates in four segments: Tankers, Tank Containers, Terminals, and Stolt Sea Farm.

More recently, Mr Pickering led the development of an integrated global energy supply business as CEO of Avenir LNG Limited, located in London. Avenir LNG Limited was established as a Joint Venture between Stolt-Nielsen; Golar LNG and Hoegh LNG, before becoming a publicly listed company on the OTC exchange in Norway. Avenir LNG Limited provides LNG supply solutions for off-grid industry, power generation, marine bunkering and the transport industry, including the construction of 6 new small-scale LNG vessels and a LNG terminal. Mr Pickering retired as CEO of Avenir LNG Limited in late 2019.

The Company is proposing to issue to Mr Pickering: (i) 1,000,000 Shares subject to voluntary escrow for 12 months; and (ii) 1,000,000 Shares subject to voluntary escrow for 24 months, under the Employee Share Plan (together, the **Proposed Director Issue**).

The Company is proposing to issue the Shares to Mr Pickering for the following reasons:

- (a) the Company's primary business activities, including its proprietary technology, relate to the marine transportation of compressed gases (including natural gas and hydrogen). Mr Pickering has an extensive and successful background (over 40 years) in shipping and marine logistics, including liquefied natural gas shipping.

The Company considers that Mr Pickering's industry experience and global contacts are vital to the Company's project development activities and the overall remuneration is reasonable and further aligns his interests to those of the Company and its Shareholders;

- (b) the issue of the Shares is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Pickering; and
- (c) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Shares on the terms proposed.

A summary of the material terms of the Employee Share Plan is set out in Schedule 3.

Listing Rules 10.11 and 10.14

Listing Rule 10.11 requires a listed entity to obtain shareholder approval for the issue of securities to a related party, which includes a director of the Company.

Listing Rule 10.12, Exception 8 provides that approval under Listing Rule 10.11 is not required for an issue of Equity Securities under an employee incentive scheme made, or taken to have been made, with the approval of the issuing entity's shareholders under Listing Rule 10.14.

Listing Rule 10.14 provides that a listed company must not permit a director (or certain other persons) to acquire Equity Securities under an employee incentive scheme unless it obtains the approval of its shareholders.

Shareholder approval sought

The Proposed Director Issue falls within Listing Rule 10.14 and therefore requires the approval of Shareholders. Resolution 4 seeks the required Shareholder approval to the Proposed Director Issue for the purposes of Listing Rule 10.14.

Mr Pickering, a Non-Executive Director of the Company, is entitled to participate in the Employee Share Plan. The Board considers that the Proposed Director Issue is in the Company's interests as it further aligns the interests of Mr Pickering with the interests of Shareholders in order to maximise Shareholder value, and is a cost-effective way to appropriately incentivise the performance of Mr Pickering in a manner which is consistent with the strategic goals and targets of the Company.

The Board has considered the Proposed Director Issue and, taking into account the circumstances of the Company and its subsidiaries, the circumstances of Mr Pickering, and the remuneration practices of other similar entities, considers that the financial benefits provided to Mr Pickering by way of the issue of Shares (together with the other elements of his remuneration package) constitute reasonable remuneration. Accordingly, approval under Chapter 2E of the Corporations Act is not being sought.

If Resolution 4 is passed, the Company will be able to proceed with the proposed issue of Shares to Mr Pickering and grant up to a total of 2,000,000 Shares to Mr Pickering or his nominee.

If Resolution 4 is not passed, the Company will not be able to proceed with the Proposed Director Issue.

Information required by ASX Listing Rule 10.15

The following information is provided in accordance with ASX Listing Rule 10.15 which sets out the information that must be provided to Shareholders in order to obtain Shareholder approval under ASX Listing Rule 10.14:

- (a) The person to acquire Shares under the Employee Share Plan is Mr Andrew Pickering, a Non-Executive Director of the Company (or his nominee).
- (b) Mr Pickering falls within Listing Rule 10.14.1 as he is a Director of the Company. His nominee (if applicable) would fall within Listing Rule 10.14.2, as an associate of Mr Pickering.

- (c) The maximum number of Shares to be issued to Mr Pickering or his nominee under the Employee Share Plan is 2,000,000 Shares. 1,000,000 Shares will be subject to voluntary escrow for 12 months and 1,000,000 Shares will be subject to voluntary escrow for 24 months.
- (d) The current total remuneration package for Mr Pickering is \$60,000 per annum (inclusive of superannuation).
- (e) Mr Pickering has not previously been issued Shares under the Employee Share Plan.
- (f) It is proposed that Mr Pickering (or his nominee) will be issued the Shares as soon as practicable (and in any event within 3 years) after the date of the Meeting.
- (g) The Shares will be issued to Mr Pickering (or his nominee) for nil cash consideration (in line with the terms of the Employee Share Plan), as part of his remuneration package.
- (h) A summary of the terms of the Employee Share Plan is set out in Schedule 3.
- (i) No loan will be provided in relation to the acquisition of the Shares.
- (j) Details of any Shares issued under the Employee Share Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- (k) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Shares under the Employee Share Plan after the resolution is approved and who were not named in the Notice will not participate until approval is obtained under that rule.
- (l) A voting exclusion statement in respect of Resolution 4 is set out in the Notice.

If approval is given under Listing Rule 10.14, approval is not required under Listing Rule 7.1.

Board Recommendation

The Board does not make any recommendation to Shareholders in respect of Resolution 4 since this Resolution concerns a Director's remuneration.

RESOLUTION 5 – APPROVAL OF PERFORMANCE RIGHTS PLAN

The Board has adopted a Performance Rights Plan for the purposes of incentivising, attracting, motivating and retaining Company personnel. The Company considers that the adoption of the Performance Rights Plan and the future issue of Performance Rights under the Performance Rights Plan will incentivise selected employees, directors and personnel by giving them the opportunity to participate in the future growth of the Company.

Shareholder approval sought

Please refer to the Explanatory Statement for Resolutions 1 and 2 for information about Listing Rules 7.1 and 7.1A.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities (including rights) under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of Equity Securities under the scheme as an exception to Listing Rule 7.1.

Resolution 5 seeks Shareholder approval for the issue of Performance Rights under the terms of the Performance Rights Plan within the next three years so that the Company retains the ability to manage its capital requirements efficiently by ensuring that its Listing Rule 7.1 capacity is not diminished by issues of Performance Rights under the Performance Rights Plan. The Board believes this will provide the Company with additional flexibility to raise capital as and when appropriate.

If Resolution 5 is passed, the Company will be able to issue Performance Rights under the Performance Rights Plan to eligible participants over a period of three years without reducing the Company's placement capacity.

It is important to note that this Resolution does not of itself authorise the issue of Performance Rights to a related party (for example, a Director) or a person whose relationship with the company or the related party is, in ASX's opinion, such that approval should be obtained. Any such issues need to be specifically approved under Listing Rule 10.14 (as sought in Resolutions 6 and 7).

If Resolution 5 is not passed, the Company will be able to proceed with issues of Performance Rights under the Performance Rights Plan to eligible participants, but any issues of Performance Rights will reduce, to that extent, the Company's capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Performance Rights.

The following information is provided in accordance with Listing Rule 7.2, Exception 13(b) which sets out the information that must be provided to Shareholders in order to obtain Shareholder approval under Listing Rule 7.2:

- (a) A summary of the key terms of the Performance Rights Plan is set out in Schedule 1.
- (b) The Company has not issued any Performance Rights under the Performance Rights Plan.
- (c) The maximum number of Performance Rights proposed to be issued under the Performance Rights Plan, following Shareholder approval, is 20,000,000 Performance Rights within the next three years, representing 4.42% of the undiluted Shares in the Company as at 31 May 2021.

The maximum number stated above is not intended to be a prediction of the actual number of securities that may be issued under the Performance Rights Plan – it is simply a ceiling for the purposes of Listing Rule 7.2, Exception 13(b). The total number of Performance Rights ultimately issued under the Performance Rights Plan within the next three years may be less than the maximum number stated above or may be more than the maximum number stated above (in which case the excess will count towards the Company's 15% placement capacity under Listing Rule 7.1).

The actual number of Performance Rights that will be issued will be determined by the Board on the basis of (among other things) the number of persons the Board wishes to incentivise and the forward work plans of the Company. Any issues of Performance Rights will be in accordance with the terms of the Performance Rights Plan and the Listing Rules.

- (d) A voting exclusion statement in respect of Resolution 5 is set out in the Notice.

Board recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 5.

RESOLUTIONS 6 TO 7 – ISSUE OF PERFORMANCE RIGHTS UNDER THE PERFORMANCE RIGHTS PLAN

Please refer to the Explanatory Statement for Resolution 5 for information about the Performance Rights Plan.

The Company is proposing to issue 5,000,000 Performance Rights under the Performance Rights Plan to each of Mr Martin Carolan (the Managing Director and Chief Executive Officer of the Company) and Mr Garry Triglavcanin (an Executive Director and the Chief Development Officer of the Company), or their respective nominees (**Proposed Executive Director Issues**).

A summary of the terms of the Performance Rights Plan is set out in Schedule 1, and a summary of the vesting conditions of the Performance Rights to be issued under the Performance Rights Plan is set out in Schedule 2.

Shareholder approval sought

Please refer to the Explanatory Statement for Resolution 4 for information about Listing Rules 10.11 and 10.14.

The Proposed Executive Director Issues fall within Listing Rule 10.14 and therefore require the approval of Shareholders. Resolutions 6 to 7 seek the required Shareholder approvals to the Proposed Executive Director Issues for the purposes of Listing Rule 10.14.

Mr Martin Carolan and Mr Garry Triglavcanin, as Executive Directors of the Company, are entitled to participate in the Performance Rights Plan. The Board considers that the Proposed Executive Director Issues are in the Company's interests as they further align the interests of the Executive Directors with the interests of Shareholders in order to maximise Shareholder value by enabling the Executive Directors to share in the future growth and profitability of the Company. The Proposed Executive Director Issues are also a cost-effective way to appropriately incentivise the performance of the Executive Directors in a manner which is consistent with the strategic goals and targets of the Company.

The proposed issue of Performance Rights constitutes an equity-based incentive for Mr Carolan and Mr Triglavcanin. No exercise price is payable on exercise of the Performance Rights and the Company will not raise any funds from the Proposed Executive Director Issues.

The Performance Rights will vest based on performance over the period of 3 years from the date of issue of such rights (**Measurement Period**). The Performance Rights proposed to be issued under Resolutions 6 to 7 will (if not vested) lapse at the end of the applicable Measurement Period. Vesting of the Performance Rights will be dependent on meeting conditions associated with the performance of the Company (based on the volume weighted average market price of Shares over a consecutive 20 trading day period – see Schedule 2), thereby providing further incentive for the Directors in driving the Company's performance for the benefit of the Company and all Shareholders.

The Board has considered the Proposed Executive Director Issues and, taking into account the circumstances of the Company and its subsidiaries, the circumstances of the Executive Directors, and the remuneration practices of other similar entities, considers that the financial benefits provided to the Executive Directors by way of the Performance Rights (together with the other elements of their remuneration packages) constitute reasonable remuneration. Accordingly, approval under Chapter 2E of the Corporations Act is not being sought.

If Resolution 6 is passed, the Company will be able to proceed with the proposed issue of Performance Rights to Mr Carolan and issue up to a total of 5,000,000 Performance Rights to Mr Carolan or his nominee.

If Resolution 7 is passed, the Company will be able to proceed with the proposed issue of Performance Rights to Mr Triglavcanin and issue up to a total of 5,000,000 Performance Rights to Mr Triglavcanin or his nominee.

If either of Resolution 6 or 7 is not passed, the Company will not be able to proceed with the proposed issue of Performance Rights the subject of that Resolution.

Information required by ASX Listing Rule 10.15

The following information is provided in accordance with ASX Listing Rule 10.15 which sets out the information that must be provided to Shareholders in order to obtain Shareholder approval under ASX Listing Rule 10.14:

- (a) The persons to acquire Performance Rights under the Performance Rights Plan are Mr Martin Carolan and Mr Garry Triglavcanin, or their respective nominees. Mr Carolan and Mr Triglavcanin are Executive Directors of the Company.
- (b) Mr Carolan and Mr Triglavcanin fall within Listing Rule 10.14.1 as they are Directors of the Company. Their nominees (if applicable) would fall within Listing Rule 10.14.2, as associates of the above-mentioned Directors.
- (c) The maximum number of Performance Rights that may be acquired by each Director (or their nominee) under the Performance Rights Plan pursuant to each Resolution is 5,000,000 Performance Rights (exercisable into 5,000,000 Shares) (a total of 10,000,000 Performance Rights (exercisable into 10,000,000 Shares)).

- (d) The current total remuneration package for each Director who will participate in the Proposed Executive Director Issues is set out in the table below:

Director	Current total remuneration package
Mr Martin Carolan	\$250,000 per annum (inclusive of superannuation), increasing to \$300,000 per annum (plus superannuation) from 1 July 2021, in recognition of Mr Carolan assuming the position of Chief Executive Officer and Managing Director on 1 June 2021.
Mr Garry Triglavcanin	\$250,000 per annum (inclusive of superannuation), increasing to \$280,000 per annum (plus superannuation) from 1 July 2021, in recognition of Mr Triglavcanin permanently assuming the position of Chief Development Officer on 1 June 2021 and his ongoing position as an Executive Director.

- (e) Mr Carolan and Mr Triglavcanin have not previously been issued Performance Rights under the Performance Rights Plan (although they have previously been issued performance rights under a prior plan).
- (f) A summary of the material terms of the Performance Rights Plan and the vesting conditions attached to the Performance Rights to be issued under the Performance Rights Plan are set out in Schedule 1 and Schedule 2 respectively.
- (g) The Company has chosen to grant the Performance Rights to Mr Carolan and Mr Triglavcanin for the following reasons:
- (i) the grant of the Performance Rights has no immediate dilutionary impact on Shareholders and will only dilute Shareholders if the Performance Rights vest on achievement of the performance conditions;
 - (ii) the issue of Performance Rights will further align the interests of Mr Carolan and Mr Triglavcanin with those of other Shareholders;
 - (iii) the issue of the Performance Rights is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Carolan and Mr Triglavcanin; and
 - (iv) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting Performance Rights on the terms proposed.
- (h) The indicative total value of the Performance Rights to be issued to each Director is \$300,000, based on a trinomial valuation model. This valuation was undertaken by the Company based on the following assumptions:
- (i) **Valuation Date:** 21 May 2021.
 - (ii) **Market Share Price:** \$0.080 per share (being the closing price on 21 May 2021).
 - (iii) **Exercise Price:** Nil.
 - (iv) **Expiry Date:** 21 May 2024, being 3 years from the valuation date.
 - (v) **Risk Free Interest Rate:** 0.1%.
 - (vi) **Annualised Volatility Factor:** 100.0% (based on closing share prices from 25 May 2020 to 25 May 2021, inclusive).

- (i) It is proposed that the Directors (or their respective nominees) will be issued the Performance Rights as soon as practicable (and in any event within 3 years) after the date of the Meeting.
- (j) The Performance Rights will be issued to each Executive Director (or their nominee) for nil cash consideration (in line with the terms of the Performance Rights Plan), as part of their remuneration package.
- (k) No loan will be provided in relation to the acquisition of the Performance Rights.
- (l) Details of any Performance Rights issued under the Performance Rights Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- (m) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Performance Rights under the Performance Rights Plan after the resolution is approved and who were not named in the Notice will not participate until approval is obtained under that rule.
- (n) Voting exclusion statements in respect of Resolutions 6 and 7 are set out in the Notice.

If approval is given under Listing Rule 10.14, approval is not required under Listing Rule 7.1.

Board Recommendation

The Board does not make any recommendation to Shareholders in respect of Resolutions 6 to 7 since these Resolutions concern a Director's remuneration.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Chair means the chair of the Meeting.

Company means Global Energy Ventures Ltd (ACN 109 213 470).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Employee Share Plan means the Global Energy Ventures Ltd Employee Share Plan.

Equity Securities has the same meaning as in the Listing Rules.

Explanatory Statement means the explanatory statement accompanying the Notice.

February 7.1 Placement has the meaning given in the Explanatory Statement for Resolutions 1 and 2.

February 7.1A Placement has the meaning given in the Explanatory Statement for Resolutions 1 and 2.

February Placement has the meaning given in the Explanatory Statement for Resolutions 1 and 2.

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

JLM Issue has the meaning given in the Explanatory Statement for Resolution 3.

KG Capital Partners means KG Capital Partners Pty Ltd ABN 61 638 926 959.

Listing Rules means the Listing Rules of ASX.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the proxy form.

Option means an option to acquire a Share.

PAC Partners means PAC Partners Securities Pty Ltd ABN 68 623 653 912.

Performance Right means a right granted under the Performance Rights Plan.

Performance Rights Plan means the Global Energy Ventures Ltd Performance Rights Plan.

Proposed Director Issue has the meaning given in the Explanatory Statement for Resolution 4.

Proposed Executive Director Issues has the meaning given in the Explanatory Statement for Resolutions 6 to 7.

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

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

Shareholder means a registered holder of a Share.

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

SCHEDULE 1 – SUMMARY OF PERFORMANCE RIGHTS PLAN

The key terms of the Plan are as follows:

- (a) The Board may offer Performance Rights to Eligible Executives having regard to the seniority of the Eligible Executive and the position the Eligible Executive occupies in the Group, each Eligible Executive's length of service with the Group, the record of employment of the Eligible Executive with the Group, the contribution the Eligible Executive has made to the Group, the potential contribution of the Eligible Executive to the Group and any other matters which the Board considers relevant.
- (b) No issue price is payable for the Performance Rights.
- (c) No payment is required on vesting or exercise of a Performance Right.
- (d) The offer document (under which Performance Rights are offered to Eligible Executives) will set out (among other things) the number of Performance Rights offered, the Performance Conditions that must be satisfied or circumstances which must exist before a Performance Right vests, the Measurement Period and any other information required by law or the Listing Rules or considered by the Board to be relevant.
- (e) Upon receipt of an offer, an Eligible Executive may, by notice in writing to the Board, nominate a Nominee in whose favour the Eligible Executive wishes to renounce the offer. The Board may, in its discretion, resolve not to allow a renunciation of an offer in favour of a Nominee without giving any reason for that decision.
- (f) Each Performance Right which vests will entitle a Participant to be issued one Share.
- (g) Performance Rights will be automatically exercised when (and to the extent) the Board determines that the Performance Conditions prescribed in the relevant offer have been satisfied, unless the offer document specifies that Performance Rights will not be automatically exercised on vesting. If Performance Rights are not automatically exercised on vesting, a Participant may exercise vested Performance Rights before the expiry date of those Performance Rights by giving written notice to the Company. Vested Performance Rights may only be exercised in parcels of 500,000 Performance Rights unless a Participant has less than 500,000 Performance Rights, in which case all vested Performance Rights must be exercised together.
- (h) The Board may in its absolute discretion, in an offer document or otherwise by notice to the Participant, require a Participant to hold (and not to sell, transfer, assign, encumber or otherwise deal with) any Shares issued on vesting of the Performance Rights for a specified period beyond the date such Performance Rights vested. A holding lock may be applied to Shares issued upon vesting of the Performance Rights to enforce this restriction.
- (i) Performance Rights may not be sold, transferred, assigned, encumbered or otherwise dealt with unless by force of law upon death to the Participant's legal personal representative or upon bankruptcy to the Participant's trustee in bankruptcy.
- (j) Performance Rights will not be quoted on ASX or any other exchange.
- (k) Any Shares issued on exercise of Performance Rights will rank equally with all existing Shares on issue.
- (l) The Board may in its absolute discretion:
 - (i) increase or decrease the level of vesting irrespective of performance in relation to a Performance Condition if the Board forms the view in light of the circumstances that prevailed during the Measurement Period that either nil vesting or a different level of vesting would be more reasonable in the circumstances; and/or
 - (ii) vest some or all of a grant of Performance Rights prior to the end of the Measurement Period, if in the circumstances it considers it appropriate to do so.

- (m) The Board may determine (at any time) that some or all Performance Rights will vest and are or will become exercisable immediately if:
- (i) an entity (which does not control the Company at the time the relevant Performance Rights were issued) makes a takeover bid (as defined in the Corporations Act) in respect of Shares and both the bidder obtains Voting Power in the Company of more than 50% and the takeover offers are made or declared unconditional (other than for the happening of the events or circumstances set out in section 652C(1) and (2) of the Corporations Act or the condition set out in section 625(3) of the Corporations Act); or
 - (ii) a transaction by way of compromise or arrangement under Part 5.1 of the Corporations Act is approved by the requisite majorities of members of the Company at a meeting convened in accordance with the order of a court under section 411(1) of the Corporations Act; or
 - (iii) an event or transaction by which an entity (which does not control the Company at the time the relevant Performance Rights were issued) becomes or is to become the registered holder of more than 50% of the total issued Shares is approved or accepted by a majority of members of the Company.
- (n) A Performance Right not exercised will lapse on the first to occur of:
- (i) the Participant purporting to transfer a Performance Right other than by force of law upon death to the Participant's legal personal representative or upon bankruptcy to the Participant's trustee in bankruptcy
 - (ii) the expiry date of the Performance Right as set out in the offer document;
 - (iii) the expiry of 30 days, or any longer period which the Board determines, after the Participant ceases to be employed or engaged by any member of the Group for any reason, including death, Total and Permanent Disablement or Retirement;
 - (iv) a determination of the Board that the Participant has acted fraudulently, dishonestly or in breach of the Participant's obligations to the Company or any member of the Group and that the Performance Right is to be forfeited; and
 - (v) a determination of the Board that there has been a failure to meet any Performance Condition applicable to the Performance Right within the required period.
- (o) The Board may, in its sole discretion, before a Performance Right expires, determine that a Performance Right will not lapse under the circumstances set out in paragraphs (n)(ii) to (iv) above if the Participant has ceased to be employed by any member of the Group as a result of:
- (i) Total and Permanent Disablement, ill health, death, economic necessity or any other factor not attributable to the conduct or performance of that person; or
 - (ii) Retirement under circumstances that are not related to the conduct or performance of that person,
- in which case the Performance Right will, subject to the Plan, remain exercisable by the Participant (or, where applicable, the Participant's executor, administrator or legal personal representative) until the date determined by the Board or until the Performance Right otherwise lapses in accordance with the Plan.
- (p) Performance Rights carry no right or entitlement to:
- (i) a dividend, whether fixed or at the discretion of the directors;
 - (ii) a vote, except as otherwise required by law;
 - (iii) a return of capital, whether in a winding up, upon a reduction of capital or otherwise;

- (iv) participate in the surplus profits or assets of the Company upon a winding up; or
 - (v) participate in new issues of securities such as bonus issues or entitlement issues.
- (q) If, when making an offer of Performance Rights under the Plan, the Company does so in reliance on ASIC Class Order [CO 14/1000], it must, at the time of making the offer, have reasonable grounds to believe that the number of Shares that have been, or may be, issued in any of the circumstances covered by the following paragraphs will not exceed 5% of the total number of Shares:
- (i) Shares that may be issued under the offer or any other offer to be made under the Plan (to the extent offered in reliance on ASIC Class Order [CO 14/1000]);
 - (ii) Shares issued or that may be issued as a result of offers made at any time during the previous three year period under:
 - (A) the Plan or any other Employee Incentive Scheme (as defined in ASIC Class Order [CO 14/1000]) in reliance on ASIC Class Order [CO 14/1000] or its predecessors; or
 - (B) an ASIC exempt arrangement of a similar kind to an Employee Incentive Scheme (as defined in ASIC Class Order [CO 14/1000]).
- (r) Offers of Performance Rights made or Shares issued other than in reliance on ASIC Class Order [CO 14/1000] or its predecessors (such as offers received outside of Australia or under an exception in section 708 of the Corporations Act) will not be included in calculating the 5% limit.
- (s) Subject to the Plan, the Listing Rules and all applicable laws, the Board may at any time by written instrument amend all or any of the rules of the Plan or waive, amend or replace any performance measure in a Performance Condition.
- (t) 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.

In this Schedule 1, a reference to:

Associated Bodies Corporate means:

- (a) a body corporate that is a related body corporate of the Company;
- (b) a body corporate that has Voting Power in the Company of not less than 20%; or
- (c) a body corporate in which the Company has Voting Power of not less than 20%.

Casual Employee means an individual who is, or might reasonably be expected to be, engaged to work the number of hours that are the pro rata equivalent of 40% or more of a comparable full-time position with a member of the Group.

Contractor means:

- (a) an individual with whom a member of the Group has entered into a contract for the provision of services under which the individual performs work for that member of the Group; or
- (b) a company with whom a member of the Group has entered into a contract for the provision of services under which an individual, who is a director of that company or their spouse, performs work for that member of the Group,

where the individual who performs the work under or in relation to the contract is, or might reasonably be expected to be, engaged to work the number of hours that are the pro rata equivalent of 40% or more of a comparable full-time position with the member of the Group.

Eligible Executive means an Executive nominated by the Board and whom the Board determines in its absolute discretion is to participate in the Plan and who has not given or been given a notice of termination of employment.

Executive means a person who is at the time of an offer under the Plan:

- (a) a full or part-time employee (including an executive director);
- (b) a non-executive director;
- (c) a Contractor;
- (d) a Casual Employee; or
- (e) a Prospective Participant,

of a member of the Group.

Group means the Company and its Associated Bodies Corporate.

Measurement Period means a period for satisfaction of a Performance Condition, as specified in the offer, which shall be determined by the Board in its absolute discretion.

Nominee means nominee of an Eligible Executive that is one of the following:

- (a) an immediate family member of the Eligible Executive;
- (b) a company whose members comprise no persons other than the Eligible Executive or immediate family members of the Eligible Executive; or
- (c) a corporate trustee of a self-managed superannuation fund (within the meaning of the *Superannuation Industry (Supervision) Act 1993 (Cth)*) where the Eligible Executive is a director of the trustee.

Participant means an Eligible Executive who is deemed to have accepted an offer under the Plan and to whom a Performance Right is (or is to be) issued under the Plan, or its Nominee.

Performance Condition means one or more conditions based on performance or other criteria which must be satisfied or circumstances which must exist before a Performance Right vests under the rules of the Plan and which is set out in the offer.

Performance Right means an entitlement to be issued a Share that vests based on satisfaction of a Performance Condition.

Plan means the Performance Rights Plan.

Prospective Participant means a person to whom an offer is made but who can only accept that offer if an arrangement has been entered into that will result in the person becoming covered by one of paragraphs (a) to (d) of the definition of Executive.

Retirement in relation to a Participant means retirement by the Participant from employment or engagement by any member of the Group.

Total and Permanent Disablement means, in relation to a Participant, that the Participant has, in the opinion of the Board, after considering such medical and other evidence as it sees fit, become incapacitated to such an extent as to render the Participant unlikely ever to engage in any occupation for which they are reasonably qualified by education, training or experience.

Voting Power has the meaning given in section 610 of the Corporations Act.

Other capitalised terms (where applicable) are defined in the Glossary.

SCHEDULE 2 – SUMMARY OF VESTING CONDITIONS OF THE PERFORMANCE RIGHTS

The proposed 5,000,000 Performance Rights to be granted to each of Mr Carolan and Mr Triglavcanin (or their nominees) will be subject to three different vesting conditions. No issue price is payable for the Performance Rights.

The total number of Performance Rights to vest will depend on the satisfaction of the different vesting conditions, as described in the table below. The Board will determine (in its sole discretion) the extent to which performance has satisfied the relevant vesting condition and the subsequent proportion of the Performance Rights that will be eligible to vest. Performance Rights may vest (and be exercised into Shares) as vesting conditions are satisfied. No payment is required on vesting of a Performance Right.

Performance Rights that have not vested within 3 years after their issue will lapse.

Shares issued on exercise of Performance Rights will be subject to voluntary escrow until the date that is 14 months after the Performance Rights (to which they relate) were issued. The Company may apply a holding lock over such Shares to enforce this trading restriction.

Vesting condition to be met	Number of Performance Rights that will vest
The Company's Share price reaching \$0.20 based on the volume weighted average market price of Shares over 20 consecutive trading days on which the Company's securities have actually traded.	1,500,000
The Company's Share price reaching \$0.30 based on the volume weighted average market price of Shares over 20 consecutive trading days on which the Company's securities have actually traded.	1,500,000
The Company's Share price reaching \$0.40 based on the volume weighted average market price of Shares over 20 consecutive trading days on which the Company's securities have actually traded.	2,000,000

SCHEDULE 3 – SUMMARY OF EMPLOYEE SHARE PLAN

The key terms of the Plan are as follows:

- (a) **Eligibility:** The Company (acting through the Board) may offer Shares to any Eligible Person at such times and on such terms as the Board considers appropriate. Offers will be made in the form of an “Offer Document”.
- (b) **Administration of Plan:** The Board is responsible for the operation of the Plan and may administer the Plan in accordance with the terms and otherwise as it determines from time to time in its absolute discretion. The Board also has a broad discretion to determine which Eligible Persons will be offered Shares under the Plan.
- (c) **Accepting offers of Shares:** Upon receipt of an offer of Shares, an Eligible Person may, within the period specified in the offer:
 - (i) accept the whole or any lesser number of Shares offered by completing and returning an application form; or
 - (ii) nominate a Nominee in whose favour the Eligible Person wishes to renounce the offer by notice in writing to the Board.

The Board may, in its absolute discretion, resolve not to allow such renunciation of an offer in favour of a Nominee without giving any reason for such decision.

The Eligible Person or their Nominee, as the case may be, will be taken to have agreed to be bound by the rules of the Plan upon:

- (i) the Company receiving a completed application form; or
 - (ii) the Board resolving to allow a renunciation of an offer in favour of a Nominee and the Nominee accepting the whole or any lesser number of Shares offered by completing an application form.
- (d) **Nominee:** If Shares are issued to a Nominee, the Eligible Person must, without limiting the any provisions of the Plan, ensure that its Nominee complies with the rules of the Plan.
 - (e) **Consideration:** No consideration is payable by an Eligible Person (or their Nominee) for the issue of Shares, unless the Board determines otherwise.
 - (f) **Transfer of Shares:** Shares will be freely transferable once issued, subject to any trading restrictions set out or referred to in the Offer Document and terms of the Company’s securities trading policy.
 - (g) **Quotation on ASX:** The Company must apply for Official Quotation of the Shares issued pursuant to the Plan within the time required by the Listing Rules after the date of issue.
 - (h) **Rights attaching to Shares:** Shares issued under the Plan will have the same rights and entitlements as the Company’s existing ordinary shares from the date of issue and will rank equally with those shares.
 - (i) **Plan limit:** If, when making an offer of Shares under the Plan, the Company does so in reliance on ASIC Class Order [CO 14/1000], it must, at the time of making the offer, have reasonable grounds to believe that the number of Shares that have been, or may be, issued in any of the circumstances covered by the following paragraphs will not exceed 5% of the total number of Shares:
 - (i) Shares that may be issued under the offer or any other offer to be made under the Plan (to the extent offered in reliance on ASIC Class Order [CO 14/1000]);
 - (ii) Shares issued or that may be issued as a result of offers made at any time during the previous three year period under:

- (A) the Plan or any other Employee Incentive Scheme (as defined in ASIC Class Order [CO 14/1000]) in reliance on ASIC Class Order [CO 14/1000] or its predecessors; or
 - (B) an ASIC exempt arrangement of a similar kind to an Employee Incentive Scheme (as defined in ASIC Class Order [CO 14/1000]).
- (j) Offers of Shares made or Shares issued other than in reliance on ASIC Class Order [CO 14/1000] or its predecessors (such as offers received outside of Australia or under an exception in section 708 of the Corporations Act) will not be included in calculating the 5% limit.
- (k) The Board may subject to the Listing Rules amend the Plan at any time.

In this Schedule 3, a reference to:

Associated Bodies Corporate means:

- (a) a body corporate that is a related body corporate of the Company;
- (b) a body corporate that has Voting Power in the Company of not less than 20%; or
- (c) a body corporate in which the Company has Voting Power of not less than 20%.

Casual Employee means an individual who is, or might reasonably be expected to be, engaged to work the number of hours that are the pro rata equivalent of 40% or more of a comparable full-time position with a member of the Group.

Contractor means:

- (a) an individual with whom a member of the Group has entered into a contract for the provision of services under which the individual performs work for that member of the Group; or
- (b) a company with whom a member of the Group has entered into a contract for the provision of services under which an individual, who is a director of the company or their spouse, performs work for that member of the Group,

where the individual who performs the work under or in relation to the contract is, or might reasonably be expected to be, engaged to work the number of hours that are the pro rata equivalent of 40% or more of a comparable full-time position with the member of the Group.

Eligible Person means at any time:

- (a) a full or part-time employee (including an executive director);
- (b) a non-executive director;
- (c) a Contractor;
- (d) a Casual Employee; or
- (e) a Prospective Participant,

of a member of the Group.

Group means the Company and its Associated Bodies Corporate.

Nominee means nominee of an Eligible Person that is one of the following:

- (a) an immediate family member of the Eligible Person;

- (b) a company whose members comprise no persons other than the Eligible Person or immediate family members of the Eligible Person; or
- (c) a corporate trustee of a self-managed superannuation fund (within the meaning of the *Superannuation Industry (Supervision) Act 1993* (Cth)) where the Eligible Person is a director of the trustee.

Official Quotation has the meaning given to it in the Listing Rules.

Plan means the Employee Share Plan.

Prospective Participant means a person to whom an offer is made but who can only accept that offer if an arrangement has been entered into that will result in the person becoming covered by one of paragraphs (a) to (d) of the definition of Eligible Person.

Voting Power has the meaning given in section 610 of the Corporations Act.

Other capitalised terms (where applicable) are defined in the Glossary.