



ABN 69 009 196 810  
(Incorporated in Western Australia)

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West Perth, WA 6005  
PO Box 1786, West Perth WA 6872  
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13 October 2022

Dear Sir/Madam

### **Annual General Meeting of Prominence Energy Ltd**

You are invited to attend the annual general meeting of shareholders of Prominence Energy Ltd (**Company**) (ASX: PRM) to be held at Suite 9, 330 Churchill Avenue, Subiaco WA 6008 (**Location**) on Monday 14 November 2022 at 9:00am (AWST) (**Meeting**).

The Company will not be sending a hard copy of the notice of Meeting (**Notice**) to Shareholders. Instead, a copy of the Notice will be made available electronically as follows:

- via the Company's website at [www.prominenceenergy.com.au/irm/content/asx-announcements](http://www.prominenceenergy.com.au/irm/content/asx-announcements);
- via the Company's ASX page at [www.asx.com.au/asx/share-price-research/company/PRM](http://www.asx.com.au/asx/share-price-research/company/PRM);
- and if you have nominated an email address and have elected to receive electronic communications from the Company, via the electronic link that is sent to your nominated email address.

The Company will be conducting the Meeting at the Location without the use of video conferencing technology.

All the resolutions in the Notice will be voted upon by poll. If you wish to vote on any of the resolutions identified in the Notice, you must vote online or attend the Meeting in person or by proxy. If you do not wish to vote at the Meeting, you are encouraged to appoint the Chair as proxy prior to the Meeting. A proxy form is provided with this letter and should be filled out with specific instructions on how your vote is to be exercised in relation to each resolution, and the Chair must follow such instructions. The Notice sets out instructions on how to properly complete and send the proxy form to the Company or submit your vote online.

If you are unable to access the Notice through the above means or for any other reason, please contact the Company Secretary on +61 8 6489 1600 or at [corporate@prominenceenergy.com.au](mailto:corporate@prominenceenergy.com.au) between 9:00am to 5:00pm (AWST) on Monday to Friday to arrange to access a copy of the Notice.

Yours faithfully  
**PROMINENCE ENERGY LTD**  
Sonu Cheema  
**Company Secretary**



**PROMINENCE ENERGY LTD**  
ABN 69 009 196 810

**NOTICE OF ANNUAL GENERAL MEETING**

**EXPLANATORY STATEMENT**

**AND**

**PROXY FORM**

**Date of Meeting**  
14 November 2022

**Time of Meeting**  
9:00 AM AWST

**Place of Meeting**  
Suite 9, 330 Churchill Avenue, Subiaco WA 6008



## CONTENTS

- A. Notice of Annual General Meeting
- B. Explanatory Statement
- C. Proxy Form

## IMPORTANT NOTE

This booklet sets out information to assist Shareholders to assess the resolutions to be considered at the Annual General Meeting.

You should read this information carefully and in its entirety before making a decision as to how to vote at the Meeting. No responsibility is taken for the contents of this booklet by ASIC, ASX or any of their officers.

If you do not fully understand the contents of this information you should consult your financial or legal adviser for assistance.

A Notice of Annual General Meeting, Explanatory Statement, Proxy Form and Appointment of Corporate Representative Form are included in this booklet. Shareholders are urged to complete and return the enclosed Proxy Form as soon as possible, irrespective of whether or not they intend to attend the Meeting.

## QUESTIONS

If you have any queries regarding the contents of this booklet or in relation to the Annual General Meeting, please contact the Company Secretary, Mr Sonu Cheema on (08) 9321 9886.

## ELECTRONIC COPIES OF COMPANY REPORT

The 2022 Annual Report is now available on the Prominence Energy Ltd website [www.ProminenceEnergy.com.au](http://www.ProminenceEnergy.com.au).

## TIME AND PLACE OF MEETING AND HOW TO VOTE

### VENUE

The Annual General Meeting of the Shareholders of Prominence Energy Ltd will be held on 14 November 2022 commencing at 9:00 AM AWST at Suite 9, 330 Churchill Avenue, Subiaco WA 6008.

### HOW TO VOTE

You may vote by attending the Meeting in person, by proxy or through an authorised representative.

### VOTING IN PERSON

To vote in person, attend the meeting on the date and at the place set out above. The meeting will commence at 9:00 AM AWST.

### VOTING BY PROXY

To vote by proxy, please complete and sign the Proxy Form enclosed with this Notice of Annual General Meeting as soon as possible and either:

- Online: at <http://www.investorvote.com.au/>
- Mobile: scan the QR Code on the enclosed Proxy Form and follow the prompts
- 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)



- Custodian voting: For Intermediary Online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.
- so that it is received not later than 9:00 am AWST on 12 November 2022.

Your Proxy Form is enclosed.

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of Shareholders of Prominence Energy Ltd will be held on 14 November 2022 at 9:00 AM AWST, at Suite 9, 330 Churchill Avenue, Subiaco WA 6008.

The following matters are to be considered at the meeting and Resolutions 1 to 7 (inclusive) are discussed in the Explanatory Statement to Shareholders which forms part of this notice.

## **AGENDA**

### **ORDINARY BUSINESS**

#### **1 FINANCIAL STATEMENTS**

To receive and consider the Annual Financial Report, together with the Directors' and Auditor's Reports, for the financial year ended 30 June 2022.

#### **2 RESOLUTION 1 - REMUNERATION REPORT**

To consider and, if thought fit, to pass with or without amendment, the following as a **non-binding resolution**:

*"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as set out in the Annual Report for the financial year ended 30 June 2022."*

**Voting Restriction:** A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- member of the Key Management Personnel details of whose remuneration is included in the Remuneration Report; and/ or
- a Closely Related Party of such a member of the Key Management Personnel.

However, the above persons 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:

- the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution (directed proxy); or
- the voter is the Chairperson and the appointment of the Chairperson as proxy:
  - does not specify the way the proxy is to vote on the resolution; and
  - expressly authorises the Chairperson to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.



### 3 RESOLUTION 2 – RE-ELECTION OF DIRECTOR MR TROY HAYDEN

To consider and, if thought fit, to pass with or without amendment, the following as an **ordinary resolution**:

*“That Mr Troy Hayden, who retires from the office of Director in accordance with Listing Rule 14.4 and clause 6.3(d) of the Constitution, and being eligible and offering himself for re-election, is re-elected as a Director.”*

### 4 RESOLUTION 3 – ELECTION OF DIRECTOR MR JAAP POLL

To consider and, if thought fit, to pass with or without amendment, the following as an **ordinary resolution**:

*“That Mr Jaap Poll, a Director who was appointed as an additional Director on 16 May 2022, retires in accordance with Listing Rule 14.4 and clause 6.3(j) of the Constitution, and being eligible, is elected as a Director of the Company.”*

### 5 RESOLUTION 4 – APPROVAL TO GRANT PLAN PERFORMANCE RIGHTS TO MR TROY HAYDEN

To consider, and if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

*“For the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve and authorise the grant of 8,500,000 Plan Performance Rights (comprising 4,250,000 Class A Plan Performance Rights and 4,250,000 Class B Plan Performance Rights) to Mr Troy Hayden (or his nominees) under the Employee Securities Incentive Plan on the terms and conditions set out in the Explanatory Memorandum.”*

#### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Employee Securities Incentive Plan and their associates.

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (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 5 – APPROVAL TO GRANT PLAN PERFORMANCE RIGHTS TO MR ALEXANDER PARKS

To consider, and if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

*“For the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve and authorise the grant of 22,500,000 Plan Performance Rights (comprising 11,250,000 Class A Plan Performance Rights and 11,250,000 Class B Plan Performance Rights) to Mr Alexander Parks (or his nominees)*



*under the Employee Securities Incentive Plan on the terms and conditions set out in the Explanatory Memorandum.”*

#### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Employee Securities Incentive Plan and their associates.

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (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 6 – APPROVAL TO GRANT PLAN PERFORMANCE RIGHTS TO MR JAAP POLL**

To consider, and if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

*“For the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve and authorise the grant of 14,000,000 Plan Performance Rights (comprising 7,000,000 Class A Plan Performance Rights and 7,000,000 Class B Plan Performance Rights) to Mr Jaap Poll (or his nominees) under the Employee Securities Incentive Plan on the terms and conditions set out in the Explanatory Memorandum.”*

#### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Employee Securities Incentive Plan and their associates.

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (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.



## 8 RESOLUTION 7 – APPROVAL OF 10% PLACEMENT CAPACITY

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

*“That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on terms and conditions in the Explanatory Memorandum.”*

### **Voting Exclusion**

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

- (a) if at the time the approval is sought, the Company is proposing to make an issue of equity securities under rule 7.1A.2, 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 in the Company); or
- (b) any Associate of that 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 in the Company).

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (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.

## **EXPLANATORY STATEMENT**

Shareholders are referred to the Explanatory Statement accompanying and forming part of this Notice of Annual General Meeting.

## **VOTING ENTITLEMENT**

Regulation 7.11.37 of the Corporations Regulations 2001 permits the Company to specify a time, not more than 48 hours before the meeting, at which a “snapshot” of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the Meeting.

For the purposes of determining voting entitlements at the Annual General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 5pm AWST on 14 November 2022. Accordingly, transactions registered after that time will be disregarded in determining entitlements to vote at the meeting in the event of a poll.

**PROXIES - A Proxy Form with related information and instructions accompanies this Notice of Meeting.**

## **CORPORATE REPRESENTATIVE**



If a representative of a Shareholder corporation is to attend the meeting, the attached Appointment of Corporate Representative Form should be completed and produced prior to the commencement of the Meeting. A Corporate Representative Form can be obtained by contacting the Company Secretary.

Dated at Perth this 13 October 2022

By order of the Board of Directors.

A handwritten signature in black ink, appearing to read 'Alexander Parks', is written over a horizontal line.

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Alexander Parks  
Managing Director



## **EXPLANATORY STATEMENT**

### **INTRODUCTION AND BACKGROUND**

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the resolutions contained in the accompanying Notice of Annual General Meeting of Prominence Energy Ltd.

Shareholders at the Annual General Meeting will be asked to consider resolutions:

- to receive the Annual Financial Report;
- to adopt the Remuneration Report;
- to re-elect Mr Troy Hayden as a Director;
- to elect Mr Jaap Poll as a Director;
- Approval to grant Performance Rights to Director Mr Troy Hayden;
- Approval to grant Performance Rights to Director Mr Alexander Parks;
- Approval to grant Performance Rights to Director Mr Jaap Poll; and
- to approve the Company's 7.1A Mandate.

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting to be held at 14 November 2022 at 9:00 AM AWST, at Suite 9, 330 Churchill Avenue, Subiaco WA 6008.

The purpose of this Explanatory Statement is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the resolutions.

The Directors recommend that Shareholders read this Explanatory Statement before determining whether to support the resolutions or otherwise.

### **1 ELECTRONIC NOTICE**

In accordance with section 110D of the Corporations Act, the Company will not be dispatching physical copies of this Notice unless a shareholder has elected to receive notices of meeting in hard copy only pursuant to section 110E, or who otherwise requests a hard copy. Accordingly, Shareholders will not receive a hard copy of this Notice of Annual General Meeting.

Instead, this Notice will be available for download from the Company's website at [www.prominenceenergy.com.au](http://www.prominenceenergy.com.au).

Should you wish to receive a hard copy of the Notice, please contact the Company Secretary by email at [corporate@prominenceenergy.com.au](mailto:corporate@prominenceenergy.com.au).

### **2 FINANCIAL STATEMENTS**

The Company seeks approval to receive and consider the Financial Statements for the year ended 30 June 2022 together with the Directors' Declaration and the reports of the Directors and Auditors.

Shareholders are referred to the 2022 Annual Report and more particularly to the Independent Auditor's Report commencing on page 48 where the Independent Auditors advise that the financial report of the Company is in accordance with the Corporations Act and other mandatory financial reporting requirements in Australia.

### **3 RESOLUTION 1 - REMUNERATION REPORT**

This Resolution seeks the adoption of the Remuneration Report.

Shareholders are referred to the 2022 Annual Report which incorporates the Remuneration Report. The Remuneration Report sets out the remuneration details for each Director and specified executives of the Company. Further details of the Company's remuneration and performance evaluation policies are contained on pages 6 to 15 (inclusive) of the 2022 Annual Report.



A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting. Under section 250R(2) of the Corporations Act, a resolution that the Remuneration Report be adopted must be put to the vote. This item is included for advisory purposes only and any vote taken at the Meeting does not bind the Directors or the Company.

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must go up for re-election.

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, the Shareholder is considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

The Company's Remuneration Report did not receive a Strike at the 2021 annual general meeting. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2023 annual general meeting, this may result in the re-election of the Board

The Directors recommend that Shareholders vote in favour of this Resolution.

#### **4 RESOLUTION 2 – RE-ELECTION OF DIRECTOR: MR TROY HAYDEN**

##### **4.1 Introduction**

Resolution 2 seeks approval to re-elect as a Director of the Company, Mr Troy Hayden, who retires in accordance with the Listing Rules and the Constitution and being eligible, offers himself for re-election.

Clause 6.3(d) of the Constitution provides that one Director must retire at each Annual General Meeting. Clause 6.3(e) provides that the Director who must retire under clause 6.3(d) is the Director who has held office the longest since their last re-election. Mr Hayden was last re-elected on 26 November 2021 and, accordingly, seeks re-election as a Director at the Annual General Meeting.

Shareholders are referred to the 2022 Annual Report on page 7 where details of Mr Hayden may be obtained.

If Resolution 2 is passed Mr Hayden will be able to serve on the Board of PRM. If Resolution 2 is not passed, the Company will need to find a new Director.

If re-elected, Mr Hayden is considered by the Board to be an Independent Director.

##### **4.2 Directors' recommendation**

The Directors, other than Mr Troy Hayden, recommend that Shareholders vote in favour of this Resolution.

#### **5 RESOLUTION 3 – ELECTION OF DIRECTOR: MR JAAP POLL**

##### **5.1 Introduction**

Resolution 3 seeks approval to elect as a Director of the Company, Mr Jaap Poll, who retires in accordance with Listing Rule 14.4 and the Constitution and being eligible, offers himself for election.

Under clause 6.2(b) of the Constitution, the Board may appoint a person to be a Director of the Company at any time. As prescribed by clause 6.3(j) of the Constitution, any Director appointed in accordance with clause 6.2(b) automatically retires at the next annual general meeting and is eligible for election by that annual general meeting. Listing Rule 14.4 requires that a director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next annual general meeting of the entity.

Mr Poll was appointed as a Director on 16 May 2022 and, accordingly, seeks election as a Director at the Annual General Meeting.



Shareholders are referred to the 2022 Annual Report on page 7 where details of Mr Poll may be obtained.

If Resolution 3 is passed Mr Poll will be able to serve on the Board of PRM. If Resolution 3 is not passed, the Company will need to find a new Director and Chairman.

If re-elected, Mr Poll is considered by the Board to be an Independent Director.

## 5.2 Directors' recommendation

The Directors, other than Mr Jaap Poll, recommend that Shareholders vote in favour of this Resolution.

## 6 RESOLUTIONS 4 TO 6 – GRANT OF PLAN PERFORMANCE RIGHTS TO DIRECTORS

### 6.1 Background

Resolutions 4 to 6 seek Shareholder approval to grant a total of 45,000,000 Plan Performance Rights under the Plan (comprising a total of 22,500,000 Class A Plan Performance Rights and 22,500,000 Class B Plan Performance Rights) to Directors, Mr Troy Hayden, Mr Alexander Parks and Mr Jaap Poll, as set out in the table below.

Director	Position	Total Plan Performance Rights
Troy Hayden	Non-Executive Director since 16 July 2021	8,500,000 Plan Performance Rights comprising: <ul style="list-style-type: none"> <li>• 4,250,000 Class A Plan Performance Rights</li> <li>• 4,250,000 Class B Plan Performance Rights</li> </ul>
Alexander Parks	Chief Executive Officer and Managing Director since 2017	22,500,000 Plan Performance Rights comprising: <ul style="list-style-type: none"> <li>• 11,250,000 Class A Plan Performance Rights</li> <li>• 11,250,000 Class B Plan Performance Rights</li> </ul>
Jaap Poll	Chairman and Non-Executive Director since 16 May 2022	14,000,000 Plan Performance Rights comprising: <ul style="list-style-type: none"> <li>• 7,000,000 Class A Plan Performance Rights</li> <li>• 7,000,000 Class B Plan Performance Rights</li> </ul>

The Plan Performance Rights will be granted in two classes (Class A and Class B) with the vesting conditions and expiry dates set out in the table below. Each Plan Performance Right that vests will convert into one fully paid ordinary Share. Any of the Plan Performance Rights that have not vested three years after date of issue will lapse.

The principal terms of the Plan are summarised in Schedule 2.

Tranche	Vesting Condition	Expiry Date
Class A	10-day VWAP of Shares is equal to or greater than \$0.005	3 years from date of grant
Class B	10-day VWAP of Shares is equal to or greater than \$0.008	3 years from date of grant

The Plan Performance Rights are to be issued to Mr Hayden, Mr Parks and Mr Poll for nil cash consideration as incentive based remuneration in connection with their roles as a Director of the Company. No consideration is payable by the holder upon the vesting of a Plan Performance Right. The Board considers that the incentives provided to Mr Hayden, Mr Parks and Mr Poll represented by the grant of the Plan Performance Rights is a cost effective and efficient way for the Company to appropriately incentivise and reward their performance and assist with retaining and motivating the Directors in their current roles, as opposed to alternative forms of incentive such as the payment of cash compensation.



## 6.2 Listing Rule 10.14

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- (a) a director of the company;
- (b) an associate of a director of the company; or
- (c) a person whose relationship with the company or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders.

The issue of the Plan Performance Rights to Mr Hayden, Mr Parks and Mr Poll falls within Listing Rule 10.14.1 and therefore requires Shareholder approval under Listing Rule 10.14.

Resolutions 4 to 6 seek the required Shareholder approval to the issue of the Plan Performance Rights to Mr Hayden, Mr Parks and Mr Poll under Listing Rule 10.14.

If Resolutions 4 to 6 are passed, the Company will issue the Plan Performance Rights to Mr Hayden, Mr Parks and Mr Poll as set out in this Notice.

If Resolutions 4 to 6 are not passed, the Company will not issue the Plan Performance Rights to Mr Hayden, Mr Parks and Mr Poll and will need to determine an alternative form of incentive for the Directors.

Resolutions 4 to 6 are ordinary resolutions.

## 6.3 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The grant of Plan Performance Rights to Mr Hayden, Mr Parks and Mr Poll pursuant to Resolutions 4 to 6 constitutes giving a financial benefit. Each of Mr Hayden, Mr Parks and Mr Poll is a related party of the Company by virtue of being a Director.

After a review of publicly available information relating to the remuneration structures of ASX listed companies, including those operating in the oil and gas industry, the Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of the above Plan Performance Rights to Mr Hayden, Mr Parks and Mr Poll because the grant of these Plan Performance Rights is considered reasonable remuneration in the circumstances.

## 6.4 Information required by Listing Rule 10.15

The following information is provided for the purposes of Listing Rule 10.15:

- (a) The Plan Performance Rights will be granted to Mr Hayden, Mr Parks and Mr Poll (or their nominees).
- (b) Approval is required to grant the Plan Performance Rights to Mr Hayden, Mr Parks and Mr Poll as they fall within the category of Listing Rule 10.14.1 by virtue of being Directors.
- (c) The maximum number of Plan Performance Rights the Company may issue:
  - a. to Mr Hayden under Resolution 4 is 8,500,000 Plan Performance Rights (comprising 4,250,000 Class A Plan Performance Rights and 4,250,000 Class B Plan Performance Rights);
  - b. to Mr Parks under Resolution 5 is 22,500,000 Plan Performance Rights (comprising 11,250,000 Class A Plan Performance Rights and 11,250,000 Class B Plan Performance Rights); and



- c. to Mr Poll under Resolution 6 is 14,000,000 Plan Performance Rights (comprising 7,000,000 Class A Plan Performance Rights and 7,000,000 Class B Plan Performance Rights).
- (d) The total remuneration package for each of Mr Hayden, Mr Parks and Mr Poll is as follows:
  - a. Mr Hayden receives directors fees of \$36,000 per annum (inclusive of superannuation);
  - b. Mr Parks receives salary and directors fees of \$260,000 per annum (inclusive of superannuation); and
  - c. Mr Poll receives directors fees of \$50,000 per annum (inclusive of superannuation).
- (e) The following Equity Securities have been issued under the Employee Securities Incentive Plan (all for nil cash consideration) since the Employee Securities Incentive Plan was adopted on 30 April 2021:
  - a. 8,000,000 Plan Performance Rights (comprising 4,000,000 Class A Plan Performance Rights and 4,000,000 Class B Plan Performance Rights) have been issued to Mr Parks.
  - b. 3,000,000 Plan Performance Rights (comprising 1,500,000 Class A Plan Performance Rights and 1,500,000 Class B Plan Performance Rights) have been issued to Mr Hayden.

No securities have previously been issued to Mr Poll under the Employee Securities Incentive Plan.

- (f) The Plan Performance Rights may be granted no later than three years after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (g) The Plan Performance Rights will be issued on the terms and conditions in Schedule 1. Shares issued on exercise of the Plan Performance Rights will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
- (h) The Plan Performance Rights are unquoted performance rights. The Company has chosen to grant the Plan Performance Rights to Mr Hayden, Mr Parks and Mr Poll for the following reasons:
  - a. the Plan Performance Rights are unlisted, therefore the grant of the Plan Performance Rights has no immediate dilutionary impact on Shareholders;
  - b. the issue of Plan Performance Rights to the Directors will align the interests of the Directors with those of Shareholders;
  - c. the issue of the Plan 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 the Directors;
  - d. tax benefits such as deferred taxation benefits; and
  - e. it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Plan Performance Rights on the terms proposed.
- (i) The value of the Plan Performance Rights to be issued and the valuation methodology are set out in Schedule 3.
- (j) The material terms of the Employee Securities Incentives Plan is set out in Schedule 2.
- (k) No loan will be made to any Director in connection with the acquisition of the Plan Performance Rights.



- (l) Details of any Securities issued under the Plan will be published in the annual report of the Company relating to a 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 the Plan after Resolutions 4 to 6 are approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.
- (n) A voting exclusion statement is included in this Notice.

## **7 RESOLUTION 7 – APPROVAL OF 10% PLACEMENT CAPACITY**

### **7.1 General**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount 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.

However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. As at the date of this Notice, the Company is an 'eligible entity' as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$300,000,000 or less.

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

### **7.2 Technical information required by Listing Rule 14.1A**

If this Resolution is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under ASX 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.

### **7.3 Technical information required by Listing Rule 7.1A**

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to this Resolution:

#### **(a) Period for which the 7.1A Mandate is valid**

The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

- (i) the date that is 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next annual general meeting; or
- (iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

#### **(b) Minimum Price**

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in Section 4.3(b)(i), the date on which the Equity Securities are issued.

(c) **Use of funds raised under the 7.1A Mandate**

The Company may only seek to issue the Equity Securities under the 7.1A Mandate for cash consideration. The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate towards:

- (i) the acquisition of new resources, assets and investments (including expenses associated with such an acquisition);
- (ii) continued exploration expenditure on the Company's current assets/or projects;
- (iii) the development of the Company's current business; and
- (iv) general working capital.

(d) **Risk of Economic and Voting Dilution**

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue as at 3 October 2022.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Dilution			
		Shares issued – 10% voting dilution	Issue Price		
			0.001	0.002	0.004
			50% decrease	Issue Price	50% increase
		Funds Raised			
Current	2,424,608,819	242,460,882	\$242,460.88	\$484,921.76	\$969,843.53
50% increase	3,636,913,229	363,691,323	\$363,691.32	\$727,382.65	\$1,454,765.29
100% increase	4,849,217,638	484,921,764	\$484,921.76	\$969,843.53	\$1,939,687.06

The table above uses the following assumptions:

- (i) The total number of Shares on issue at the date of this Notice is 2,424,608,819.
- (ii) The issue price is \$0.002 cents, being the closing price of the Shares on ASX on 3 October 2022
- (iii) The Company issues the maximum number of Equity Securities available under the 7.1A Mandate.
- (iv) The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with Shareholder approval.

- (v) No quoted Options (including any quoted Options issued under the 7.1A Mandate) are exercised into Shares before the date of the issue of the Equity Securities.
- (vi) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.
- (vii) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (viii) The issue of Equity Securities under the 7.1A Mandate consists only of Shares. If the issue of Equity Securities includes quoted Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(e) **Allocation Policy**

The Company's allocation policy for issues of Equity Securities under the 7.1A Mandate is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 7.1A Mandate. The identity of the recipients of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

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

The recipients of Equity Securities issued under the 7.1A Mandate have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

(f) **Previous issues under the 7.1A Mandate**

The Company previously obtained approval from its Shareholders pursuant to the 7.1A Mandate at its annual general meeting held on 26 November 2021 (**Previous Approval**).

During the 12 month period preceding the date of the Meeting, being on and from 27 November 2021, the Company issued a total of 102,712,888 Shares pursuant to the Previous Approval, representing approximately 9.93% of the total number of Equity Securities on issue at 26 November 2021. Further Details of the Equity Securities issued in the preceding 12 month period pursuant to Listing Rule 7.1A2 are set out in Schedule 4.

(g) **Voting exclusion**

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 under the 7.1A Mandate. No existing Shareholder's votes will therefore be excluded.



## GLOSSARY

In the Notice of Meeting and this Explanatory Statement:

**2022 Annual Report** means the Annual Report for the Company for the financial year ended 30 June 2022.

**7.1A Mandate** has the meaning given in Section 7.1.

**Annual General Meeting** or **Meeting** means the Annual General Meeting of the Company the subject of the Notice of Meeting.

**ASIC** means Australian Securities & Investments Commission.

**ASX** means the Australian Securities Exchange operated by ASX Limited.

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

**AWST** means Australian Western Standard Time, being the time in Perth, Western Australia.

**Board** means the Directors of the Company as at the date of this Notice of Meeting.

**Chairman** or **Chairperson** means the person appointed to chair the Meeting.

**Closely Related Party** (as defined in the Corporations Act) of a member of the Key Management Personnel for an entity means:

- (a) a spouse of child of that member; or
- (b) a child of the member's spouse; or
- (c) a dependant of the member or the member's spouse; or
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the members dealings with the entity; or
- (e) a company that the member controls; or
- (f) a person described by the regulations for the purposes of the definition of closely related party.

**Class A Plan Performance Right** and **Class B Plan Performance Rights** means the Performance Rights granted on the terms and conditions in Schedule 1.

**Company** means Prominence Energy Ltd ABN 69 009 196 810.

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

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

**Director** means a director of the Company and, where the context permits, includes a retired Director.

**Employee Securities Incentive Plan** means an incentive scheme for employees (including Directors and contractors of the Company) adopted by the Company pursuant to Shareholder Approval 30 April 2021.

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

**Explanatory Statement** means the explanatory statement to the Notice of Meeting.

**Key Management Personnel** has the definition given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any Director (whether executive or otherwise) of that entity.

**Notice** or **Notice of Meeting** means this notice of Annual General Meeting.

**Option** means an option to acquire a Share.

**Performance Right** means a right to acquire a Share on the satisfaction of certain performance milestones.

**Plan Performance Rights** means the Class A Plan Performance Rights and Class B Plan Performance Rights

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

**Remuneration Report** means the remuneration report contained in the 2022 Annual Report.

**Resolution** means a resolution contained in this Notice of Meeting.



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

**Shareholder** means a holder of Shares.

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

**VWAP** means volume weighted average price.

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

## SCHEDULE 1

### TERMS AND CONDITIONS OF PLAN PERFORMANCE RIGHTS

1. **(Vesting and Expiry)**

- a. The Plan Performance Rights (**Performance Rights**) will be granted with the Vesting Condition and Expiry Date as follows:

Tranche	Vesting Condition	Expiry Date
Class A	10-day VWAP of Shares is equal to or greater than \$0.005	3 years from date of grant
Class B	10-day VWAP of Shares is equal to or greater than \$0.008	3 years from date of grant

- b. Once the applicable Vesting Condition has been satisfied, the Performance Rights specified in the above table will vest and be capable of exercise by the holder.
- c. The above Performance Rights will each convert into a Share for no consideration on exercise by the holder once vested.
- d. If a Vesting Condition of a Performance Right is not achieved by the applicable Expiry Date, then the Performance Right will lapse. If a vested Performance Right is not exercised on or before the Expiry Date, then the Performance Right will lapse.
2. **(No voting rights)** A Performance Right does not entitle a holder to vote on any resolutions proposed at a general meeting of the Company's Shareholders.
3. **(No dividend rights)** A Performance Right does not entitle a holder to any dividends.
4. **(Rights on winding up)** A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up of the Company.
5. **(No return of capital)** A Performance Rights does not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise
6. **(Not transferable)** A Performance Right is not transferable.
7. **(Reorganisation of capital)** If there is a reorganisation (including, without limitation, consolidation, sub-division, reduction or return) of the issued capital of the Company, the rights of a holder will be varied (as appropriate) in accordance with the Listing Rules which apply to reorganisation of capital at the time of the reorganisation.
8. **(Quotation of shares on conversion)** An application will be made by the Company to ASX for official quotation of the Shares issued upon the conversion of each Performance Right within the time period required by the Listing Rules.
9. **(Participation in entitlements and bonus issues)** A Performance Right does not entitle a holder to participate in new issues of capital offered to holders of Shares, such as bonus issues and entitlement issues.
10. **(Vesting on a Change of Control Event)** If there is a Change of Control Event in relation to the Company prior to the conversion or expiry of the Performance Rights, then:
- a. all outstanding Vesting Conditions will be deemed to have been satisfied; and
- b. each Performance Right will automatically and immediately convert into a Share.
- For these purposes, **Change of Control Event** means:
- c. the occurrence of:
- (i) the offeror under a takeover offer in respect of all Shares announcing that it has achieved acceptances in respect of 50.1% or more of the Shares; and
- (ii) that takeover bid has become unconditional,



provided that the offeror did not have control of the Company at the time that the Performance Rights are granted; or

d. the announcement by the Company that:

(i) shareholders of the Company have at a Court convened meeting of shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all Shares are to be either:

(A) cancelled; or

(B) transferred to a third party; and

(ii) the Court, by order, approves the proposed scheme of arrangement,

provided that the offeror did not have control of the Company at the time that the Performance Rights are granted.

11. **(No other rights)** A Performance Right does not give a holder any other rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these term.



## SCHEDULE 2

### EMPLOYEE SECURITIES INCENTIVE PLAN

The key terms of the Plan are as follows:

#### 1. Eligible Participant

"Eligible Participant" means a person who is a full-time or part-time employee, officer, or contractor of the Company, or an Associated Body Corporate (as defined in ASIC Class Order 14/1000), or such other person who has been determined by the Board to be eligible to participate in the Plan from time to time.

The Company will seek Shareholder approval for the participation of Directors and their associates in accordance with ASX Listing Rule 10.14.

#### 2. Purpose

The purpose of the Plan is to:

- (a) assist in the reward, retention and motivation of Eligible Participants;
- (b) link the reward of Eligible Participants to Shareholder value creation; and
- (c) align the interests of Eligible Participants with shareholders of the Group (being

the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.

#### 3. Plan administration

The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion. The Board may delegate its powers and discretion.

#### 4. Eligibility, invitation and application

The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides.

On receipt of an Invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part.

If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.

#### 5. Grant of Securities

The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.

#### 6. Terms of Convertible Securities

Each "Convertible Security" represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan.

Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them unless otherwise determined by the Board. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

#### 7. Vesting of Convertible Securities

Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not



be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.

#### **8. Exercise of Convertible Securities and cashless exercise**

To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Convertible Security (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice.

An invitation may specify that at the time of exercise of the Convertible Securities, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

#### **9. Delivery of Shares on exercise of Convertible Securities**

As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.

#### **10. Forfeiture of Convertible Securities**

Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly; committed an act which has brought the Company, the Group or any entity within the Group into disrepute, or wilfully breached his or her duties to the Group or where a Participant is convicted of an offence in connection with the affairs of the Group; or has a judgment entered against him or her in any civil proceedings in respect of the contravention by the Participant of his or her duties at law, in equity or under statute, in his or her capacity as an employee, consultant or officer of the Group, the Board may in its discretion deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules:

- (a) any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and
- (b) any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation or vesting notice.

#### **11. Change of control**

If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control.

#### **12. Rights attaching to Plan Shares**

All Shares issued or transferred under the Plan, or issued or transferred to a Participant upon the valid exercise of a Convertible Security, (Plan Shares) will rank equally in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on



the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.

**13. Disposal restrictions on Plan Shares**

If the invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

For so long as a Plan Share is subject to any disposal restrictions under the Plan, the Participant will not:

- (a) transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or
- (b) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.

**14. Adjustment of Convertible Securities**

If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

**15. Participation in new issues**

There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.

**16. Compliance with applicable law**

No Security may be offered, granted, vested or exercised if to do so would contravene any applicable law. In particular, the Company must have reasonable grounds to believe, when making an invitation, that the total number of Plan Shares that may be issued upon exercise of Convertible Securities offer when aggregated with the number of Shares issued or that may be issued as a result of offers made at any time during the previous three year period under:

- (a) an employee incentive scheme of the Company covered by ASIC Class Order 14/1000; or
- (b) an ASIC exempt arrangement of a similar kind to an employee incentive scheme,
- (c) but disregarding any offer made or securities issued in the capital of the Company by way of or as a result of:
  - (i) an offer to a person situated at the time of receipt of the offer outside Australia;
  - (ii) an offer that did not need disclosure to investors because of section 708 of the Corporations Act (exempts the requirement for a disclosure document for the issue of securities in certain circumstances to investors who are deemed to have sufficient investment knowledge to make informed decisions, including professional investors, sophisticated investors and senior managers of the Company); or
  - (iii) an offer made under a disclosure document,

would not exceed 5% (or such other maximum permitted under any applicable law) of the total number of Shares on issue at the date of the invitation.

**17. Amendment of Plan**

Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted



under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

**18. Plan duration**

The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely, and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.

**19. Income Tax Assessment Act**

The Plan is a plan to which Subdivision 83A-C of the *Income Tax Assessment Act 1997* (Cth) applies (subject to the conditions in that Act).



### SCHEDULE 3

#### VALUATION OF PLAN PERFORMANCE RIGHTS

The indicative value of the Plan Performance Rights set out below is the maximum value assuming all performance milestones will be achieved before the expiry date of the Plan Performance Rights. The Black and Scholes option pricing model and the assumptions set out below have been used to determine the indicative values of the Plan Performance Rights.

<b>Assumptions:</b>	
Valuation date	3 October 2022
Market price of Shares	\$0.002
Exercise price	Nil
Expiry date	3 October 2025
Risk free interest rate	5%
Expected volatility	100%

#### Indicative values of the Performance Rights

	Indicative value per Performance Right	Indicative Value of Performance Rights to be issued to Troy Hayden	Indicative Value of Performance Rights to be issued to Alexander Parks	Indicative Value of Performance Rights to be issued to Jaap Poll
Class A Plan Performance Rights	\$0.001	\$4,250	\$11,250	\$7,000
Class B Plan Performance Rights	\$0.001	\$4,250	\$11,250	\$7,000
<b>Total Value</b>		<b>\$8,500</b>	<b>\$22,500</b>	<b>\$14,000</b>

**Note:** The indicative valuations noted above are not necessarily the market prices that the Performance Rights could be traded at and they are not automatically the market prices for taxation purposes.



**SCHEDULE 4 – ISSUES OF EQUITY SECURITIES SINCE 26 NOVEMBER 2021 UNDER RULE 7.1A**

Date	Description	Quantity	Class	Recipients	Issue price and discount to Market Price	Form of consideration
15/12/2021	<p>Shares issued under Tranche 1 of a placement using both Listing Rule 7.1 and 7.1A.</p> <p>Issue was subsequently ratified by Shareholders at EGM dated 19 January 2022.</p>	102,712,888 Shares issued under Listing Rule 7.1A out of a total 250,000,000 Shares	Shares	Sophisticated and professional investors who are existing clients of the lead manager of the placement.	\$0.01 representing a 0% discount to the prevailing market price of the Shares.	<p>Cash</p> <p>Amount Raised - \$2,500,000</p> <p>Amount Spent - \$Nil</p> <p>Amount remaining - \$2,500,000</p> <p>Proposed use of remaining funds – Exploration and evaluation on company assets and working capital.</p>



## Need assistance?

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

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



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:00am (AWST) on Saturday, 12 November 2022.**

# Proxy Form

## How to Vote on Items of Business

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

### APPOINTMENT OF PROXY

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

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

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

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

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

### 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](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

### Online:

Lodge your vote online at [www.investorvote.com.au](http://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**

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

### By Mail:

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

### By Fax:

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



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

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.

**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.

# Proxy Form

Please mark  to indicate your directions

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

I/We being a member/s of Prominence Energy Limited hereby appoint

the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Prominence Energy Limited to be held at Suite 9, 330 Churchill Avenue, Subiaco, WA 6008 on Monday, 14 November 2022 at 9:00am (AWST) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 4, 5 and 6 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 4, 5 and 6 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, 4, 5 and 6 by marking the appropriate box in step 2.

## Step 2 Items of Business

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

	For	Against	Abstain
Resolution 1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Director Mr Troy Hayden	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Election of Director Mr Jaap Poll	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval to grant Plan Performance Rights to Mr Troy Hayden	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Approval to grant Plan Performance Rights to Mr Alexander Parks	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Approval to grant Plan Performance Rights to Mr Jaap Poll	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 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  Securityholder 2  Securityholder 3  / /  
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

**Update your communication details** (Optional)

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

