



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 Friday, 18 January 2019 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 Friday, 18 January 2019 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 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 20,000,000 Shares and 10,000,000 options on the terms set out in the Explanatory Statement.”

Voting Exclusion:

The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates 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 25,000,000 Shares on the terms set out in the Explanatory Statement.”

Voting Exclusion:

The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates 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.

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 Friday, 18 January 2019 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 15 January 2019.

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**

19 December 2018

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 ISSUES

1.1 Introduction

As announced on 13 December 2018, the Company increased and consolidated its base metals land holding in the Yerrida by acquiring 100% of Metalicity Limited's and Stella Resources Pty Ltd's Yerrida tenements for:

- Metalicity - \$50,000 cash and 25 million shares; and
- Stella Resources – \$10,000 cash, 20 million shares and 10 million options at \$0.02, expiring 31 December 2021.

The above acquisition now increases the Company's landholding in the Yerrida Basin to approximately 5,400km².

Resolutions 1 and 2 seek Shareholder approval to ratify the issue of 45,000,000 Shares and 10,000,000 options pursuant to Listing Rule 7.4.

These securities were issued within the 15% annual limit permitted by Listing Rule 7.1, without the need for Shareholder approval. The effect of Shareholders passing Resolution 1 and 2 will be to restore the Company's ability to issue further capital to the maximum 15% limit during the next 12 months.

1.2 ASX Listing Rules

Resolutions 1 and 2 – 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.

By ratifying the issues the subject of Resolutions 1 and 2, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

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 45,000,000 paid ordinary shares and 10,000,000 options (Annexure A) to acquire paid ordinary shares on the following basis:
 - (i) 45,000,000 Shares issued pursuant to ASX Listing Rule 7.1 ; and

- (ii) 10,000,000 Options issued pursuant to ASX Listing Rule 7.1 .
- (b) the securities were issued for nil cash consideration as part of the consideration to acquire exploration tenements;
- (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. The Options were issued on the terms set out in Annexure A;
- (d) the securities were issued to parties not related to the Company;
- (e) no funds have been raised from the issue. Exploration tenements were acquired by the Company from issue of the securities ; 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 during the next 12 months in which the Company's 15% annual placement capacity is 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. 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.
Shareholder	means a holder of a Share.
WST	means Australian Western Standard Time.

ANNEXURE “A”

TERMS AND CONDITIONS OF OPTIONS

The Options entitle the holder to subscribe for Shares on the following terms and conditions:

- a) Each Option gives the Optionholder the right to subscribe for one Share;
- b) The options will be issued at an exercise price of \$0.02;
- c) The Options will expire at 5:00pm (WST) on 31 December 2021 (Expiry Date). Any Options not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- d) Subject to d) below, the Options will vest immediately when the Share Price equals or exceeds the Exercise Price (\$0.02) of the respective Shares for five (5) consecutive days after the date of issue of the Options;
- e) If there is a Change of Control Event prior to the Expiry Date, the Options shall automatically vest. “Change of Control Event” means the occurrence of the offerer under the takeover offer in respect of all the shares in the Company (Shares) announces that it has achieved acceptances in respect of 50.1% or more of the Shares;
- f) The Options held by each Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion;
- g) Subject to the Options vesting in accordance with c), an Optionholder may exercise their Options by lodging with the Company, before the Expiry Date:
 - a. A written notice of exercise of Options specifying the number of Options being exercised; and
 - b. A cheque or EFT for the Exercise Price for the number of Options being exercised; (Exercise Notice).
- h) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- i) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
- j) The Options are not transferrable.
- k) All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other Shares.
- l) The Company will not apply for quotation of the Options on the ASX. However, the Company will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within 10 Business Days after the date of allotment of those Shares.
- m) Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to holders of shares 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 10 business days after the issue is announced. This will give holders of Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

n) Adjustment for bonus issues of Shares

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestments):

- (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
- (ii) no change will be made to the Exercise Price.

o) Adjustment for pro rata issue

If the Company makes an issue of shares pro rata to existing Shareholders (other than an issue in lieu of in satisfaction of dividends or by way of dividend reinvestment) the exercise price of an Option will be reduced according to the following formula:

$$\text{New exercise price} = O - \frac{E [P - (S + D)]}{N+1}$$

O = the old exercise price of the Option.

E = the number of underlying shares into which one Option is exercisable.

P = average market price per share weighted by reference to volume of the underlying shares during the 5 trading days ending on the day before the ex rights date or ex entitlements dates.

S = the subscription price of a share under the pro rata issue.

D = the dividend due but not yet paid on the existing underlying shares (except those to be issued under the pro rata issue).

N = the number of shares with rights or entitlements that must be held to receive a right to one new Share.

p) Adjustment for reorganisation

If there is any reconstruction of the issued share capital of the Company, the rights of Option holders will be varied to comply the ASX Listing Rules which apply to the reconstruction at the time of the reconstruction.

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:

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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 Friday, 18 January 2019 at **6 Outram Street, West Perth, Western Australia**, and at any adjournment thereof.

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

Resolution 1	Ratification of prior issue
Resolution 2	Ratification of prior share issue

FOR

AGAINST

ABSTAIN

☐☐☐☐☐☐

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

Shareholder 2

Shareholder 3

Sole Director/Company Secretary

Director

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.