

23 October 2015

Company Announcement Officer
Australian Securities Exchange

Dear Sir/Madam

Mailing of AGM Notice

I confirm that the attached Annual General Meeting Notice and Proxy were mailed to shareholders today.

Sincerely



Rozanna Lee
Company Secretary

INTRA ENERGY CORPORATION LIMITED

ABN 65 124 408 751

Notice of Annual General Meeting

This is an important document. Please read it carefully.

If you are unable to attend the Annual General Meeting, please complete the Proxy Form enclosed and return it in accordance with the instructions set out on that form.

The Annual General Meeting of the Company will be held at the offices of
Level 20 Australia Square, 264 George Street, Sydney NSW 2000
at 1 pm (Sydney time) on Tuesday, 24 November 2015.

Time and Place of Meeting and How to Vote

Venue

The Annual General Meeting of Shareholders of the Company will be held at:

Level 20, Australia Square 264 George Street Sydney NSW 2000	Commencing 1 pm (Sydney time) on Tuesday, 24 November 2015
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How to Vote

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

Voting in Person

To vote in person, attend the Meeting on the date and at the place set out above.

Voting by Proxy

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

- send the Proxy Form by facsimile to the Company's Share Registry, Link Market Services Limited on facsimile number + 61 2 9287 0309; or
- post to the Company's Share Registry, Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235; or
- deliver the Proxy Form to the Company's Share Registry, Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000; or
- online - www.linkmarketservices.com.au. Select 'Investor Login' and enter the holding details as shown on the Proxy Form. Select the 'Voting' tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.

so that it is received not later than 1 pm (Sydney time) on 22 November 2015.

Your Proxy Form is enclosed.

INTRA ENERGY CORPORATION LIMITED

ABN 65 124 408 751

NOTICE OF 2015 ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders will be held at 1 pm (Sydney time) on Tuesday, 24 November 2015 at Level 20 Australia Square, 264 George Street, Sydney NSW 2000.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form form part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 7 pm (Sydney time) on 20 November 2015.

AGENDA

CONSIDERATION OF REPORTS

To receive and consider the Financial Report together with the Directors' Report and the Independent Auditor's Report for the Company and its controlled entities for the year ending 30 June 2015.

RESOLUTIONS

1. Retirements by Rotation and Re-Election of Director – Mr Graeme Robertson

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

"That, Mr Graeme Robertson, who retires by way of rotation pursuant to clause 13.2 of the Company's Constitution and being eligible, is re-elected as a Director of the Company".

2. Remuneration Report

To consider and, if thought fit, to pass the following in accordance with section 250R(2) of the Corporations Act 2001 as a **non-binding resolution**:

"That the Directors' Remuneration Report for the financial year ended 30 June 2015 is adopted".

In accordance with section 250R(3) of the Corporations Act 2001 ("Corporations Act"), the vote on Resolution 2 will be advisory only. However, if more than 25% of the votes cast on this resolution are against the resolution, then the Board Spill Resolution set out in Resolution 3 will be put to Shareholders for their consideration and vote.

3. Board Spill Meeting Resolution (if required)

If less than 25% of the votes cast on Resolution 2 are voted against the adoption of the Remuneration Report, the Chairman will withdraw Resolution 3.

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

"That for the purposes of section 250V(1) of the Corporations Act and for all other purposes:

- (i) an extraordinary meeting of Shareholders (the "Spill Meeting") be held within 90 days of the passing of this resolution;*
- (ii) all the Company's Directors who were in office when the Directors' Resolution to have the Directors' Remuneration Report for the year ended 30 June 2015 considered at the Annual General Meeting was passed (being Jonathan Warrand, Graeme Robertson, David Mason and William Paterson) and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*
- (iii) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote of Shareholders at the Spill Meeting."*

4. Election of Director – Mr Mark McAndrew

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

"That Mr Mark McAndrew, appointed to the Board of Directors on 7 October 2015, who will retire at the close of the meeting in accordance with Article 13.4 of the Company's Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for re-election, be re-elected as a Director of the Company."

5. Approval of the Issue of Equity Securities for the purpose of ASX Listing Rule 7.1A

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

"That for the purposes of Listing Rule 7.1A and for all other purposes, the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the prescribed formula in Listing Rule 7.1A, be approved on the terms set out in the Explanatory Statement."

6. Approval of the Increase in Fees Payable to Non-Executive Directors

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

"That for the purposes of ASX Listing Rule 10.17, clause 13.8 of the Company's Constitution and for all other purposes, to increase the total aggregate fixed sum per annum to be paid to non-executive Directors from \$300,000 to \$500,000."

7. Approval of the Issue of Shares to Intrasia Capital Pte Ltd

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue of a total of 5,205,305 Shares to Intrasia Capital Pte Ltd on the terms set out in the Explanatory Statement be approved".

8. Appointment of Auditor

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

"That pursuant to section 327B(1) of the Corporations Act Hall Chadwick be appointed as auditor the Company and the Directors be authorised to fix the remuneration of the auditor".

VOTING EXCLUSION STATEMENT

The following voting exclusion statement applies to the Resolutions under the Listing Rules or, where applicable, the provisions of the Corporations Act, to the following persons ("**Excluded Persons**"). The Company will disregard any votes on the following Resolutions cast by the following Excluded Persons and Associates of those persons:

Resolution No.	Title	Excluded Persons
2	Adoption of Remuneration Report	A member of the Key Management Personnel ("KMP"), or a Closely Related Party of the KMP, whose remuneration details are included in the Remuneration Report for the year ended 30 June 2015.
3	Spill Resolution (if required)	A member of the Key Management Personnel ("KMP"), or a Closely Related Party of the KMP, whose remuneration details are included in the Remuneration Report for the year ended 30 June 2015.
5	Approval of Issue of Equity Securities for the purpose of ASX Listing Rule 7.1A	A person (and any associates of such person) who may participate in the 10% Placement Capacity and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed.
6	Approval of Increase in Fees Payable to Non-Executive Directors	A Director and any Associate of that person.
7	Approval of the issue of Shares to Intrasia Capital Pte	Intrasia Capital Pte Ltd and any of its Associates.

However, the Company will not disregard a vote in relation to Resolutions 2, 3 (if required) and 6 if it is cast by:

1. a person as a proxy for a person who is entitled to vote, in accordance with directions on the proxy form; or
2. the Chairman of the meeting as a proxy for a person who is entitled to vote in accordance with directions on the proxy form to vote as the proxy decides.

A vote may be cast on Resolution 2, 3 (if required) and 6 by a KMP or a Closely Related Party of a KMP if:

1. the KMP is acting as proxy and the Proxy Form specifies how the proxy is to vote, and the vote is not cast on behalf of a person who is otherwise excluded from voting on these Resolutions as described above; or
2. the KMP is the Chairman voting an undirected proxy which expressly authorises the Chairman to vote the proxy on a resolution connected with the remuneration of a member of the KMP.

The Company is not required to disregard any votes cast, including by a member of the KMP (including each of the directors and executives named in the Company's Remuneration Report) or that KMP's closely related party on the resolutions to re-elect Directors at the Spill Meeting.

CHAIRMAN'S UNDIRECTED PROXIES

The Chairman of the meeting intends to vote available undirected proxies **in favour** of Resolutions 1, 2, 4, 5, 6, 7 and 8. Any undirected proxies held by the Chairman of the meeting will be voted **against** Resolution 3 (Spill Resolution). Accordingly, if you appoint the Chairman of the meeting as your proxy, you should direct the Chairman how to vote on Resolutions 1, 2, 4, 5, 6, 7 and 8 unless you wish for your shares to be voted in favour of those resolutions. Similarly, if you appoint the Chairman of the meeting as your proxy, you should direct the Chairman how to vote on Resolution 3 unless you wish your shares to be voted against that resolution.

VOTING BY PROXY

The Corporations Act now places certain restrictions on the ability of KMP and their Closely Related Parties to vote on resolutions connected directly or indirectly with the remuneration of the Company's KMP.

For those reasons, Shareholders who intend to vote by proxy should carefully consider the identity of their proxy and consider appointing someone other than one of the Company's KMP, as such proxies may not be able to vote undirected proxies.

If you appoint the Chairman as your proxy by marking the box in **STEP 1** on the Proxy Form then you are providing express authorisation for the Chairman to vote on Resolutions 2, 3 and 6 in accordance with his intentions as set out in this Notice and the Proxy Form (except where you have indicated a different voting intention by marking the voting boxes in **STEP 2** on the Proxy Form).

This express authorisation acknowledges that the Chairman may exercise your proxy to vote in favour of Resolution 2 (Remuneration Report) and Resolution 6 (Non-Executive Director Remuneration) and against Resolution 3 (Spill Meeting) even though the resolutions are connected directly or indirectly with the remuneration of a member of KMP.

Votes cast by the Chairman on Resolutions 2, 3 and 6 other than as authorised proxy holder will be disregarded because of his interest in the outcome of the Resolutions.

The Chairman intends to vote available proxies **in favour** of Resolutions 1, 2, 4, 5, 6, 7 and 8 and **against** Resolution 3 (if a vote is required for Resolution 3).

If you do not mark the box at **STEP 1** on the Proxy Form and you do not direct the Chairman how to vote on Resolutions 2, 3 and 6 at **STEP 2**, the Chairman will not cast any votes in respect of this Resolution that rise from undirected proxies.

Dated this 23rd Day of October 2015

By Order of the Board



Graeme Robertson
Chairman

Statement: In accordance with Regulation 7.11.37 of the Corporations Regulations 2001, the Directors have set a snapshot date to determine the identity of those entitled to attend and vote at the Meeting. The snapshot date is 7 pm (Sydney Time) on 20 November 2015.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 1 pm (Sydney time) on Tuesday, 24 November 2015 at Level 20 Australia Square, 264 George Street, Sydney NSW 2000.

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

Consideration of Reports

The Corporations Act requires the Company to place its Financial Report, Directors' Report and Auditor's Report for the last financial year before the Annual General Meeting. No resolution is required for this item, but Shareholders will be given a reasonable opportunity to ask questions and to make comments on the reports and the management and performance of the Company.

The Company's Auditor will also be present at the meeting and Shareholders will be given a reasonable opportunity to ask the Auditor questions about the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company and the independence of the Auditor.

The Company's 2015 Annual Report has previously been sent where requested to Shareholders and is available on the Company's website at www.intraenergycorp.com.au.

Resolution 1 - Re-election of Director – Mr Graeme Robertson

Pursuant to Listing Rule 14.4 and clause 13.2 of the Company's Constitution, one-third of the Directors of the Company (rounded up to the nearest whole number) must retire each year, excluding the Managing Director. A retiring Director may then be eligible for re-election. Mr Robertson retires by rotation and being eligible, seeks re-election to the Board.

Details of Mr Robertson's qualifications and experience are contained in the Company's 2015 Annual Report.

➤ Directors' Recommendation

The Directors (with Mr Robertson abstaining) are strongly supportive of the re-appointment and recommend that Shareholders vote in favour of Resolution 1.

Resolution 2 – Adoption of Remuneration Report

The Corporations Act requires that at a listed Company's Annual General Meeting, a resolution that the Directors' Remuneration Report be adopted must be put to the Shareholders.

The Directors' Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company ("KMP"). The Remuneration Report is part of the Directors' Report contained in the Annual Report of the Company for the financial year ending 30 June 2015.

A reasonable opportunity will be provided for discussion of the Directors' Remuneration Report at the Meeting.

Voting consequences

In accordance with section 250R of the Corporations Act, the vote of Resolution 2 is advisory only and does not bind the Directors or the Company. However, at the Company's 2014 Annual General Meeting more than 25% of the votes were cast against the adoption of the 2014 Remuneration Report. If at the 2015 Annual General Meeting 25% or more of votes cast are against the adoption of the Remuneration Report, Shareholders are required to vote on Resolution 3 ("Spill Resolution") on whether a further general meeting of the Company ("Spill Meeting") will be convened at which all of the Company's Directors must stand for re-election should they wish to continue as Directors.

If more than 50% of votes cast are in favour the Spill Resolution, the Company must convene a Spill Meeting within 90 days after the Spill Resolution was passed.

If the Spill Resolution is passed, all of the Directors of the Company who were in office when the Directors' Report was approved will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as Directors of the Company is approved will be the Directors of the Company.

As set out in the Explanatory Statement in relation to Resolution 3 below, if at the 2015 Annual General Meeting 25% or more of votes cast are against Resolution 2, Shareholders will be required to vote on Resolution 3.

Why should Shareholders vote in favour of the Remuneration Report?

The Board has noted and considered the no vote received against the 2014 Remuneration Report. After consideration of the feedback received from shareholders and stakeholders, the Board believes that the Company's remuneration strategies should not only deliver sustainable value for its shareholders, but should reflect the challenging global conditions currently facing the Company. In particular, the Board recognizes the need for clarity with respect to the Employee Incentive Schemes and the need to communicate the policy reasons behind its remuneration practices to Shareholders.

The Board notes that the Company suspended the employee incentive scheme from the 2014 financial year and will only revisit the adoption of the employee incentive scheme upon the Company either achieving a share price materially higher than the current trading price and/or IEC achieving sustainable earnings.

The voting exclusion statement for this resolution is set out on page 4 of this Notice of Meeting.

➤ ***Directors' Recommendation***

The Remuneration Report forms part of the Directors' Report which has unanimously been adopted by resolution of the Board. The Directors recommend that Shareholders vote **in favour** of adopting the Remuneration Report.

Resolution 3 – Board Spill Resolution

Resolution 3 is the Spill Resolution. Please refer to the Explanatory Statement for Resolution 2 for further information on the Spill Resolution.

If less than 25% of the votes cast on Resolution 2 are voted against the adoption of the Remuneration Report, the Spill Resolution is not required and the Chairman will withdraw Resolution 3.

Spill Meeting

If the Spill Resolution (which is an ordinary resolution) is passed the Company must hold the Spill Meeting within 90 days after the Spill Resolution was passed. The Company intends to hold the Spill Meeting (if required) immediately following the closing of the Annual General Meeting. A Notice of Extraordinary General Meeting for the Spill Meeting has been sent to Shareholders at the same time as the Notice of Annual General Meeting. The Notice of Extraordinary General Meeting contains resolutions for the re-election of the Company's Directors and resolutions for the elections of those persons (if any) who have nominated for election to the office of director in accordance with the Company's Constitution.

Section 250V of the Corporations Act, which sets out the statutory requirements of a Spill Meeting resolution, applies to all of the Directors in office when the Board resolution to approve the Directors' Report was passed. Consequently, if a Spill Meeting is held, the following Directors will cease to hold office immediately before the end of the Spill Meeting unless they are willing to stand for re-election and are re-elected at that meeting:

- Mr Jonathan Warrand
- Mr David Mason
- Mr Graeme Robertson

Even if Mr Robertson is re-elected at this year's Annual General Meeting pursuant to Resolution 1, Mr Robertson will still need to be re-elected at the Spill Meeting to remain in office after the Spill Meeting.

The Directors appointed at the Spill Meeting will commence to hold office at the end of the Spill Meeting.

The voting exclusion statement for this resolution is set out on page 4 of this Notice of Meeting.

➤ ***Directors' Recommendation***

If Resolution 3 is put to the Meeting, the Directors unanimously recommend that Shareholders vote **against** Resolution 3 on the basis that it would be extremely disruptive to the Company and in the Board's view, it would be inappropriate to remove these Directors in the circumstances. However, the Board recognises that Shareholders can remove a director by a majority Shareholder vote at any time and for any reason.

Resolution 4 – Election of Director – Mr Mark McAndrew

Mr Mark McAndrew was appointed to the Board as an additional Director on 7 October 2015. In accordance with Article 13(4) of the Constitution and Listing Rule 14.4, Mr McAndrew only holds office until the next annual general meeting of the Company and is then eligible for re-election. Mr McAndrew seeks re-election to the Board.

Resolution 4 seeks Shareholder approval for the re-election of Mr McAndrew as a Director of the Company.

Mr McAndrew is a Mining Engineer with over 38 years of experience in delivering strategic results in mining operations across the globe. He has held numerous senior management positions in the mining industry prior to establishing Optimine Pty Ltd, which has operated successfully since 1996. Optimine assists companies to target profitability in new and existing mining enterprises through the introduction of the most appropriate and innovative mining practices with an emphasis on maximising efficiency from concept to production.

Mr McAndrew has extensive technical, operational and managerial experience in mining enterprises throughout Australia and offshore in Indonesia, Venezuela, New Caledonia, New Zealand and Tanzania, working in both contract and owner managed projects and operations. Mr McAndrew brings to the IEC Board valuable experience establishing new mines and targeting existing mines with efficiency standards that match world's best practice. He has achieved this across all areas from mine planning to production, maintenance, commercial, administration and management, resulting in more efficient and cost effective operations.

➤ Directors' Recommendation

The Directors (other than Mr McAndrew who abstains given his personal interest in the Resolution) recommend that Shareholders vote **in favour** of the election of Mr McAndrew.

Resolution 5 – Approval of the Issue of Equity Securities for the purpose of ASX Listing Rule 7.1A

Resolution 5 seeks Shareholder approval by way of special resolution for the Company to have the ability to issue Equity Securities pursuant to the 10% Placement Capacity available under ASX Listing Rule 7.1A.

Overview

Listing Rule 7.1A allows mid to small cap listed entities to seek Shareholder approval to issue Equity Securities equivalent to an additional 10% of the number of ordinary securities on issue by way of placements over a 12 month period (**10% Placement Capacity**). This is in addition to the 15% permitted under listing rule 7.1.

An eligible entity for the purposes of 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 at the time of the Annual General Meeting. The Company is currently an eligible entity for the purpose of Listing Rule 7.1A. The Board expects that the Company will be an eligible entity as at the date of the Annual General Meeting. However if the Company is not eligible, Resolution 4 will be withdrawn.

Shareholder Approval

The ability to issue Equity Securities under Listing Rule 7.1A is subject to Shareholder approval by way of special resolution at Annual General Meeting. Approval cannot be sought at any other Shareholder's meeting and Equity Securities issued under the approval (if obtained) must be issued within 12 months after the date of the Annual General Meeting.

No Equity Securities can be issued under Listing Rule 7.1A before the special resolution is passed. The issue of securities under this rule cannot be subsequently approved by security holders and then be treated as if the issue had received prior approval.

Equity Securities

Any Equity Securities issued by the Company under the 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the Company.

As at the date of the Notice the Company has only one class of Equity Securities on issue being Shares.

Formula for calculating the 10% Placement Capacity

The Company may issue Equity Securities during the 12 month period after the date of approval calculated in accordance with the following formula as contained in ASX Listing Rule 7.1A.2:

$$(A \times D) - E$$

A is the number of fully paid ordinary Shares on issue 12 months before the date of issue or agreement to issue:

- plus the number of fully ordinary Shares issued in the 12 months under an exception in Listing Rule 7.2;

- plus the number of partly paid ordinary Shares that became fully paid in the 12 months;
- plus the number of fully paid ordinary Shares issued in the 12 months with approval of Shareholders under Listing Rule 7.1 or 7.4;
- less the number of fully paid ordinary Shares cancelled in the 12 months.

D is 10%

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

Additional Disclosure

For the purpose of Listing Rule 7.3A, the following information is provided in relation to the approval of the 10% Placement Capacity:

▪ Minimum issue price

The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days immediately before:

- the date on which the Equity Securities are to be issued; or
- the date on which the price of the Equity Securities is agreed, provided that the issue is then completed within 5 Business Days.

▪ Risk of dilution

If the Company issues Equity Securities under the 10% Placement Capacity, there is a risk that the economic and voting power of existing Shareholders will be diluted.

There is also a risk that:

- the market price for the Company's Equity Securities may be significantly lower on the issue date than the date of approval at the Annual General Meeting; and
- the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the issue date.

The below table shows the risk of dilution to existing Shareholders if the Company issues Equity Securities under the 10% Placement Capacity on the basis of:

- the current market price of Shares and the current number of Shares calculated in accordance with Listing Rule 7.1A(2) variable "A";
- a 50% decrease in the current market price of Shares and a 50% increase in the current number of Shares calculated in accordance with Listing Rule 7.1A(2) variable "A"; and
- a 100% increase in the current market price of Shares and a 100% increase in the current number of Shares calculated in accordance with Listing Rule 7.1A(2) variable "A".

Variable "A" in Listing Rule 7.1A.2		Dilution / Effect		
		\$0.0075 50% decrease in Issue Price	\$0.015 Issue Price	\$0.03 100% increase in Issue Price
Current Variable A 35,126,983 Shares	10% Voting Dilution	35,126,983	35,126,983	35,126,983
	Funds Raised	\$263,452	\$526,905	\$1,053,809
50% increase in current Variable A 52,690,309 Shares	10% Voting Dilution	52,690,309	52,690,309	52,690,309
	Funds Raised	\$395,177	\$790,355	\$1,580,709
100% increase in current Variable A 70,253,745 Shares	10% Voting Dilution	70,253,745	70,253,745	70,253,745
	Funds Raised	\$526,903	\$1,053,806	\$2,107,612

The table has been prepared on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Placement Capacity.
- The table does not show any examples of the dilution that may be caused to a specific Shareholder based on that Shareholder's holding at the date of the Annual General Meeting.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.
- The table only shows the effect of issues under Listing Rule 7.1A and does not consider the effect of any issues under the 15% placement capacity under Listing Rule 7.1 during the 12 month period or any other issues.
- The Issue Price of the Shares is \$0.015, being the closing price of the Shares on ASX on 9 October 2015.

▪ **Final issue date**

The final date that the Company can issue Equity Securities under the 10% Placement Capacity is 12 months from the date of the Annual General Meeting, being 24 November 2016.

The approval under Resolution 5 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 11.2 (disposal of main undertaking).

▪ **Purpose of the issue**

The Company may seek to issue the Equity Securities for the following purposes:

- cash consideration to be applied to the acquisition of new assets or investments, expenditure associated with the Company's power generation and coal production operations ; or
- non-cash consideration for the acquisition of new resources, assets or investments.

If the Equity Securities are issued for non-cash consideration, the Company will release to the market a valuation of the non-cash consideration which demonstrates that the issue price of the securities complies with Listing Rule 7.1A.3.

▪ **Allocation policy**

The Company's allocation policy for the issue of Equity Securities pursuant to the 10% Placement Capacity is largely dependent on the prevailing market conditions and the circumstances of the Company at the time of any proposed issue. The time frame over the 12 month period which the Company expects to make placements under the Resolution 5 approval therefore cannot yet be accurately determined.

As at the date of the Notice the Company has not formed an intention to issue securities under a placement pursuant to Listing Rule 7.1A to any particular party. The Company may approach existing Shareholders, a class or group of existing Shareholders, or new investors who have not previously been Shareholders to participate in a placement of Equity Securities.

When determining to issue the 10% Placement Capacity securities the Company will have regard to a range of factors including but not limited to:

- the effect of the issue of Equity Securities on the control of the Company;
- the financial circumstances of the Company;
- whether the raising of funds could be carried out by means of a pro-rata entitlements offer or other similar issue to allow existing Shareholders to participate ;
- advice from the Company's corporate, financial and professional advisors;
- whether a placement of Equity Securities to a vendor(s) as non-cash consideration for the acquisition of new resources, assets or investments is the best alternative for the Company.

▪ **Previous approval**

For the purposes of Listing Rule 7.3A.6 the following information is provided.

The Company obtained Shareholder approval for the 10% Placement Capacity at its 2014 Annual General Meeting.

During the 12 months prior to the date of this Notice, the Company issued 48,414,132 Equity Securities representing 15.31% of the total number of Equity Securities on issue 12 months ago. None of the Equity Securities were issued under the Additional Placement Capacity. The details of the Equity Securities issued are as follows:

Number of Equity Securities Issued	Class of Equity Securities Issued	Name of Person to Whom Equity Securities were Issued to	Issue Price	Cash Consideration	Discount
24,074,074 ¹	Ordinary Shares ¹	Directors and their related parties ¹	\$0.027	\$650,000	Nil
9,629,628 ¹	Unlisted Options ¹	Directors and their related parties ¹	Nil	Nil	Nil
1,295,698 ³	Ordinary Shares ²	Executive Directors and Heads of Business of Intra Energy	Nil	Nil	Nil
7,796,250 ⁴	Ordinary Shares ⁴	Various shareholders and Related Parties	\$0.027	\$210,499	Nil
3,118,482 ⁴	Unlisted Options ⁴	Various shareholders and Related Parties	Nil	Nil	Nil
2,500,000 ⁵	Unlisted Options ⁵	Chief Executive Officer remuneration	Nil	Nil	Nil
Total: 48,414,132				Total: \$860,499	

¹ Following the 2014 AGM and pursuant to a Share Subscription Agreement signed on or around 14 August 2014, Directors and their Related Parties subscribed for 24,074,074 shares (“**Subscription Shares**”) and 9,629,628 options (“**Subscription Options**”) at an issue price of \$0.027 per Subscription Share to raise a total of \$650,000 before costs. The Subscription Shares rank equally in all respects with all existing ordinary Shares in the Company. The Subscription Options were unlisted and issued for nil consideration on the basis of two Subscription Options for every five Subscription Shares, exercisable at any time prior to 31 August 2015 at an exercise price of \$0.05 (5c) per Subscription Option. Each Subscription Option was convertible to one Share upon exercise. All Subscription Options lapsed on 31 August 2015.

² Vesting of Performance Rights in January 2015 which were issued in January 2014 for no consideration to Executive Directors and Senior Management of the Company in lieu of a reduction of base salary over a six-month period 1 January – 30 June 2014.

³ Ordinary Shares are fully paid ordinary shares in the capital of the Company with full entitlements to participate in dividends and to vote in meetings.

⁴ During November and December 2014, the Company issued 7,796,250 fully paid ordinary Shares to Shareholders and Related Parties under a Share Purchase Plan at a price of \$0.027 (2.7c) per ordinary Share to raise \$210,499, before transaction costs. Each Shareholder participating in the Share Purchase Plan (announced September 2014) received two unlisted options for nil consideration for every five shares issued (“**Options**”). The Options were exercisable at any time prior to 31 August 2015 at an exercise price of \$0.05 (5c) per Option. Each option is convertible to one Share upon exercise. All Subscription Options lapsed on 31 August 2015.

⁵ On 9 October 2015, the Company issued 2,500,000 Unlisted Options to the Chief Executive Officer as a one off issue as part of his remuneration contract. The Unlisted Options are exercisable at any time prior to 30 June 2016 at an exercise price of \$0.02 (2c) per Option. Each option is convertible to one Share upon exercise.

Voting exclusion statement

A voting exclusion statement is set out on page 4 of this Notice.

As at the date of this Notice, the Company does not yet know, nor has it formed an intention in relation to how it will decide, which parties it may approach to participate in any issue that may ultimately be made. Therefore, no Shareholders will be excluded from voting on Resolution 5 as no Shareholder has an interest in the outcome of the Resolution that is potentially different from that of any other Shareholder.

➤ Directors’ Recommendation

The Directors unanimously recommend that Shareholders vote **in favour** of the 10% Placement Capacity.

Resolution 6 – Approval of the Increase in Fees Payable to Non-Executive Directors

Pursuant to clause 13.7 and subject to clause 13.8 of the Company’s Constitution, the total aggregate fixed sum per annum to be paid to the non-executive Directors from time to time will not exceed the sum determined by the Shareholders in General Meeting. Clause 13.8 provides that the total aggregate fixed sum per annum to be paid to

non-executive Directors in accordance with clause 13.7 shall initially be \$300,000 and may be varied by ordinary resolution of the Shareholders in General Meeting.

The Company notes that the number of non-executive Directors in the Company increased during the year ended 30 June 2015 from one non-executive Director out of a total of four Directors on the Board to four non-executive Directors, being the whole Board. The Board currently comprises three non-executive Directors and one executive Director. For the purpose of clause 13.8 of the Company's Constitution and ASX Listing Rule 10.17, the Company seeks to increase the total aggregate fixed sum per annum to be paid to non-executive Directors by \$200,000 (from \$300,000) to \$500,000 in order to allow payment of fees to the non-executive Directors for their services to the Company to allow for any increases in the number of non-executive Directors on the Board.

Pursuant to Listing Rule 10.17, details of securities issued to non-executive Directors under Listing Rules 10.11 or 10.14 with the approval of Shareholders at any time within the preceding 3 years are as follows:

Number of Equity Securities Issued to Non-Executive Directors with approval of Shareholders	Class of Equity Securities Issued	Date of Approval
24,074,074	Ordinary Shares ¹	29 October 2014 (AGM)
9,629,628	Unlisted Options ¹	29 October 2014 (AGM)
3,703,704	Ordinary Shares ²	29 October 2014 (AGM)
1,471,482	Unlisted Options ²	29 October 2014 (AGM)
125,919	Unlisted Options ³	29 October 2014 (AGM)
2,421,849	Performance Rights ⁴	31 October 2012 (AGM)
3,666,666	Performance Rights ⁵	31 October 2012 (AGM)
2,100,000	Ordinary Shares ⁶	29 November 2011 (AGM)
Total:	41,892,217	

¹ Following the 2014 AGM and pursuant to a Share Subscription Agreement signed on or around 14 August 2014, Directors and their Related Parties subscribed for 24,074,074 shares ("**Subscription Shares**") and 9,629,628 options ("**Subscription Options**") at an issue price of \$0.027 per Subscription Share to raise a total of \$650,000 before costs. The Subscription Shares rank equally in all respects with all existing ordinary Shares in the Company. The Subscription Options were unlisted and issued for nil consideration on the basis of two Subscription Options for every five Subscription Shares, exercisable at any time prior to 31 August 2015 at an exercise price of \$0.05 (5c) per Subscription Option. All Subscription Options lapsed on 31 August 2015.

² On 29 September 2014, the Company announced its proposal to undertake a Share Purchase Plan (**SPP**) pursuant to which eligible Shareholders could subscribe for up to \$500 worth of ordinary Shares at an issue price of \$0.027 per Share to raise up to \$0.5 million. The Company also offered eligible Shareholders two unlisted Options for every five Shares subscribed for under the SPP. Each Option was convertible to one ordinary Share in IEC at an exercise price of \$0.05 per Option. The Company entered into an underwriting agreement with Cobblyn ("**Related Party Underwriter**") to partially underwrite the offer under the SPP. Cobblyn is a Closely Related Party of the Company and accordingly the proposed issue of Shortfall Shares and Shortfall Options to it was subject to Shareholder approval.

³ Under ASX Listing Rule 10.11, entities are required to obtain the prior approval of security holders for an issue of equity securities to Related Parties. This rule is directed at preventing Related Parties from obtaining securities on advantageous terms and increasing their holding proportionate to the holdings of other security holders, without the prior consent of the ordinary security holders. A number of exceptions from the requirement for prior security holder approval are permitted under ASX Listing Rule 10.12, including where securities are issued under a securities purchase plan.

ASIC Class Order 09/425 ("**Class Order**") contemplates the issue of shares under a share purchase plan. Exception 8 of ASX Listing Rule 10.12 exempts Related Party participation in share purchase plans from the requirement for prior ordinary security holder approval without the issue of a disclosure document, in accordance with the relief granted by ASIC in the Class Order. The exception allows this as it is a type of issue that offers participation to all existing security holders in a way that while not prorate, is made on equal terms and is considered to be fair to them.

The Class Order does not apply to the Option Offer and the Company is therefore making the offer pursuant to an Offer Information Statement. Exception 8 of ASX Listing Rule 10.12 (permitting Related Party participation in the share purchase plan offer without prior shareholder approval) therefore does not apply to the Option Offer. The Company therefore obtained Shareholder approval for the issue of options to the Related Parties

⁴For the purpose of ASX Listing Rule 10.14, shareholder approval was obtained for the granting of the following Performance Rights under the Plan on 6 August 2012:

- 1,030,574 Performance Rights to Mr. Robertson;
- 721,402 Performance Rights to Mr. Warrand; and
- 669,873 Performance Rights to Mr. Mason.

These Performance Rights lapsed on 16 September 2014.

⁵For the purpose of ASX Listing Rule 10.14, shareholder approval was obtained for the grant of the following Performance Rights under the Plan:

- 1,666,666 Performance Rights to Mr. Robertson;
- 916,666 Performance Rights to Mr. Warrand; and
- 1,083,333 Performance Rights to Mr. Mason

These Performance Rights lapsed on 21 September 2015.

⁶Approval was given by shareholders for the issue of 2,100,000 fully paid ordinary shares (**Shares**) to certain Directors of the Company at the 2011 AGM.

Voting exclusion statement

A voting exclusion statement is set out on page 4 of this Notice.

➤ Directors' Recommendation

As the non-executive Directors have a personal interest in Resolution 6, the Directors make no recommendation as to how Shareholders should vote on this Resolution.

Resolution 7 – Approval of the Issue of Shares to Intrasia Capital Pte Ltd

Intrasia Capital Pte Ltd, a company incorporated in Singapore and wholly owned by IEC Director Graeme Robertson, has paid for various items of expenditure on IEC's behalf over the past 12 months, predominantly consisting of travel and associated costs for Mr Robertson to attend offices and mine sites in Eastern Africa and professional conferences relevant to IEC's business.

Intrasia Capital Pte Ltd paid invoices on behalf of IEC as Mr Robertson's office in Singapore made the travel and conference attendance bookings directly on Mr Robertson's behalf. The total of the invoices up to 30 September 2015 is \$78,079.58 and is treated as an unsecured, interest-free loan from Intrasia Capital Pte Ltd to IEC.

ASX Listing Rule 10.11

In accordance with ASX Listing Rule 10.11, IEC cannot issue Shares to Related Parties without Shareholder approval. Intrasia Capital Pte Ltd is a Related Party of IEC as it is a company that is Controlled by IEC Director Graeme Robertson. Approval of the issue of 5,205,305 Shares to Intrasia Capital Pte Ltd is therefore being sought for the purpose of ASX Listing Rule 10.11.

The following information is provided in accordance with ASX Listing Rules 10.11 and 10.13:

The name of the person to receive the securities	Intrasia Capital Pte Ltd, a company wholly owned by IEC Director Graeme Robertson
The maximum number of securities to be issued	5,205,305, being the quantum of the Loan at 30 September 2015 divided by the closing price for IEC Shares on ASX on 9 October 2015
The date that IEC will issue the securities	Subject to Shareholder approval being obtained for Resolution 7, IEC will issue the Shares to Intrasia Capital Pte Ltd within 1 month of the date of the 2015 AGM.
A statement about the relationship between Intrasia	Intrasia Capital Pte is a Singapore incorporated

Capital Pte and Graeme Robertson	company that is wholly owned and Controlled by IEC Director Graeme Robertson
The issue price of the securities and the terms of the issue	<p>The issue price of the Shares is \$0.015, being the closing price of IEC Shares on ASX on 9 October 2015.</p> <p>The Shares will be fully paid ordinary Shares in the issued capital of the Company issued on the same terms and conditions as the Company's existing Shares.</p> <p>The Shares will subject to a twelve month voluntary escrow period during which Intrasia Capital Pte Ltd will be restricted from trading these Shares.</p>
Voting Exclusion Statement	A voting exclusion statement for Resolution 7 forms part of this Notice – please see page 4.
The intended use of funds raised	Funds raised from the issue of the Shares to Intrasia will be used in full and final satisfaction of the balance of the Loan at 30 September 2015.

Shareholder approval for Resolution 7 is being sought for the purpose of ASX Listing Rule 10.11. Therefore Shareholder approval for Resolution 7 is not required for the purpose of ASX Listing Rule 7.1.

No Chapter 2E approval

Under section 228 of the *Corporations Act* an entity is a Related Party of a public company in a variety of circumstances, including where:

- (a) it controls the public company;
- (b) it is controlled by a director of the Company; or
- (c) it is controlled by a parent of a director of the public company.

Intrasia Capital Pte Ltd is a Related Party of the Company as it is Controlled by IEC Director Graeme Robertson. Under section 208 of the *Corporations Act*, the Company is prohibited from giving a Related Party a 'financial benefit' without obtaining the prior approval of the Company's Shareholders unless one of the exceptions to this prohibition set out in the *Corporations Act* applies.

The issue of Shares to Intrasia Capital Pte Ltd constitutes the giving of a financial benefit. Section 210 of the *Corporations Act* provides that Shareholder approval is not needed to give a financial benefit to a Related Party that would be reasonable in the circumstances if the Company and the Related Party were dealing at arms-length, or on terms that are less favourable to the Related Party to these terms ("**Arms-Length Exception**").

The Directors (other than Graeme Robertson and Jonathan Warrand who abstain from providing a recommendation as Graeme Robertson has a material personal interest in the outcome and Jonathan Warrand is a director of Intrasia Capital Pty Ltd, a majority owned subsidiary of Intrasia Capital Pte Ltd) are **in favour** of the issue of the Shares to Intrasia Capital Pte Ltd and consider that the issue of the Shares to Intrasia Capital Pte Ltd falls within the Arms-Length Exception as the number of Shares to be issued to Intrasia Capital Pte Ltd has been calculated based on the quantum of the Loan and the issue price has been determined based on the market price for IEC Shares, being the closing price of the Shares on 9 October 2015. As such, Shareholder approval for the issue of the Shares to Intrasia Capital Pte Ltd is not required for the purpose of Chapter 2E of the *Corporations Act*.

➤ Directors' Recommendation

The Directors, other than Graeme Robertson and Jonathan Warrand who abstain from providing a recommendation, are **in favour** of the issue of the Shares to Intrasia Capital Pte Ltd.

Resolution 8 – Appointment of Auditor

The Company's current auditor KPMG was appointed as auditor by the shareholders at the 2011 AGM. Following a review process of major accounting firms with the capabilities of undertaking the company's audit, the Board concluded that it was appropriate to recommend the appointment of Hall Chadwick, a registered auditor.

Subject to approval by shareholders, the appointment of Hall Chadwick at the AGM will be effective for the 2015/2016 financial year. KPMG remained responsible for the completion of the audit for the 2014/2015 financial

year. If Hall Chadwick is appointed as auditor, arrangements are in place between the Company, KPMG and Hall Chadwick to ensure a smooth transition.

In accordance with section 328B of the Corporations Act, notice in writing nominating Hall Chadwick as auditor has been given to the company by a shareholder. A copy of this notice is shown as Attachment 1 to this Explanatory Statement. Hall Chadwick has consented to being appointed as the Company's auditor.

KPMG has sought consent from ASIC to resign as auditor of the Company with effect from the end of the Annual General Meeting. Once ASIC notifies KPMG that ASIC consents to its resignation, KPMG will give its notice of resignation to the Company with effect from the end of the Annual General Meeting. If ASIC does not consent to KPMG's resignation as the Company's auditor, or such consent is not received as at the date of this Meeting, KPMG will continue as the Company's auditor and Resolution 8 will not be put to the Annual General Meeting.

➤ **Directors' Recommendation**

The Directors recommend that Shareholders vote in favour of the appointment of Hall Chadwick as auditor of the Company.

Instructions for Completing 'Appointment of Proxy' Form

1. A member entitled to attend and vote at an Annual General Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, each proxy must be allocated a proportion of the member's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
3. Corporate Shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - 3.1. 2 Directors of the company;
 - 3.2. a Director and a company secretary of the company; or
 - 3.3. for a proprietary company that has a sole Director who is also the sole company secretary – that Director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who signs the document or witnesses the affixing of a common seal and who is the sole Director and sole company secretary of the company must state that next to his or her signature.

4. 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. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as the Proxy Form.
6. You can direct your proxy how to vote on each Resolution by completing **STEP 2** on the Proxy Form.
7. If you appoint the Chairman as your proxy by marking the box in **STEP 1** on the Proxy Form then you are providing express authorisation for the Chairman to vote on all Resolutions in accordance with his intentions as set out in this Notice and the Proxy Form (except where you have indicated a different voting intention by marking the voting boxes in **STEP 2** on the Proxy Form).

This express authorisation acknowledges that the Chairman may exercise your proxy in relation to Resolutions 2, 3 (if required) and 6 even though these Resolutions are all connected with remuneration of a member of KMP.

Votes cast by the Chairman on Resolutions 2, 3 (if required) and 6 other than as authorised proxy holder will be disregarded because of his interest in the outcome of Resolutions.

The Chairman intends to vote available proxies in favour of Resolutions 1, 2, 4, 5, 6, 7 and 8 and against Resolution 3 (if required).

8. If you do not mark the box at **STEP 1** on the Proxy Form and you do not direct the Chairman how to vote on Resolutions 2, 3 and 6 at **STEP 2**, the Chairman will not cast any votes in respect of those Resolutions that rise from undirected proxies. If you appoint a KMP other than the Chairman at **STEP 1**, and do not complete **STEP 2**, your vote will not be counted in respect of Resolutions 2, 3 and 6.
9. To vote by proxy, please complete and sign the Proxy Form enclosed and send:
 - 9.1. by post to Level 12, 680 George Street, Sydney NSW 2000; or
 - 9.2. by facsimile to: (02) 9287 0309 (within Australia) or +61 2 9287 0309 (outside Australia)so that it is received not later than 1 pm (Sydney Time) on 22 November 2015.

Proxy Forms received later than this time will be invalid.

GLOSSARY

In this Notice of Meeting:

\$ means Australian Dollars.

AGM, General Meeting or Meeting means the Annual General Meeting of Shareholders convened for the purposes of considering the Resolutions.

Annual Report means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ended 30 June 2015.

ASIC means the Australian Securities and Investments Commission.

Associate has the same meaning as in the Corporations Act.

ASX means ASX Limited ACN 008 624 691 or the market it operates known as the Australian Securities Exchange, as applicable.

Auditor means the auditor of the Company.

Auditor's Report means the auditor's report on the Financial Report.

Board or Board of Directors means the board of Directors of the Company.

Chair or Chairman means the person appointed the chair of the Meeting convened by this Notice.

Closely Related Party has the meaning given in section 9 of the Corporations Act.

Company or IEC means Intra Energy Corporation Limited ABN 65 124 408 751.

Constitution means the constitution of the Company.

Control has the same meaning as in the Corporations Act.

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

Director means a Director of the Company.

Directors' Report means the annual Directors' report.

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

Explanatory Statement means the Explanatory Statement accompanying the Notice of Meeting.

Financial Report means the annual financial report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

Intrasia Capital Pte Ltd means Intrasia Capital Pte Ltd [200713148D], a company wholly controlled by Graeme Robertson.

Key Management Personnel or KMP means key management personnel as identified in the Remuneration Report for the financial year ended 30 June 2015.

Listing Rules means the Listing Rules of the ASX.

Managing Director means the Managing Director of the Company.

Notice of Meeting or Notice means the notice convening the Annual General Meeting accompanying this Explanatory Statement.

Proxy Form means a proxy form accompanying this Notice of Meeting.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means a resolution to be considered at the Annual General Meeting as contained in the Notice of Meeting.

Share means a fully paid ordinary share in the Company.

Shareholder means a person registered as a holder of a Share.

Sydney Time means Australian Eastern Standard Time.

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

Attachment 1

The Company Secretary
Intra Energy Corporation Limited
Suite 2001, Level 20 Australia Square
264 George Street
SYDNEY NSW 2000

Nomination of Auditor Pursuant to Section 328B of Corporations Act

Rozanna Lee, being a member of Intra Energy Corporation Limited ABN 65 124 408 751 ("**Company**") nominates Hall Chadwick for appointment as auditor of the Company at the Company's 2015 Annual General Meeting in accordance with section 328B of the Corporations Act 2001 (C'th).

Yours sincerely

A handwritten signature in cursive script, appearing to read 'R Lee', is positioned above the printed name and address.

Rozanna Lee
8 Mann Street
Chatswood
NSW 2067



INTRA ENERGY

Intra Energy Corporation Limited
ABN 65 124 408 751

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Intra Energy Corporation Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: +61 1300 554 474

PROXY FORM

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

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **1:00pm on Tuesday, 24 November 2015 at Level 20 Australia Square, 264 George Street, Sydney NSW 2000 (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolutions 2, 3 and 6: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 2, 3 and 6, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business, except Resolution 3 where the Chairman of the Meeting intends to vote undirected proxies against the item of business..

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Re-election of Director – Mr Graeme Robertson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Approval of the Issue of Equity Securities for the purpose of Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Approval of the Increase in Fees Payable to Non-Executive Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Board Spill Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Approval of the Issue of Shares to Intrasia Capital Pte Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Election of Director – Mr Mark McAndrew	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

IEC PRX501C



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares 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 shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, 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.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as 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 share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **1:00pm on Sunday, 22 November 2015**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Intra Energy Corporation Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**