



GREAT WESTERN

E X P L O R A T I O N

NOTICE OF GENERAL MEETING AND EXPLANATORY STATEMENT

**General Meeting of the Company to be held
at 6 Outram Street, West Perth, Western Australia
on Tuesday, 26 September 2017 at 11am (WST)**

This Notice of General Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Corporate Directory

Directors	Kevin Somes (Non-executive Chairman) Jordan Luckett (Managing Director) Rimas Kairaitis (Non-executive Director) Terrence Grammer (Non-executive Director)
Secretary	Justin Barton
Registered Office	Level 2, 35 Outram Street WEST PERTH WA 6005 Telephone: (08) 6311 2852 Facsimile: (08) 6313 3997 Website: www.greatwesternexploration.com.au
Auditor	Bentleys London House Level 3, 216 St Georges Tce PERTH WA 6000
Solicitors	Steinepreis Paganin Level 4, The Read Building 16 Milligan Street PERTH WA 6000
Share Registry	Computershare Investor Services Limited Level 11 172 St Georges Terrace PERTH WA 6000 Telephone: 1300 787 272 Facsimile: (08) 9323 2033
ASX Code	GTE

Notice of General Meeting

Notice is hereby given that a General Meeting of Shareholders of Great Western Exploration Limited will be held at 6 Outram Street, West Perth, Western Australia, on Tuesday, 26 September 2017 at 11:00 am (WST).

The Explanatory Statement which accompanies and forms part of this Notice describes the various matters to be considered.

Words and phrases used in the Resolutions are defined in Section 3 of the accompanying Explanatory Statement and these words and phrases have the same meaning in this Notice of General Meeting as defined in the Explanatory Statement.

ORDINARY BUSINESS

1. RESOLUTION 1 – RATIFICATION OF PRIOR SHARE ISSUE

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve and ratify the issue of 84,000,000 Shares on the terms set out in the Explanatory Statement.”

Voting Exclusion:

The Company will disregard any votes on this resolution by any person who participated in the issue and any associate of those persons. However, the Company need not disregard a vote cast on the Resolution if:

- a) it is cast as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form as the proxy decides.

The Chairman intends to vote all available proxies in favour of Resolution 1.

2. RESOLUTION 2 – RATIFICATION OF PRIOR SHARE ISSUE

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve and ratify the issue of 56,000,000 Shares on the terms set out in the Explanatory Statement.”

Voting Exclusion:

The Company will disregard any votes on this resolution by any person who participated in the issue and any associate of those persons. However, the Company need not disregard a vote cast on the Resolution if:

- a) it is cast as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or

- b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form as the proxy decides.

The Chairman intends to vote all available proxies in favour of Resolution 2.

3. RESOLUTION 3 – APPROVAL TO ISSUE SHARES PURSUANT TO SHARE PLACEMENT

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

*“That for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to issue up to 90,000,000 Shares at an issue price of \$0.011 per share on the terms and conditions set out in the Explanatory Statement (**Share Placement**).”*

Short Explanation: Under ASX Listing Rule 7.1 the Company may not issue or agree to issue equity securities in any 12 month period representing more than 15% of its ordinary share capital on issue at the commencement of that period without shareholder approval. Further, equity securities issued with prior approval are not included in the calculation under ASX Listing Rule 7.1. Please refer to the Explanatory Statement for details.

Voting Exclusion:

The Company will disregard any votes on this resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a shareholder, if this resolution is passed and any associate of those persons. However, the Company need not disregard a vote cast on the Resolution if:

- a) it is cast as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- b) It is cast by the person chairing the meeting as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form as the proxy decides.

The Chairman intends to vote all available proxies in favour of Resolution 3.

4. RESOLUTION 4 – ISSUE OF DIRECTOR OPTIONS FOR MR RIMAS KAIRAITIS

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

“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 6,000,000 Director Options to Mr Rimas Kairaitis (or his nominee) on the terms and conditions set out in the Explanatory Statement”

Voting Exclusion:

The Company will disregard any votes on this resolution by Mr Rimas Kairaitis, and his associates. However, the Company need not disregard a vote cast on the Resolution if:

- a) it is cast as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form as the proxy decides.

The Company will also disregard any votes cast on Resolution 4 by a member of the Key Management Personnel or their Closely Related Parties as proxy for another person where the proxy form does not specify how the proxy is to vote, with the exception that votes cast by the Chairman as proxy appointed in writing, in accordance with a direction on the proxy form to vote as the proxy decides, will not be excluded.

The Chairman intends to vote all available proxies in favour of Resolution 4.

5. RESOLUTION 5 – PROPOSED ISSUE OF SHARES TO MR KEVIN SOMES IN LIEU OF DIRECTOR FEES

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of 4,632,692 Shares at an issue price of \$0.013 per Share to Mr Kevin Somes, or his nominee, in full satisfaction of the accrued and outstanding Director’s fees as at 30 June 2017 being \$60,225.”

Voting Exclusion:

The Company will disregard any votes on this resolution by Kevin Somes, and his associates. However, the Company need not disregard a vote cast on the Resolution if:

- a) it is cast as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form as the proxy decides.

The Company will also disregard any votes cast on Resolution 5 by a member of the Key Management Personnel or their Closely Related Parties as proxy for another person where the proxy form does not specify how the proxy is to vote, with the exception that votes cast by the Chairman as proxy appointed in writing, in accordance with a direction on the proxy form to vote as the proxy decides, will not be excluded.

The Chairman intends to vote all available proxies in favour of Resolution 5.

6. RESOLUTION 6 – PROPOSED ISSUE OF SHARES TO MR JUSTIN BARTON IN LIEU OF SALARY AND WAGES

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the issue of 2,369,231 Shares at a deemed issue price of \$0.013 per Share to Mr Justin Barton, or his nominee, in full satisfaction of the accrued and outstanding Salary as at 31 July 2017, being \$30,800.”

Voting Exclusion:

The Company will disregard any votes on this resolution by Justin Barton, and his associates. However, the Company need not disregard a vote cast on the Resolution if:

- a) it is cast as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form as the proxy decides.

The Company will also disregard any votes cast on Resolution 6 by a member of the Key Management Personnel or their Closely Related Parties as proxy for another person where the proxy form does not specify how the proxy is to vote, with the exception that votes cast by the Chairman as proxy appointed in writing, in accordance with a direction on the proxy form to vote as the proxy decides, will not be excluded.

The Chairman intends to vote all available proxies in favour of Resolution 6.

Explanatory Statement

The Explanatory Statement accompanying this Notice of General Meeting is incorporated in and comprises part of this Notice of General Meeting. Capitalised terms used in this Notice and the Explanatory Statement are set out in the Schedule of Definitions in the Explanatory Statement.

Voting

Shareholders can vote by either:

- a) attending the General Meeting and voting in person or by attorney (who should bring an original or certified copy of the power of attorney), or in the case of a corporate Shareholder by appointing a corporate representative; or
- b) appointing a proxy to attend and vote on their behalf using the Proxy Form attached to this Notice and by submitting their proxy appointment and voting instructions in person, by post, or by facsimile.

Proxies

Please note that:

- a) a member of the Company entitled to attend and vote at the General Meeting is entitled to appoint a proxy;
- b) a proxy need not be a member of the Company, and
- c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, and where the proportion or number is not specified, each proxy may exercise half of the votes.

The Proxy Form must be received no later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the meeting.

If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting as they think fit.

The enclosed Proxy Form provides further details on appointing proxies and lodging the Proxy Form.

Voting Eligibility

Regulation 7.11.37(3) of the Corporations Regulations 2001 provides that the specified time for who holds Shares for the purpose of a meeting (a) must satisfy any applicable requirements of the ASX Settlement Operating Rules and (b) must not be more than 48 hours before the meeting.

Accordingly, as the meeting is scheduled for Tuesday, 26 September 2017 at 11:00 am (WST), the voting entitlement date and time will be 5.00pm WST 2 Trading Days prior to the meeting.

The Company's Directors have determined that the persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company at 5pm WST on 21 September 2017.

Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the General Meeting should complete and execute the Proxy Form in accordance with the appointment requirements and Sections 127 and 250D of the Corporations Act or with the legal requirements of the country in which the corporate Shareholder was incorporated.

The corporate representative should be provided with a certificate or letter confirming their appointment and evidence of any authority to act as the corporate representative. The authority may be sent to the Company and/or registry in advance or handed in at the General Meeting. An appointment of Corporate Representative form is available if required.

By Order of the Board of Directors

**Justin Barton
Company Secretary
Great Western Exploration Limited**

24 August 2017

Explanatory Statement

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of General Meeting. This Explanatory Statement should be read in conjunction with the Notice of General Meeting.

1. RESOLUTIONS 1 AND 2 – RATIFICATION OF PRIOR SHARE ISSUE

1.1 Introduction

As announced on 18 August 2017, the Company received commitments to raise approximately \$2.5m through the issue of up to 230,000,000 Shares at \$0.011 per share (**Placement**). The Shares under the Placement are to be issued in two tranches. The first tranche of 140,000,000 Shares were issued on 24 August 2017 (**Tranche 1**) pursuant to the Company's placement capacity under ASX Listing Rule 7.1A (56,000,000 Shares), which was approved by Shareholders at the annual general meeting held on 29 November 2016 and ASX Listing Rule 7.1 (84,000,000 Shares).

The remaining 90,000,000 Shares are to be issued subject to shareholder approval being obtained pursuant to Resolution 6 (**Tranche 2**).

Resolutions 1 and 2 seek Shareholder approval to ratify the issue of 140,000,000 Shares under Tranche 1 pursuant to Listing Rule 7.4.

These securities were issued within the 15% annual limit permitted by Listing Rule 7.1 and the 10% additional capacity permitted by Listing Rule 7.1A, without the need for Shareholder approval. The effect of Shareholders passing Resolution 1 and ratifying the issue of Tranche 1 will be to restore the Company's ability to issue further capital to the maximum 15% limit and additional 10% limit during the next 12 months.

1.2 ASX Listing Rules

Resolution 1 – ASX Listing Rule 7.1

Listing Rule 7.1 provides that, unless an exception applies, a company must not, without prior approval of shareholders, issue or agree to issue Equity Securities if the Equity Securities will in themselves or when aggregated with the ordinary securities issued by the company during the previous 12 months, exceed 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

Resolution 2 – ASX Listing Rule 7.1A

ASX Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period for which the approval is valid a number of quoted equity securities which represents 10% of the

number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1.

Where an eligible entity obtains shareholder approval to increase its placement capacity under ASX Listing Rule 7.1A then any ordinary securities issued under that additional placement capacity:

- (a) will not be counted in variable "A" in the formula in ASX Listing Rule 7.1A; and
- (b) are counted in variable "E",

until their issue has been ratified under ASX Listing Rule 7.4 (and provided that the previous issue did not breach ASX Listing Rule 7.1A) or 12 months has passed since their issue.

By ratifying the issue the subject of Resolution 2, the base figure (ie variable "A") in which the Company's 15% and 10% annual placement capacities are calculated will be a higher number which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval. Although, it is noted that the Company's use of the 10% annual placement capacity following this Meeting remains conditional on Resolution 2 being passed by the requisite majority.

1.3 Information required by Listing Rule 7.5

For the purposes of Listing Rule 7.5, the following information is provided about the ratification:

- (a) The number of securities issued was 140,000,000 paid ordinary shares on the following basis:
 - (i) 84,000,000 Shares issued pursuant to ASX Listing Rule 7.1; and
 - (ii) 56,000,000 Shares issued pursuant to ASX Listing Rule 7.1A
- (b) The Shares issued pursuant to both ASX Listing Rule 7.1 and 7.1A were issued as part of a share placement at an issue price of \$0.011;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the securities were issued to sophisticated and institutional investors. None of these subscribers were related parties of the Company;
- (e) the funds raised from the issue were used for drilling on the Yandal West Gold Project and working capital expenditure on the Yerrida and Fairbairn projects, including soilsampling and geophysics ; and
- (f) a voting exclusion statement is included in the Notice.

1.4 Directors' recommendation

This will restore the Company's ability to issue further capital to the maximum 15% limit and additional 10% limit during the next 12 months and increase the base figure (i.e. variable 'A') in which the Company's 15% and 10% annual placement capacities are calculated, which in turn will allow a proportionately higher number of securities to be issued without

Shareholder approval. Accordingly, the Board unanimously recommends that Shareholders vote in favour of Resolutions 1 and 2.

2. RESOLUTION 3 – APPROVAL TO ISSUE SHARES PURSUANT TO SHARE PLACEMENT

2.1 Introduction

Resolution 3 seeks Shareholder approval to issue up to 90,000,000 Shares under Tranche 2 pursuant to the Share Placement as announced on 18 August 2017.

Listing Rule 7.1 limits the number of securities a company can issue in a 12 month period to 15% of its issued share capital, except for certain issues, including where first approved by Shareholders. The effect of passing Resolution 6 will be to allow the Directors to issue securities in accordance with the Resolution without those securities being included in the 15% limit.

2.2 Information required by Listing Rule 7.3

For the purposes of Listing Rule 7.3, the following information is provided about the issue:

- (a) The maximum number of securities to be issued under Tranche 2 of the Share Placement is 90,000,000 fully paid ordinary shares.
- (b) The securities will be issued no later than 3 months after the date of the meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue will occur on the same date.
- (c) The issue price of the securities will be \$0.011 per Share.
- (d) It is intended that the securities will be issued to new and existing investors at the discretion of the directors. None of the subscribers will related parties of the entity.
- (e) The securities will be fully paid ordinary shares and will be issued on the same terms and conditions as the Company's existing Shares and rank equally with all other Shares on issue.
- (f) The funds are to be used for the same purpose as set out in section 1.3 (e).
- (g) A voting exclusion statement is included in the Notice.

2.3 Directors' recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 6. This will allow the Company to issue securities and raise funds whilst preserving the Company's 15% annual limit permitted by Listing Rule 7.1.

3. RESOLUTION 4: APPROVAL TO ISSUE DIRECTOR OPTIONS FOR MR RIMAS KAIRAITIS

3.1 Introduction

On 31 May 2017, the Company announced the appointment of Mr Rimas Kairaitis as Non-Executive Director. As part of remuneration offered to Mr Kairaitis for his appointment, the Board agreed, subject to obtaining Shareholder approval, to issue a total of 6,000,000

Options (Director Options) to Mr Rimantas Kairaitis (or their nominees), on the terms and conditions set out in Annexure A.

Resolution 4 seeks Shareholder approval for the grant of the Director Options to Mr Rimantas Kairaitis (or his nominee).

3.2 Chapter 2E of the Corporations Act

Part 2E.1 of the Corporations Act prohibits the Company from giving a financial benefit to a related party (such as a Director or an entity controlled by a Director) unless either:

- (a) the giving of the financial benefit falls within one of the exceptions in sections 210 to 217 of the Corporations Act; or
- (b) Shareholder approval is obtained prior to giving the benefit.

Section 210 of the Corporations Act provides an exception for a financial benefit to a related party that would be reasonable in the circumstances if the Company and the related party were dealing on arm's length terms. Section 211 of the Corporations Act provides an exception for a financial benefit that is remuneration to an officer of the Company where the remuneration is reasonable given the circumstances of the Company and the officer (including the responsibilities involved in such office).

Financial benefit is defined broadly and includes benefits from the public company's subsidiaries. It is necessary to look at the economic and commercial substance and the effect of the transaction in determining the financial benefit. The Corporations Act requires that any consideration that is given is disregarded, even if the consideration is adequate.

Over the last 12 months, the Directors have guided the Company through a difficult economic environment, whilst continuing to look for prospective opportunities to help grow shareholder wealth. The Company continues to develop a strong asset position with highly prospective tenements.

Accordingly, the primary purpose of the grant of the Director Options is to:

- (a) incentivise Mr Rimantas Kairaitis for his commitment and contribution to managing and increasing shareholder wealth;
- (b) to provide cost effective consideration to the Directors and to incentivise their continued endeavours of generating shareholder wealth; and
- (c) to align Mr Kairaitis' incentive options with existing Directors,

whilst allowing the Company to maintain cash reserves for working capital and exploration activity.

In addition, the Board (other than Mr Kairaitis who has a material personal interest in the Resolution) considers the grant of the Directors Options to Mr Kairaitis to be reasonable and comparable with other exploration companies, given the necessity to attract high calibre professionals to the Company whilst maintaining the Company's cash reserves. The Board have considered the extensive experience and reputation of Mr Kairaitis in the industry, the current share price and current market practices when determining the number and exercise price of the Director Options to be issued.

The Directors (other than Mr Kairaitis who has a material personal interest in the Resolution) therefore consider that the issue of Options to Mr Kairaitis falls within the reasonable remuneration exception in section 211 of the Corporations Act such that Shareholder approval is not required under Part 2E.1 of the Corporations Act.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Director Options to the Directors as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of the Director Options to the Mr Kairaitis will not be included in the 15% calculations of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

3.3 ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

3.4 ASX Listing Rule 10.13

The following information is provided in relation to the proposed issue of Director Options to the Directors as required by ASX Listing Rule 10.13:

- (a) The persons to whom Director Options will be issued is Mr Rimantas Kairaitis (or his nominee);
- (b) The maximum number of Director Options to be issued is 6,000,000;
- (c) The Director Options will be issued no later than 1 month after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Options will occur on the same date;
- (d) The Director Options will be issued on the following terms:
 - (i) 2,000,000 Options exercisable at \$0.02 expiring 31 December 2017;
 - (ii) 2,000,000 Options exercisable at \$0.04 expiring 31 December 2018; and
 - (iii) 2,000,000 Options exercisable at \$0.06 expiring 31 December 2019.

A summary of the terms of the Director Options is included at **Annexure "A"**.

- (e) The Director Options will be issued for nil consideration as reasonable remuneration for services provided to the Company, accordingly no funds will be raised.

4. RESOLUTION 5: ISSUE OF SHARES TO MR SOMES IN LIEU OF DIRECTORS' FEES ACCRUED TO 30 JUNE 2016

4.1 Introduction

During the last financial year, with the objective to preserve cash within the Company, Mr Somes agreed to accrue his respective directors' fees from 1 July 2016 to 30 June 2017.

Mr Somes agreed with the Company, that subject to Shareholder approval, and again with the intent to preserve cash within the Company, he will accept Shares in lieu of his respective Directors' fees.

Shareholder approval is now sought pursuant to Resolution 5 to approve the issue of Shares to Mr Somes in lieu of Directors fees.

4.2 Chapter 2E of the Corporations Act

Part 2E.1 of the Corporations Act prohibits the Company from giving a financial benefit to a related party (such as a Director) unless either:

- (a) the giving of the financial benefit falls within one of the exceptions in section 210 to 217 of the Corporations Act; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

Section 210 of the Corporations Act provides an exception for a financial benefit to a related party that would be reasonable in the circumstances if the Company and the related party were dealing on arm's length terms. Section 211 of the Corporations Act provides an exception for a financial benefit that is remuneration to an officer of the Company where the remuneration is reasonable given the circumstances of the Company and the officer (including the responsibilities involved in such office).

The accrued Director's fees are being converted to Shares based on the current market price as at the date of this Notice of \$0.013. The Directors (other than Mr Somes who has a material personal interest in the Resolution) consider that the issue of Shares in lieu of Director's accrued fees is both on arm's length terms and reasonable remuneration in all the circumstances. The proposed issue does not involve any additional remuneration to the Mr Somes. The Directors (other than Mr Somes who has a material personal interest in the Resolution) therefore consider that Shareholder approval is not required under Part 2E.1 of the Corporations Act.

4.3 ASX Listing Rule 10.11

ASX Listing Rule 10.11 provides that a company cannot issue equity securities to a related party unless shareholder approval is obtained or the issue falls within one of the exceptions in ASX Listing Rule 10.12. As none of the exceptions apply to the issue of Shares to Directors under Resolution 5, the Company is seeking Shareholder approval for Resolution 5 under Listing Rule 10.11.

As approval is being sought under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1. If Resolution 5 is approved, the Shares issued will not count towards the Company's 15% placement capacity.

4.4 ASX Listing Rule 10.13

The Company provides the following information required by ASX Listing Rule 10.13:

- (a) The related party is Mr Kevin Some and he is related a party by virtue of being a Director of the Company.
- (b) The maximum number of Shares to be issued is 4,632,692.
- (c) The Shares will be issued to the Mr Kevin Some (or his nominee) by no later than 1 month after the date of the Meeting or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is expected that the Shares will be issued on the one date.
- (d) The Shares will be issued at a deemed issue price of \$0.013 in lieu of accrued director fees for nil cash consideration. Accordingly, no funds will be raised.
- (e) The Shares will be issued on the same terms and conditions as the Company's existing Shares and rank equally with all other Shares on issue.
- (f) A voting exclusion statement is included for Resolution 5 in the Notice of Meeting.

4.5 Additional information

Set out below is a table showing the effect on the shareholdings of Mr Kevin Some (and associates) if all of the resolutions the subject of this Notice are passed by shareholders.

Director	Shares held	%	Fees outstanding	Shares to be issued under resolution 4 in lieu of fees	Maximum shareholding if all Resolutions are passed	%
Kevin Some	48,636,966	8.64	\$60,225	4,632,692	53,269,658	6.66

4.6 Directors' recommendation

The Directors (other than Mr Some who has a material personal interest in the Resolution), recommends that Shareholders vote in favour of this Resolution.

5. RESOLUTION 6 – SHARE ISSUE TO JUSTIN BARTON IN LIEU OF SALARY AND WAGES

5.1 Introduction

During the last financial year, with the objective to preserve cash within the Company, Mr Justin Barton agreed to accept Shares in lieu of salary and wages as at 31 July 2017 of \$30,800 (to be converted based on the current market price of Shares of \$0.013 as at the date of this Notice).

Shareholder approval is now sought pursuant to Resolution 6 to approve the issue of Shares to Mr Justin Barton (or Nominee) in lieu of outstanding salary and wages.

5.2 Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue during any 12 month period any equity securities or other securities with rights of conversion to equity if the number of those securities exceeds 15% of the total ordinary securities on issue at the commencement of that 12 month period.

One circumstance where an issue is not taken into account in the calculation of this 15% threshold is where the issue has the prior approval of Shareholders in a general meeting.

The Company is seeking approval under ASX Listing Rule 7.1 to be able to issue up to 2,369,231 Shares.

5.3 Listing Rule 7.3

For the purposes of ASX Listing Rule 7.3, the following information is provided to Shareholders in relation to Resolution 6.

- (a) The maximum number of securities to be issued is 2,369,231 Shares;
- (b) The Shares will be issued no later than 3 months after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and will be issued on the one date;
- (c) The Shares will be issued for nil cash consideration as they are being issued in full satisfaction of outstanding salary and wages accrued as at 31 July 2017;
- (d) The Shares are fully paid ordinary shares and rank equally in all respects with Shares currently on issue;
- (e) The Shares are being issued to Mr Justin Barton (or nominee), who is not a related party of the Company;
- (f) No funds will be raised from the issue of the Shares, as the Shares will be issued for nil cash consideration in full satisfaction of accrued outstanding salary and wages; and
- (g) A voting exclusion statement is included in the Notice.

5.4 Directors' recommendation

The Board unanimously recommends that Shareholders vote in favour of this Resolution 6. This will allow the Company to preserve cash resources and issue securities, whilst preserving the Company's 15% annual limit permitted by ASX Listing Rule 7.1.

6. DEFINITIONS

In this Explanatory Statement:

ASX	means ASX Limited or the Australian Securities Exchange operated by ASX Limited, as the context requires.
Board	means the board of Directors.
Chairman	means the chairman of the General Meeting.
Company	means Great Western Exploration Limited (ACN 123 631 470).
Constitution	means the constitution of the Company.
Corporations Act	means the Corporations Act 2001 (Cth) as amended.
Director	means a director of the Company.
Equity Securities	has the meaning given in the Listing Rules
Explanatory Statement	means this explanatory statement.
General Meeting	means the meeting convened by this Notice.
Listing Rules	means the listing rules of the ASX.
Notice	means this notice of meeting.
Option	means an option to acquire a Share.
Proxy Form	means the proxy form attached to this Notice.
Resolution	means a resolution set out in the Notice.
Share	means a fully paid ordinary share in the capital of the Company.
Share and Option Placement	has the meaning given in section 2.1 of the Explanatory Statement.
Share Placement	means the issue of 230,000,000 Shares by the Company at a price of \$0.011 in accordance with ASX Listing Rule 7.1 and 7.1A.
Shareholder	means a holder of a Share.
Tranche 1	means 140,000,000 Shares issued under the Share Placement pursuant to Resolution 1 and otherwise in accordance with ASX Listing Rule 7.1

Tranche 2	means 90,000,000 Shares issued under the Share Placement to Resolution 6 and otherwise in accordance with Listing Rule 7.1 and 7.1A.
WST	means Australian Western Standard Time.

ANNEXURE "A"

TERMS AND CONDITIONS OF OPTIONS

The Options (including references to Class A, Class B and Class C Options) entitle the holder to subscribe for Shares on the following terms and conditions:

- (a) Each Option gives the Option holder the right to subscribe for one Share.
- (b) The Options will expire:
 - a. in relation to the Class A Options, at 5.00 pm (EST) on 31 December 2017;
 - b. in relation to the Class B Options, at 5.00 pm (EST) on 31 December 2018; and
 - c. in relation to the Class C Options, at 5.00 pm (EST) on 31 December 2019,

(Expiry Date). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c) The amount payable upon exercise of each Option will be:
 - a. in relation to the Class A Options, \$0.02;
 - b. in relation to the Class B Options, \$0.04;
 - c. in relation to the Class C Options, \$0.06;

(Exercise Price).
- (d) The Options held by each Option holder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
- (e) An Option holder may exercise their Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of Options specifying the number of Options being exercised; and
 - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised;

(Exercise Notice).
- (f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (g) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
- (h) The Options are transferable.
- (i) All Shares issued upon the exercise of Options will upon issue rank pari passu in all respects with other Shares.

- (j) The Company will not apply for quotation of the Options on ASX. However, the Company will apply for quotation of all Shares issued pursuant to the exercise of Options on ASX in accordance with the Listing Rules.
- (k) If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (l) There are no participating rights or entitlements inherent in the Options and Option holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 6 Business Days after the issue is announced. This will give Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
- (m) A Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.

PROXY FORM

GREAT WESTERN EXPLORATION

ACN 123 631 470

GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR:

☐

the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at **11:00am**, on Tuesday, 26 September 2017 at **6 Outram Street, West Perth, Western Australia**, and at any adjournment thereof.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 4 to 6 (except where I/we have indicated a different voting intention below) even though Resolutions 4 to 6 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

Voting on business of the Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Ratification of prior share issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of prior share issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval to issue shares pursuant to share placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Issue of director Options for Mr Rimas Kairaitis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Proposed issue of shares to Mr Kevin Somes in lieu of director fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Proposed issue of shares to Mr Justin Barton in lieu of salary and wages	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date:

Contact name:

Contact ph (daytime):

E-mail address:

Consent for contact by e-mail in relation to this Proxy Form:

YES ☐ NO ☐

Instructions for completing Proxy Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
 - **(Individual):** Where the holding is in one name, the Shareholder must sign.
 - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Great Western Exploration, Level 2, 35 Outram Street, West Perth, WA 6005; or
 - (b) facsimile to the Company on facsimile number +61 8 6313 3997; or
 - (c) email to the Company at enquiries@greatwesternexploration.com.au,

so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.