

Letter to Shareholders regarding 2022 Annual General Meeting

Dear Shareholder,

Warrego Energy Limited (**Warrego**) will be holding its annual general meeting of shareholders at the Melaleuca Room, Central Park, 152-158 St Georges Terrace Perth at 2:00pm (Perth time) on Tuesday, 22 November 2022 (**AGM**).

In accordance with section 110D(1) of the *Corporations Act 2001 (Cth)*, the Company will not be sending hard copies of the Notice of Meeting to shareholders, unless the shareholder has made a valid election to receive such documents in hard copy. The Notice of Meeting can be viewed and downloaded from www.warregoenergy.com/investor-relations/announcements.

A copy of your personalised Proxy Form is enclosed for your convenience. Shareholders may appoint a proxy to attend the meeting and vote on their behalf. To vote by proxy, please appoint a proxy **online** at www.votingonline.com.au/wgoagm2022, or alternatively complete and sign the enclosed Proxy Form and return by:

- **post** (in the reply paid envelope) to Warrego Energy Limited, C/- Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia;
- **in person** to Warrego Energy Limited, C/- Boardroom Pty Limited, Level 8, 210 George Street Sydney, NSW 2000 Australia; or
- **facsimile** to Warrego Energy Limited C/- Boardroom Pty Limited on facsimile number +61 2 9290 9655.

so that it is received not later than 2:00pm (Perth time) on Sunday, 20 November 2022. Proxy Forms received later than this time will be invalid and not accepted.

The Notice of Meeting is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company's share registry, Boardroom Pty Limited on 1300 737 760 (within Australia) or +61 2 9290 9600 (overseas) between 8:30am and 5:00pm (Sydney time) Monday to Friday (except public holidays).

Authorised by the Board of Warrego Energy Limited and issued in accordance with the Company's disclosure policy.

ENDS

For further information contact:

Dennis Donald
Managing Director & Group CEO
T: +44 7961 897 894
E: investors@warregoenergy.com

Investors and Media

David Tasker
Chapter One Advisors
T: +61 433 112 936
E: dtasker@chapteroneadvisors.com.au

About Warrego Energy Limited

Warrego Energy is focused on the development of onshore assets in Australia and Spain. In Western Australia's prolific Perth Basin, the Company holds a 50% interest in EP469, including the West Erregulla gas project, and 100% of STP-EPA-0127, covering 8,700 km² (or 2.2 million acres).

In Spain, the Company holds an 85% working interest in the Tesorillo gas project in the Cadiz region and a 50.1% working interest in the El Romeral gas to power facility in the Seville region.

Website: www.warregoenergy.com



WARREGO ENERGY LIMITED

ACN 125 394 667
(Company)

Notice of Annual General Meeting

The Annual General Meeting (*Meeting*) of Shareholders of Warrego Energy Limited will be held at the Melaleuca Room, Central Park, 152-158 St Georges Terrace Perth, on Tuesday, 22 November 2022 at 2:00pm (Perth time)

Shareholders and proxyholders can register for the Meeting from 1:30pm (Perth time). Warrego recommends that participants arrive at the venue and register at least 15 minutes before the Meeting is scheduled to commence.

BUSINESS

Financial, Directors' and Auditor's Reports

To receive and consider the Annual Report of the Company which includes the Financial Report, the Directors' Report and the Auditors' Report for the financial year ended 30 June 2022 in accordance with Section 317 of the Corporations Act 2001 (**Corporations Act**).

A copy of the 2022 Annual Report may be obtained from the Company's website www.warregoenergy.com/ar2022.

Ordinary Resolutions

Resolution 1: Adoption of the Remuneration Report

To consider and, if thought fit, to pass the following as a **non-binding ordinary resolution**:

"That the Remuneration Report contained in the Directors' Report of the 2022 Annual Report be adopted."

Resolution 2: Election of Mr Michael Atkins

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

"That Mr Michael Atkins who retires under the Company's constitution and being eligible, offers himself for election, is elected as a Director."

Resolution 3: Re-election of Mr Greg Columbus

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

"That Mr Greg Columbus who retires under the Company's constitution and being eligible, offers himself for re-election, is re-elected as a Director."

Resolution 4: Election of Non-Board endorsed Director Mr Kenneth Williams

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

"That Mr Kenneth Williams, having offered himself for election, be elected as a Director of the Company."

Voting prohibitions

Resolution 1: In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

BY ORDER OF THE BOARD

Shannon Coates
Company Secretary
21 October 2022

IMPORTANT INFORMATION

Voting Entitlement

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Company has determined that a person set out in the Company's share register as at 4:00pm (Perth time) on Sunday, 20 November 2022, will be entitled to attend and vote at the Meeting. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Your Vote is Important

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

If you have any questions regarding the matters set out in this Explanatory Memorandum (or elsewhere in the Notice of Meeting), you may contact the Company's share registry, Boardroom Pty Limited, as follows:

Telephone: 1300 737 760 (within Australia)
+61 2 9290 9600 (outside Australia)

between 8:30 am and 5:00 pm (Sydney time) Monday to Friday (except public holidays).

Proxy Voting and Undirected Proxies

Shareholders may appoint a proxy to attend the meeting and vote on their behalf. To vote by proxy, please appoint a proxy **online** at <https://www.votingonline.com.au/wgoagm2022> or alternatively complete and sign the enclosed Proxy Form and return by:

- **post** (in the reply paid envelope) to Warrego Energy Limited, C/- Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia;
- **in person** to Warrego Energy Limited, C/- Boardroom Pty Limited, Level 8, 210 George Street Sydney NSW 2000; or
- **facsimile** to Warrego Energy Limited C/- Boardroom Pty Limited on facsimile number +61 2 9290 9655;

so that it is received not later than 2:00pm (Perth time) on Sunday, 20 November 2022. Proxy Forms received later than this time will be invalid and not accepted.

A proxy does not need to be a shareholder of the Company. If you are a shareholder entitled to cast two or more votes, you may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Forms and specify the percentage or number of votes each proxy is appointed to exercise. If you do not specify a percentage or number in both forms, each proxy may exercise half of the votes.

In the current pandemic climate, you are strongly encouraged to vote your shares by proxy in advance of the Meeting. All Resolutions will be determined by poll.

Chair's Voting Intentions

The Chair intends to exercise all available proxies in favour of all Resolutions (other than Resolution 4, which the Chair intends to vote against), unless the Shareholder has expressly indicated a different voting intention.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on any of the Resolutions by signing and returning the Proxy Form, 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 if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held on Tuesday, 22 November 2022 at 2:00pm (Perth time) (**Meeting**).

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

Receipt of Financial, Directors' and Auditors' Reports

The first item of business deals with the Annual Report of the Company, which includes the Financial Report, the Directors' Report and the Auditors' Report for the financial year ended 30 June 2022. Shareholders are invited to consider these reports and seek explanations, if required, from the Directors when the reports are presented to the meeting. No resolution is required on these reports. The reports are only required to be laid at the meeting in accordance with Section 317 of the Corporations Act. Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company. The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- conduct of the audit;
- preparation and content of the Auditor's Report;
- accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- independence of the auditor in relation to the conduct of the audit.

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Financial Report of the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting. Please note that all written questions must be received at least five business days before the Meeting, which is by Tuesday, 15 November 2022.

Resolution 1 - Adoption of the Remuneration Report

The Remuneration Report contained in the Directors' Report of the Annual Report must be put to the vote for its adoption in accordance with Section 250R(2) of the Corporations Act. The vote on this resolution is advisory only and does not bind the Directors or the Company. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the managing director (if any).

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

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.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments on, the Remuneration Report.

Directors' Recommendation

Resolution 1 is a non-binding ordinary resolution.

Given the material personal interests of all Directors in this Resolution, the Board makes no recommendation to Shareholders regarding this Resolution.

Resolution 2 – Election of Mr Michael Atkins

Background

Pursuant to Clause 62(c) of the Constitution and Listing Rule 14.4, the Board may at any time appoint any person as a Director, either to fill a casual vacancy or as an addition to the Board, provided that the number of Directors (not including alternate Directors) does not exceed 12. Any Director appointed under Clause 62(c) (excluding the Managing Director) may hold office only until the end of the next annual general meeting of the Company and is then eligible for election at that meeting.

Mr Michael Atkins was appointed as a Non-Executive Director on 31 December 2021. Accordingly, Mr Atkins retires at this Meeting and, being eligible, seeks election pursuant to Resolution 2.

If elected, Mr Atkins is considered to be an independent Director.

Mr Michael Atkins' biography

Michael is a Fellow of the Australian Institute of Company Directors and was previously a Fellow of the Institute of Chartered Accountants in Australia.

Michael has over 35 years' experience as an executive and non-executive director of Australian listed companies and is an experienced corporate, finance and governance director. He has extensive experience as a member and chair of remuneration, nomination, risk, audit and governance committees.

Since 1987 he has been involved in the executive management and as a non-executive Chairman of numerous publicly listed resource companies with operations in Australia, USA, South East Asia and Africa, including as managing director of Claremont Petroleum NL and Beach Petroleum NL during their reconstruction phase, and as founder and executive chairman of Botswana gold company Gallery Gold Ltd. Michael has been non-executive Chairman of numerous ASX listed companies, including Westgold Resources and Azumah Resources.

Between 2009 and November 2021, Mr Atkins was a Director–Corporate Finance at Patersons Securities Limited and then Senior Advisor–Corporate Finance at Canaccord Genuity (Australia) Ltd, where he advised on the formation of, and capital raising for, and corporate advice to ASX companies in various sectors including the resources and health sectors.

He is currently non-executive chairman of Castle Minerals Ltd and Legend Mining Limited, and non-executive director of SRG Global Limited, all which are ASX listed entities. Mr Atkins was non-executive Chairman of Azumah Resources Limited during its takeover in December 2019 and has not held any other former public company directorships in the last three years.

Mr Atkins serves as Chair of the Audit Committee and member of the Remuneration and Nomination Committee.

Directors' Recommendation

Resolution 2 is an ordinary resolution.

On the basis of Mr Atkins' skills, qualifications and experience and his contributions to the Board's activities, the Directors (other than Mr Atkins) recommend that Shareholders vote in favour of Resolution 2.

Resolution 3 – Re-election of Mr Greg Columbus

Background

Pursuant to Clause 64(a) of the Constitution and Listing Rule 14.4, a Director (excluding the Managing Director) must not hold office for a continuous period in excess of three years or past the conclusion of the third annual general meeting following the Director's last election or re-election, whichever is the longer. Clause 64(c) of the Constitution provides that a Director who retires in accordance with Clause 64(a) is eligible for re-election.

Mr Greg Columbus was last re-elected at the annual general meeting held on 27 November 2019. Accordingly, Mr Columbus retires at this Meeting and, being eligible, seeks re-election pursuant to Resolution 3.

If elected, Mr Columbus is considered to be an independent Director.

Mr Greg Columbus' biography

Greg has over 30 years of experience in the Energy, Oil and Gas sectors including technical, commercial and executive roles. He is an experienced director with commercial strategy, corporate finance and legal experience. Greg has over these years gained valuable business experience in delivering large, complex oil and gas projects and has, along the course of his career, also carved out strong strategic vision and been involved in numerous M&A activities.

He is also the Managing Director and a Main Board Director for Clarke Energy Group (A Kohler Company) for the past 18 years. Clarke Energy is a privately owned, multinational energy solutions company specialising in the engineering, installation and maintenance of power plants and gas compression stations, operating in 28 countries.

Greg is also a non-executive director of Galilee Energy Limited (ASX: GLL). He is also currently Chairman of Young Presidents Organisation Gold (YPOG) Chapter in South Australia.

Greg has committee experience, serving on Audit and compliance, remuneration and health and safety committees.

Greg serves as Non-executive Chairman, Chairman of the Remuneration and Nomination Committee and Member of the Audit Committee.

Directors' Recommendation

Resolution 3 is an ordinary resolution.

On the basis of Mr Columbus' skills, qualifications and experience and his contributions to the Board's activities, the Directors (other than Mr Columbus) recommend that Shareholders vote in favour of Resolution 3.

Resolution 4 – Election of Non-Board endorsed Director Mr Kenneth Williams

Background

In accordance with clause 62(b) of the Constitution and Listing Rule 14.3, an external non-Board endorsed candidate, Mr Kenneth Williams, offers himself for election as a Director of the Company.

The following biography and statement is based on information provided by Mr Williams and has not been independently verified by the Company and is presented to Shareholders in the form that it was presented by Mr Williams. The biography and statement were not prepared by the Company and the Company makes no comment as to the accuracy of the claims or material included in the biography or statement.

Mr Kenneth Williams' biography

Ken is an experienced Independent Director, Deputy Chair and Chair of ASX listed companies with over thirty (30) years' experience in corporate finance and over twenty (20) years' experience as a resource company Independent Director including nine (9) years in oil and gas.

He is currently Independent Chair of Barton Gold Holdings Limited (ASX:BGD), an Independent Non-Executive Director of Archer Materials Limited (ASX:AXE) and Chair of the Audit & Risk Committee, and is Deputy Chancellor of the University of Adelaide and Chair of the University Finance Committee.

After attending High School in Karratha in the Pilbara region of WA, Ken attended the University of Western Australia and graduated with an Honours Degree in Economics. He also earned a Master of Applied Finance from Macquarie University, which led to a career in financial risk management, including senior treasury and finance executive roles at Qantas, Normandy Mining and Newmont. He is a Fellow of the Australian Institute of Company Directors.

Mr Kenneth Williams' statement

My skills and experience would complement and enhance those of the current Warrego Energy Limited (Warrego) Board. I have extensive experience as a member and chair of investment, remuneration, nomination, risk, audit and governance committees. I served nine (9) years as an Independent Director, Deputy Chair and Chair of AWE Limited (AWE) during the period when AWE discovered and defined the Waitsia project in the Perth Basin.

During my career in resources, I have been fortunate to have had the opportunity as a senior executive, board member and Chair to be involved in the response to multiple takeover bids in which a significant premium was achieved, including Normandy Mining and more recently AWE, responding to competitive bids for AWE from Mineral Resources Limited and Mitsui & Co Ltd. This experience would be valuable if a bid for Warrego were to emerge.

My recent transaction experience also includes merger implementation as Chair of Statewide Super (an \$11 Billion Industry Fund) coordinating the board response to multiple proposals from various parties which ultimately resulted in a highly successful merger with a \$71 Billion Fund, Hostplus, completed in April 2022.

As a member or Chair of various Nominations Committees, I have been involved with Board renewal and restructure processes to enhance the skills composition, gender balance and performance of a wide range of boards in a diverse range of industries. I have also been involved with numerous orderly Chief Executive succession transitions and senior management restructures.

I believe that Warrego is undervalued and that I can add value to the Board to assist with the development, articulation and execution of a clearer strategy to realise greater value for shareholders.

During the last twelve months I was identified by an independent search process as a potential Independent Director of Warrego to enhance the finance skills on the board. Subsequently, I was nominated to join the Board by some existing shareholders. To date, the Board has been unable to reach consensus on my appointment. Accordingly, I have chosen to self-nominate under Listing Rule 14.3 to allow all shareholders to decide on the need for board renewal and on my suitability.

I am not an associate or related party to any shareholder and have no agreement with any shareholder to support this nomination. As a Director of Warrego, I would act strictly as an Independent Director and will act decisively when required and always in the best interest of all shareholders.

K G Williams
11 October 2022

Board statement on proposed election of Mr Williams' as a Director

The Company has a Board process to identify and nominate potential new Directors.

In late 2021 Mr Williams was identified by an independent search process as a potential independent Director of Warrego, but the Board appointed Mr Atkins, also identified by the independent search process, as an independent non-executive Director.

Later in the year some members of the Board, with the support of some shareholders, proposed Mr Williams join the Board as a non-executive Director. The Board again considered the appointment of Mr Williams as a non-executive Director but was not able to reach a consensus position in respect to his appointment.

Subsequently, the Board has undertaken a Board composition review conducted by an experienced independent external consultant. One of the consultant's recommendations was to conduct a further search for Australian independent non-executive Director candidates who will bring expertise and attributes, including diversity, to add to the skills matrix of the current Board.

The Board, in accordance with that recommendation, appointed an internationally respected recruitment firm to manage the process of identifying and ranking new non-executive Director candidates in accordance with the review criteria. In addition, the Directors are also able to submit potential candidates for consideration by the recruitment firm. This process is underway and is expected to be completed in the near term, following which the Board, upon a recommendation from the Remuneration and Nomination Committee, will appoint a new non-executive Director. Mr Williams will be included as a potential candidate as part of this process.

In considering Mr Williams' self-nomination for the Annual General Meeting, as the independent search process continues, the Board has again not been able to form a consensus decision to provide a recommendation to Shareholders in respect of his candidacy pending completion of the recruitment process.

Directors' Recommendation

For the reasons outlined above, the Board does not make a recommendation on Resolution 4.

Chair's intention in respect of open proxies

Notwithstanding the Board does not make a recommendation, for the purposes of Listing Rule 14.2.2, where the Chairman is appointed proxy by a Shareholder, in the absence of a direction from that Shareholder as to how to vote on Resolution 4, the Chairman has advised he intends to vote all open proxies granted to him **against** Resolution 4.

The Company will advise shareholders via the ASX if this position changes before the Meeting.

Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

Annual Report	means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2022.
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Auditor's Report	means the auditor's report on the Financial Report.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Clause	means a clause of the Constitution.
Closely Related Party	means: <ul style="list-style-type: none">(a) a spouse or child of the member; or(b) has the meaning given in section 9 of the Corporations Act.
Company	means Warrego Energy Limited (ACN 125 394 667).
Constitution	means the constitution of the Company as at the date of the Meeting.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Directors' Report	means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Financial Report	means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
Listing Rules	means the listing rules of ASX.
Meeting	means this annual general meeting.
Notice	means this notice of annual general meeting.
Proxy Form	means the proxy form attached to the Notice.
Remuneration Report	means the remuneration report of the Company contained in the Directors' Report.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Strike	means a 'no' vote of 25% or more on the resolution approving the Remuneration Report.

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 2:00pm (Perth Time) on Sunday, 20 November 2022.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/wgoagm2022>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **2:00pm (Perth Time) on Sunday, 20 November 2022.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 🖥 **Online** <https://www.votingonline.com.au/wgoagm2022>
+ 61 2 9290 9655
- 📠 **By Fax** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- ✉ **By Mail** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia
- 👤 **In Person**

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Warrego Energy Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **Melaleuca Room, Central Park, 152-158 St Georges Terrace, Perth, WA, 6000 on Tuesday, 22 November, 2022 at 2:00pm (Perth Time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1 I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the key management personnel for Warrego Energy Limited, which includes the Chair of the Meeting.

The Chair of the Meeting intends to vote all undirected proxies in **favour** of Resolutions 1-3 inclusive.

The Chair of the Meeting intends to vote all undirected proxies **against** Resolution 4

If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote **against** or to **abstain** from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular resolution, you are directing your proxy not to place your belief on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Mr Michael Atkins as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Greg Columbus as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Non-Board endorsed Director Mr Kenneth Williams	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2022