



## **NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT**

**Annual General Meeting to be held at The Celtic Club, 48 Ord Street,  
West Perth, Western Australia, on Thursday 12<sup>th</sup> November 2015 at 12.00pm (noon).**

This Notice of Annual 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**

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<b>Directors</b>	Kevin Somes (Non-executive Chairman) Jordan Luckett (Managing Director) Craig Mathieson (Non-executive Director) Terrence Grammer (Non-executive Director)
<b>Secretary</b>	Justin Barton
<b>Registered Office</b>	Level 2, 35 Outram Street WEST PERTH WA 6005 Telephone: (08) 6489 0101 Facsimile: (08) 6313 3997 Website: <a href="http://www.greatwesternexploration.com.au">www.greatwesternexploration.com.au</a>
<b>Auditor</b>	Bentleys Level 1 12 Kings Park Road WEST PERTH WA 6005
<b>Solicitors</b>	Kings Park Corporate Lawyers Level 2, 45 Richardson Street WEST PERTH WA 6005
<b>Share Registry</b>	Computershare Investor Services Limited Level 11 72 St Georges Terrace PERTH WA 6000 Telephone: 1300 787 272 Facsimile: (08) 9323 2033
<b>ASX Code</b>	GTE – fully paid shares

### **ANNUAL REPORT**

**Shareholders who have elected not to receive a copy of the Annual Report are reminded that a copy is available on the Company's website:**

[www.greatwesternexploration.com.au](http://www.greatwesternexploration.com.au)

## **Notice of Annual General Meeting**

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Notice is hereby given that the Annual General Meeting of Shareholders of Great Western Exploration Limited will be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia, on 12<sup>th</sup> November 2015 at 12.00 pm (WST). The Explanatory Statement which accompanies and forms part of this Notice describes the various matters to be considered.

### **ORDINARY BUSINESS**

#### **1. Financial Statements and Reports**

To receive and consider the annual financial report of the Company for the year ended 30 June 2015 and the reports of the Directors and the Auditor in accordance with the Corporations Act.

#### **2. RESOLUTION 1 – Adoption of the Remuneration Report**

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

“That for the purposes of Section 250R(2) of the *Corporations Act* and for all other purposes, the Remuneration Report as set out in the Annual Report for the financial year ended 30 June 2015 be adopted by the Shareholders.”

The vote on this Resolution is advisory only and does not bind the Directors or the Company.

#### **Voting Exclusion:**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of the following persons:

- a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- b) a Closely Related Party of such member.

However, a person described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- a) the voter 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 Chairman and the appointment of the Chairman as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and
  - (ii) expressly authorises the Chairman to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

#### **3. RESOLUTION 2 – Election of Director**

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

Re-election of Mr. Craig Mathieson as a Director.

“That for all purposes Mr. Craig Mathieson a Director retiring by rotation in accordance with Clause 13.2 of the Company’s Constitution and, being eligible for re-election, be re-elected as a Director of the Company.”

#### 4. RESOLUTION 3 – Approval to issue Shares pursuant to 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 30,000,000 Shares on the terms and conditions set out in the Explanatory Statement.”

**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.

#### 5. RESOLUTION 4 – Approval for 10% Placement Capacity

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

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

**Short Explanation:** ASX Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements in the 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company’s 15% placement capacity under ASX Listing Rule 7.1.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalization of \$300 million or less. The Company is an eligible entity.

The Company is seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

**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.

## **Explanatory Statement**

The Explanatory Statement accompanying this Notice of Annual General Meeting is incorporated in and comprises part of this Notice of Annual 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 Annual 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 Annual 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.

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. However, where a Director or their associates (other than the Chairman) is appointed as a proxy, the proxy may only vote on Resolution 1, if the proxy is specifically instructed to do so. Accordingly, if you intend to appoint a Director or their associates (other than the Chairman) as your proxy, please ensure that you direct them how to vote in relation to Resolution 1.

In accordance with the Proxy Form, if you appoint the Chairman as your proxy you expressly authorise them how to vote in relation to Resolution 1 in accordance with the instructions on your Proxy Form.

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

## **“Snap-shot” time**

Pursuant to Regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth), the Company may specify a time, not more than 48 hours before the Annual General Meeting, at which a “snap-shot” of Shareholders will be taken for the purposes of determining shareholder entitlements to vote at the Annual General Meeting.

The Company’s Directors have determined that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 4.00pm WST on 10 November 2015.

## **Corporate Representative**

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Annual 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 Annual General Meeting. An appointment of corporate representative form is available if required.

**By Order of the Board of Directors**

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

**13 October 2014**

## **Explanatory Statement**

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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 Annual General Meeting. This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting.

### **1. Financial Statements and Reports**

Pursuant to the Corporations Act the financial report, Directors' Report and Auditor's Report of the Company for the year ended 30 June 2015 will be tabled at the Annual General Meeting. There is no requirement for a formal resolution on this item of business. Shareholders should consider these documents and raise any matters of interest when the item is addressed at the Annual General Meeting.

A copy of the Company's financial report, Directors' Report and Auditor's Report are available from the website [www.greatwesternexploration.com.au](http://www.greatwesternexploration.com.au) or on the ASX website on the Company's announcement page.

The Chairman will also provide Shareholders with a reasonable opportunity to ask the Company's Auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the independent audit report;
- the accounting policies adopted by the Company in relation to the preparation of accounts; and
- the independence of the Auditor in relation to the conduct of the audit.

Written questions may also be submitted to the Company's Auditor on the content of the Auditor's Report and the conduct of the audit. Such questions must be received by the Company Secretary at the Company's registered office no later than 5 business days before the Annual General Meeting.

### **2. RESOLUTION 1 : Adoption of Remuneration Report**

The Directors' Report for the year ended 30 June 2015 contains a Remuneration Report, which sets out the policy for the remuneration of the Directors and the executives of the Company.

The Remuneration Report, by way of summary:

- (a) explains the Company's remuneration policy and the process for determining the remuneration of its Directors and executive officers;
- (b) addresses the relationship between the Company's remuneration policy and the Company's performance; and
- (c) sets out remuneration details for each Director and each of the Company's executives and group executives named in the Remuneration Report for the financial year ended 30 June 2015.

Section 250R (2) of the Corporations Act requires companies to put a resolution to their members that the Remuneration Report be adopted. The vote on this Resolution is advisory only, however, and does not bind the Board or the Company. The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Annual General Meeting when reviewing the Company's remuneration policies.

The Chairman will give Shareholders a reasonable opportunity to ask questions about or to make comments on the Remuneration Report.

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution that a further meeting is held at which all of the Company's Directors who were directors when the resolution to make the directors report considered at the later annual general meeting was passed (other than the Managing Director) must go up for re-election (Spill Resolution).

If more than 50% of votes cast are in favour of the Spill Resolution, the Company must convene a shareholder meeting (Spill Meeting) within 90 days of the second annual general meeting.

All of the directors of the company who were directors of the Company when the resolution to make the directors' report considered at the second annual general meeting was passed, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

#### Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

Voting on Resolution 1 will be determined by a show of hands at the Annual General Meeting.

### **3. RESOLUTION 2: Re-election of Director**

In accordance with ASX Listing Rule 14.4 and pursuant to Clause 13.2 of the Constitution, at each annual general meeting, one-third of the Directors must retire from office. Each Director is entitled to offer himself for re-election as a Director at the Annual General Meeting, which coincides with his retirement. Pursuant to Clause 17.4 of the Constitution, the Managing Director is exempted by his or her office as Managing Director from the requirement to retire by rotation.

#### **Re-election of Mr. Craig Mathieson as a Director.**

#### **Background and Qualifications of Mr. Mathieson**

After completing a Bachelor of Business (Banking & Finance), Mr Mathieson spent 10 years in commercial banking, principally in commercial property finance. In 2001, he returned to the family business, DMS Glass as Managing Director until its sale to CSR Ltd in 2007. Mr Mathieson is currently CEO of the Mathieson Group; a large family group with diverse investments including property, business and rural interests.

#### **Directors' recommendation**

The Board excluding Mr. Mathieson recommends that Shareholders vote in favour of this Resolution. Mr. Mathieson declines to make a recommendation.

### **4. RESOLUTION 3: Approval to issue Shares pursuant to placement**

Resolution 3 seeks shareholder approval for the issue of up to 30,000,000 shares to fund the Company's local exploration programmes, as well as to strengthen the general working capital of the Company.

The Company seeks to have the flexibility to issue securities to allow this number of securities not to be included in the calculation under ASX 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 30,000,000 Shares.

ASX Listing Rule 7.3 sets out the matters which must be included in the notice of meeting convened to seek shareholder approval under ASX Listing Rule 7.1.



For the purposes of ASX Listing Rule 7.3, the following information is provided to Shareholders in relation to Resolution 3.

- (a) The maximum number of securities to be issued is 30,000,000 Shares.
- (b) The Shares will be issued no later than 3 months after the date of the Annual General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules).
- (c) The Shares will be issued at a price that is at least 80% of the average market price of Shares calculated over the last 5 days on which sales of the Shares were recorded before the day on which the issue is made, or, if there is a prospectus or offer information statement relating to the issue, over the last 5 days on which sales of Shares are recorded before the date of the prospectus or offer information statement.
- (d) The names of the proposed allottees are not known. The basis upon which the allottees will be identified or selected will be at the discretion of the Directors. The Shares will not be issued to Directors or other related parties of the Company.
- (e) The Shares issued will be fully paid ordinary shares in the Company and will rank equally with the Company's current issued Shares.
- (f) The Company intends to use the funds raised from the issue of the Shares to fund the Company's local exploration programmes, principally at Doolgunna and Cunyu, as well as to strengthen the general working capital of the Company.
- (g) The issue will occur progressively.
- (h) A voting exclusion statement is included in the Notice.

#### **Directors' recommendation**

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

#### **5. RESOLUTION 4: Approval for 10% Placement Facility**

ASX Listing Rule 7.1A enables an eligible entity to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the eligible entity's Annual General Meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity for the purposes of ASX Listing Rule 7.1A.

The effect of Resolution 4 will be to allow the Directors to issue the Equity Securities under ASX Listing Rule 7.1A during the period up to 12 months after the Meeting without subsequent Shareholder approval and without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

## 5.1 Summary of ASX Listing Rule 7.1A

### (a) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. At the date of this Notice, the Company has only one class of quoted Equity Securities, being its Shares.

### (b) Formula for calculating 10% Placement Facility

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an Annual General Meeting may issue or agree to issue, during the 12 month period after the date of the Annual General Meeting, a number of Equity Securities calculated in accordance with the following formula:

**(AxD) - E**

Where:

A is the number of shares on issue 12 months before the date of issue or agreement:

plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2;

plus the number of partly paid shares that became fully paid in the 12 months;

plus the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rules 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;

less the number of fully paid shares cancelled in the 12 months.

*Note that A is has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.*

D is 10%

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under ASX Listing Rules 7.1 or 7.4.

### (c) ASX Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under ASX Listing Rule 7.1A is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1. At the date of this Notice, the Company has a capacity to issue:

(i) 28,357,240 Shares under ASX Listing Rule 7.1; and

(ii) subject to Shareholders approving Resolution 4, 18,904,827 Shares under ASX Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to Section 5.1(b) above).

### (d) Minimum Issue Price

The issue price of Equity Securities issued under ASX Listing Rule 7.1A must be not less than 75% of the volume weighted average price of Equity Securities in the same class

calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in Section 5.1(d)(i) above, the date on which the Equity Securities are issued.

(e) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the Annual General Meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by ASX (**10% Placement Period**).

(f) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an Annual General Meeting.

## 5.2 Information required by ASX Listing Rule 7.3A

ASX Listing Rule 7.3A sets out a number of matters which must be included in a notice of meeting seeking an approval under ASX Listing Rule 7.1A. The following information is provided for the purposes of Listing Rule 7.3A:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the volume weighted average price for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:
  - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
  - (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph 5.2(a)(i) above, the date on which the Equity Securities are issued.
- (b) There is a risk of economic and voting dilution to existing Shareholders in approving the 10% Placement Facility, including the risk that:
  - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date Shareholders approve the 10% Placement Facility; and
  - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date, or issued for non-cash consideration for the acquisition of a new asset.

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

## Dilution Table

The table below shows the potential dilution of holders of Shares on the basis of three different assumed issue prices and numbers of Shares on issue:

Current share issue capacity	Dilution when compared with the current issued share capital	Issue of 10% of the enlarged share capital		
		\$0.005 per share (50% decrease in issue price)	\$0.01 per share (Issue price)	\$0.02 per share (100% increase in issue price)
189,048,226 Current issued share capital	10% issue	18,904,823 shares	18,904,823 shares	18,904,823 shares
	Funds raised	\$94,524	\$189,048	\$378,096
283,572,339 50% increase in issued share capital	10% issue	28,357,234 shares	28,357,234 shares	28,357,234 shares
	Funds raised	\$141,786	\$283,572	\$567,145
378,096,452 100% increase in issued share capital	10% issue	37,809,645 shares	37,809,645 shares	37,809,645 shares
	Funds raised	\$189,048	\$378,096	\$756,193

The dilution table has been prepared on the following assumptions:

- (i) The issue price is \$0.01 based on the closing price of shares on 12 October 2015.
  - (ii) The current issued share capital has been calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at 12 October 2015.
  - (iii) The Company issues the maximum number of equity securities available under the share issue mandate under ASX Listing Rule 7.1A.
  - (iv) No options are exercised or converted into Shares.
  - (v) The table shows only the effect of issues of the Company's equity securities under the 10% Placement Facility under ASX Listing Rule 7.1A, not under the Company's 15% placement capacity under ASX Listing Rule 7.1.
- (c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 4 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue the Equity Securities for the following purposes:
- (i) to raise funds, in which case the Company intends to use the funds raised on Company's current assets, general working capital, and towards any possible acquisition of new assets or investments (including expense associated with such acquisition).

- (ii) as non-cash consideration for the acquisition of new resources, assets and investments (including expenses associated with such acquisitions). In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

- (e) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of the Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
  - (i) the purpose of the issue;
  - (ii) alternative methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
  - (iii) the effect of the issue of the Equity Securities on the control of the Company;
  - (iv) the circumstances of the Company, including, but not limited to, the financial situation and solvency of the Company; and
  - (v) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company. Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new resources, assets or investments.

- (f) The Company has previously obtained Shareholder approval under rule 7.1A at its 2014 annual general meeting.

The total number of Equity Securities issued in the 12 months preceding the date of the Meeting is 33,647,760, representing 18.97% of the total number of Equity Securities on issue at the commencement of that 12 month period.

The details of all issues of Equity Securities by the Company during the 12 months preceding the date of the Meeting are set out in **Schedule 1** to this Explanatory Memorandum.

- (g) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

#### **Directors' recommendation**

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

## **Definitions**

Accounting Standards	has the meaning given to that term in the Corporations Act.
Annual General Meeting	means the meeting convened by this Notice.
Annual Report	means the annual report of the Company.
ASX	means ASX Limited or the Australian Securities Exchange operated by ASX Limited, as the context requires.
Auditor	means Bentleys Perth.
Auditor's Report	means the report completed by the Auditor included in the Annual Report.
Board	means the board of Directors.
Chairman	means the chairman of the Annual General Meeting.
Closely Related Party	has the meaning given to that term in the Corporations Act.
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 Security	has the meaning given in the Listing Rules.
Explanatory Statement	means this explanatory statement.
Key Management Personnel	has the meaning given to that term in the Accounting Standards.
Listing Rule	means the listing rules of the ASX.
Notice	means this notice of meeting.
Proxy Form	means the proxy form attached to this Notice.
Remuneration Report	means the remuneration report of the Company included in the Directors' Report section of the Company's Annual Report.
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.
Trading Day	means a day determined by ASX to be a trading day in accordance with the Listing Rules.
WST	means Australian Western Standard Time.

**SCHEDULE 1: INFORMATION REQUIRED BY LISTING RULE 7.1A.3**

	<b>Issue 1</b>	<b>Issue 2</b>	<b>Issue 3</b>
Date of issue:	2 March 2015	16 March 2015	8 June 2015
Number issued:	2,447,761	9,999,999	10,600,000
Class/Type of equity security:	Ordinary Shares	Ordinary Shares	Ordinary Shares
Summary of terms:	Pro-rata entitlement of 1 new share for 10 existing shares held by eligible shareholders on 4 December 2014 at an issue price of \$0.03 per new share.	Pro-rata entitlement of 1 new share for 10 existing shares held by eligible shareholders on 4 December 2014 at an issue price of \$0.03 per new share.	Placement of 10,600,000 ordinary fully paid shares, with a free attaching option exercisable at \$0.05 per share and expiring 30 June 2016.
Names of persons who received securities or basis on which those persons was determined:	Acquired by eligible shareholders who subscribed for rights issue.	Acquired by associates of Mr Craig Mathieson and Mr Kevin Somes, whom underwrote the offer.	Acquired by various unrelated investors whom were approached by the Directors.
Price:	\$0.03 per new share	\$0.03	\$0.01
Discount to market price (if any):	NA	NA	NA
<b><i>For cash issues</i></b>			
Total cash consideration received:	\$73,432	\$300,000	\$106,000
Amount of cash consideration spent:	\$73,432	\$300,000	\$106,000

	Issue 1	Issue 2	Issue 3
Use of cash consideration: <sup>[1]</sup>	Progress the company's projects at Cunyu and Doolgunna, for general working capital and paying cost of the Offer.	Progress the company's projects at Cunyu and Doolgunna, for general working capital and paying cost of the Offer.	Additional working capital.
Intended use for remaining amount of cash (if any):	NA	NA	NA

***For non-cash issues***

Non-cash consideration paid:	N/A	N/A	10,600,000 free attaching options
Current value of that non-cash consideration:	N/A	N/A	\$16,960*

\* *The value of options is measured using the Black & Scholes option pricing model. Measurement inputs include the Share price on the measurement date, the exercise price, the term of the Option, the impact of dilution, the expected volatility of the underlying Share (based on weighted average historic volatility adjusted for changes expected due to publicly available information), the expected dividend yield and the risk free interest rate for the term of the Option. No account is taken of any performance conditions included in the terms of the Option other than market based performance conditions (i.e. conditions linked to the price of Shares).*



GREAT WESTERN EXPLORATION LIMITED

ABN 53 123 631 470

FOR ALL ENQUIRIES CALL (08) 6489 0101

FACSIMILE (08) 6313 3997

ALL CORRESPONDENCE TO: P O Box 814, Subiaco East WA 6008

**YOUR VOTE IS IMPORTANT  
FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 12.00PM  
(WST), 10 NOVEMBER 2015.**

**TO VOTE BY COMPLETING THE PROXY FORM**

**STEP 1 Appointment of Proxy**

Indicate here who you want to appoint as your Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman 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 Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered security holder in the space.

**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.

**Appointment of a Second Proxy**

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

To appoint a second proxy you must:

- (a) 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.
- (b) return both forms together in the same envelope.

**STEP 2 Voting Directions to your Proxy**

You can tell your Proxy how to vote

To direct your proxy how to vote, place a mark in 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 voting rights are to be voted on any item by inserting the percentage or number of securities 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 your vote on that item will be invalid.

**STEP 3 Sign the Form**

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

**Individual:** This form is to be signed by the security holder.

**Joint Holding:** where the holding is in more than one name, all the security holders must 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 must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

**STEP 4 Lodgement of a Proxy**

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below at least 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

**BY MAIL - P O Box 8142, Subiaco East WA 6008**

**BY FAX - 08 6313 3997**

**IN PERSON - L2, 35 Outram Street, WEST PERTH WA 6005**

**Attending the Meeting** - If you wish to attend the meeting please bring this form with you to assist registration.

**Shareholder Details**

Name: .....

Address: .....

Contact Telephone No: .....

Contact Name (if different from above): .....

## STEP 1 - Appointment of Proxy

I/We being a member/s of Great Western Exploration Limited hereby appoint

☐

the Chairman of the Meeting (mark with an 'X')

OR

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Security holder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy at the **General Meeting** of Great Western Exploration Limited to be held at The Celtic Club, 48 Ord Street, West Perth WA on 12 November 2015 at 12.00 pm (**WST**) 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.

**Chairman authorised to exercise undirected proxies on remuneration related resolution.** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 connected directly or indirectly with the remuneration of a member of key management personnel, which includes **the Chairman**.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in Step 2 below.

**The Chairman of the Meeting intends to vote undirected proxies in favour of each resolution. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.**

Please read the voting instructions carefully.

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

## STEP 2 - Voting directions to your Proxy – please mark ☒ to indicate your directions

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval to issue Shares pursuant to placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 3 - Please sign here** -This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security holder 1

Sole Director & Sole Company Secretary

Security holder 2

Director

Security holder 3

Director/Company Secretary

Contact Name.....

Contact Daytime Telephone .....

Date / / 2015