
BANNERMAN ENERGY LTD
ABN 34 113 017 128
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00 am (WST)
DATE: 16 November 2022
PLACE: Suite 7
245 Churchill Avenue
SUBIACO WA 6008

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

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4pm (WST) on 14 November 2022.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2022 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2022.”

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

Note: A voting prohibition statement applies to this Resolution. Please see below.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR CLIVE JONES

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

“That, for the purpose of clause 11.3 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Clive Jones, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR IAN BURVILL

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

“That, for the purpose of clause 11.3 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Ian Burvill, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

5. RESOLUTION 4 – ELECTION OF DIRECTOR – MS ALISON TERRY

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

“That, for the purpose of clause 11.12 of the Constitution, Listing Rule 14.4 and for all other purposes, Ms Alison Terry, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

6. RESOLUTION 5 – REPLACEMENT OF CONSTITUTION

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

“That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to repeal its existing Constitution and adopt a new constitution in its place in the form as signed by the chair of the Meeting for identification purposes.”

7. RESOLUTION 6 – APPROVAL OF 7.1A MANDATE

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, approval is given for the Company to issue (or agree to issue) up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement.”

8. RESOLUTION 7 – RENEWAL OF EMPLOYEE INCENTIVE PLAN

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

“That, for the purposes of Listing Rule 7.2 exception 13(b), and for all other purposes, future issues of securities under the Employee Incentive Plan, as described in the Explanatory Statement, be approved.”

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is eligible to participate in the Employee Incentive Plan or any associates of those persons.

However, the Company need not disregard a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

9. RESOLUTION 8 – ISSUE OF SECURITIES TO MR BRANDON MUNRO

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

“That, for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 190,780 ZEPOs to Mr Brandon Munro, or his nominee, under the Employee Incentive Plan on the terms described in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person referred to in Listing Rule 10.14.1, 10.14.2, or 10.14.3 who is eligible to participate in the Employee Incentive Plan or any associates of those persons.

However, the Company need not disregard a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

10. RESOLUTION 9 – ISSUE OF SECURITIES TO MR RONNIE BEEVOR UNDER THE NEDSIP

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

“That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue ZEPOs to Mr Ronnie Beevor, or his nominee, under the NEDSIP in satisfaction of the following amounts of his directors’ fees:

- (a) *in the financial year ending 30 June 2023, \$70,000;*
- (b) *in the financial year ending 30 June 2024, \$70,000; and*
- (c) *in the financial year ending 30 June 2025, \$70,000,*

with the maximum number of such ZEPOs to be determined in accordance with the formula set out in, and the ZEPOs otherwise to be issued on the terms described in, the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person referred to in Listing Rule 10.14.1, 10.14.2, or 10.14.3 who is eligible to participate in the NEDSIP or any associates of those persons.

However, the Company need not disregard a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

11. RESOLUTION 10 – ISSUE OF SECURITIES TO MR IAN BURVILL UNDER THE NEDSIP

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

“That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue ZEPOs to Mr Ian Burvill, or his nominee, under the NEDSIP in satisfaction of the following amounts of his directors’ fees:

- (a) in the financial year ending 30 June 2023, \$25,000;*
- (b) in the financial year ending 30 June 2024, \$25,000; and*
- (c) in the financial year ending 30 June 2025, \$25,000,*

with the maximum number of such ZEPOs to be determined in accordance with the formula set out in, and the ZEPOs otherwise to be issued on the terms described in, the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person referred to in Listing Rule 10.14.1, 10.14.2, or 10.14.3 who is eligible to participate in the NEDSIP or any associates of those persons.

However, the Company need not disregard a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

12. RESOLUTION 11 – ISSUE OF SECURITIES TO MR CLIVE JONES UNDER THE NEDSIP

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

“That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue ZEPOs to Mr Clive Jones, or his nominee, under the NEDSIP in satisfaction of the following amounts of his directors’ fees:

- (a) in the financial year ending 30 June 2023, \$25,000;*
- (b) in the financial year ending 30 June 2024, \$25,000; and*
- (c) in the financial year ending 30 June 2025, \$25,000,*

with the maximum number of such ZEPOs to be determined in accordance with the formula set out in, and the ZEPOs otherwise to be issued on the terms described in, the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person referred to in Listing Rule 10.14.1, 10.14.2, or 10.14.3 who is eligible to participate in the NEDSIP or any associates of those persons.

However, the Company need not disregard a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

13. RESOLUTION 12 – ISSUE OF SECURITIES TO MR MICHAEL LEECH UNDER THE NEDSIP

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

“That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue ZEPOs to Mr Michael Leech, or his nominee, under the NEDSIP in satisfaction of the following amounts of his directors’ fees:

- (a) in the financial year ending 30 June 2023, \$47,000;*
- (b) in the financial year ending 30 June 2024, \$47,000; and*
- (c) in the financial year ending 30 June 2025, \$47,000,*

with the maximum number of such ZEPOs to be determined in accordance with the formula set out in, and the ZEPOs otherwise to be issued on the terms described in, the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person referred to in Listing Rule 10.14.1, 10.14.2, or 10.14.3 who is eligible to participate in the NEDSIP or any associates of those persons.

However, the Company need not disregard a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

- (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

14. RESOLUTION 13 – ISSUE OF SECURITIES TO MS ALISON TERRY UNDER THE NEDSIP

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

“That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue ZEPOs to Ms Alison Terry, or her nominee, under the NEDSIP in satisfaction of the following amounts of her directors’ fees:

- (a) *in the financial year ending 30 June 2023, \$17,877;*
- (b) *in the financial year ending 30 June 2024, \$25,000; and*
- (c) *in the financial year ending 30 June 2025, \$25,000,*

with the maximum number of such ZEPOs to be determined in accordance with the formula set out in, and the ZEPOs otherwise to be issued on the terms described in, the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person referred to in Listing Rule 10.14.1, 10.14.2, or 10.14.3 who is eligible to participate in the NEDSIP or any associates of those persons.

However, the Company need not disregard a vote cast in favour of this Resolution by:

- (d) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (e) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (f) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (iii) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (iv) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

CHAIR’S VOTING INTENTIONS FOR UNDIRECTED PROXIES

To the maximum extent permitted, the Chair intends to vote all undirected proxies held in favour of all Resolutions. In exceptional circumstances, the Chair may change his voting intention on any Resolution, in which case an ASX announcement will be made.

Voting Prohibition Statement

Resolution 1 – Adoption of Remuneration Report

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either 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 a member.

However, a person (the **voter**) 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 Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting Prohibition by Proxies (Remuneration of key management personnel)

To the extent required by section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolutions 1, 6, 7, 8, 9, 10 or 11 if the person is either a member of the Company's key management personnel or a closely related party of such a member and the appointment does not specify the way the proxy is to vote on the relevant Resolution. However, the proxy may vote if the proxy is the Chair and the appointment expressly authorises the Chair to exercise the proxy even if the Resolutions are connected directly or indirectly with the remuneration of a member of key management personnel.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolutions 1, 6, 7, 8, 9, 10 or 11, by signing and returning the Proxy Form (including via an online facility), you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though the Resolutions are connected directly or indirectly with the remuneration of a member of key management personnel.

Voting in person

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

You may still attend the Meeting and vote in person even if you have lodged appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but representatives from Advanced Share Registry Services will need to verify your identity. You can register from 9.30 am on the day of the Meeting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9381 1436.

Dated: 14 October 2022

By order of the Board

**Stephen Herlihy
Company Secretary**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2022 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.bannermanenergy.com.au.

Shareholders will be provided with a reasonable opportunity to ask questions or make statements in relation to these reports or the management of the Company. The Company's auditor, Ernst & Young, will be present at the AGM and Shareholders will have an opportunity to ask the auditor questions in relation to the conduct of the audit, the Auditor's Report, the Company's accounting policies, and the independence of the auditor.

The auditor will also respond to any written questions provided these are submitted to the Company no later than five business days prior to the AGM.

There is no requirement for Shareholders to approve the Company's Annual Report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at two consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

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 in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, 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.

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.

2.3 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.

2.4 Board Recommendation

The Board recommends that Shareholders vote in favour of the adoption of the Remuneration Report.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR CLIVE JONES

3.1 General

Listing Rule 14.4 and clause 11.3 of the Constitution provide that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is the longer. However, where there is more than one managing director, only one is entitled to be exempt from this rotation requirement.

Mr Clive Jones, who has served as a Director since 2007 and was last re-elected on 20 November 2020, retires by rotation and seeks re-election.

3.2 Qualifications and other material directorships

Clive has over 30 years' experience in mineral exploration across a diverse range of commodities, including gold, base metals, mineral sands, uranium and iron ore. He applied for the Etango prospecting licence in 2005 and has since been closely involved in the project. Clive has extensive experience as a director of numerous ASX-listed mining and exploration companies.

3.3 Independence

If re-elected the Board considers Mr Jones will be an independent Director.

3.4 Board recommendation

The Board has reviewed Mr Jones's performance since his appointment to the Board and considers that Mr Jones's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board (with

Mr Jones abstaining) supports the re-election of Mr Jones and recommends that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR IAN BURVILL

4.1 General

Listing Rule 14.4 and clause 11.3 of the Constitution provide that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is the longer. However, where there is more than one managing director, only one is entitled to be exempt from this rotation requirement.

Mr Ian Burvill, who has served as a Director since 2012 and was last re-elected on 20 November 2020, retires by rotation and seeks re-election.

4.2 Qualifications and other material directorships

Ian has over 35 years of mining industry experience. He started his career as a mechanical engineer, then worked as a merchant banker before becoming a senior executive in private equity. He is a former Partner of Resource Capital Funds and a past Associate Director of Rothschild Australia Limited. Ian has sat on the boards of ten mining companies, two mining services groups, a mining technology venture capital firm and a leading mining private equity firm.

4.3 Independence

If re-elected the Board considers Mr Burvill will be an independent Director.

4.4 Board recommendation

The Board has reviewed Mr Burvill's performance since his appointment to the Board and considers that Mr Burvill's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board (with Mr Burvill abstaining) supports the re-election of Mr Burvill and recommends that Shareholders vote in favour of Resolution 3.

5. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MS ALISON TERRY

5.1 General

Listing Rule 14.4 and clause 11.12 of the Constitution provide that a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity.

Ms Alison Terry was appointed as a Director by the Board on 13 October 2022, as an addition to the existing Directors, under clause 11.11 of the Constitution. She retires pursuant to Listing Rule 14.4 and clause 11.12 of the Constitution and seeks re-election.

5.2 Qualifications and other material directorships

Alison is an experienced senior executive with a deep understanding of sustainability, ESG dynamics, legal and corporate affairs and the complexities of developing major operations. Most recently, she held the position of Director

Sustainability and Corporate Affairs and Joint Company Secretary at Fortescue Metals Group, as a member of Fortescue's Executive team.

Prior to joining Fortescue in 2014, she held senior executive roles in corporate affairs, legal and general management across a number of sectors, including at General Motors Holden Limited in the positions of General Counsel, Company Secretary and Executive Director, Corporate Affairs. Subsequently, she led automotive business development and corporate affairs at the Australian subsidiary of global electric vehicle infrastructure start-up, Better Place.

Her previous non-executive roles include on the boards of NBN Tasmania and the leading industry super fund, AustralianSuper, where she was also a member of the Audit and Risk Committee.

Alison holds a Bachelor of Economics and Bachelor of Laws (Honours) and a Graduate Diploma of Business (Accounting). She is also a member of Chief Executive Women and a Graduate of the Australian Institute of Company Directors.

5.3 Independence

If re-elected the Board considers Ms Terry will be an independent Director.

5.4 Board recommendation

The Board considers that Ms Terry's skills and experience will enhance the Board's ability to perform its role. Accordingly, the Board (with Ms Terry abstaining) supports the re-election of Ms Terry and recommends that Shareholders vote in favour of Resolution 4.

6. RESOLUTION 5 – REPLACEMENT OF CONSTITUTION

6.1 General

A company may modify or repeal its constitution or a provision of its constitution by special resolution of shareholders.

Resolution 5 is a special resolution which will enable the Company to repeal its existing Constitution and adopt a new constitution (**Proposed Constitution**) which is of the type required for a listed public company limited by shares updated to ensure it reflects the current provisions of the Corporations Act and Listing Rules.

This will incorporate amendments to the Corporations Act and Listing Rules since the current Constitution was adopted on 25 July 2016.

The Directors believe that it is preferable in the circumstances to replace the existing Constitution with the Proposed Constitution rather than to amend a multitude of specific provisions.

The Proposed Constitution is broadly consistent with the provisions of the existing Constitution. Many of the proposed changes are administrative or minor in nature including but not limited to:

- updating the name of the Company to that adopted on 13 July 2021;

- updating references to bodies or legislation which have been renamed (e.g. references to the Australian Settlement and Transfer Corporation Pty Ltd, ASTC Settlement Rules and ASTC Transfer); and
- expressly providing for statutory rights by mirroring these rights in provisions of the Proposed Constitution.

The Directors believe these amendments are not material nor will they have any significant impact on Shareholders. It is not practicable to list all of the changes to the Constitution in detail in this Explanatory Statement, however, a summary of the proposed material changes is set out below.

A copy of the Proposed Constitution is available for review by Shareholders at the Company's Website (<https://bannermanenergy.com/corporate-governance/>). A copy of the Proposed Constitution can also be sent to Shareholders upon request to the Company Secretary (info@bmnenergy.com). Shareholders are invited to contact the Company if they have any queries or concerns.

6.2 Summary of material proposed changes

Restricted Securities (clause 2.12)

The Proposed Constitution complies with updates to Listing Rule 15.12 which took effect from 1 December 2019. As a result of these changes, ASX will require certain more significant holders of restricted securities and their controllers (such as related parties, promoters, substantial holders, service providers and their associates) to execute a formal escrow agreement in the form Appendix 9A, as is currently the case. However, for less significant holdings (such as non-related parties and non-promoters), ASX will permit the Company to issue restriction notices to holders of restricted securities in the form of the new Appendix 9C advising them of the restriction rather than requiring signed restriction agreements.

Minimum Shareholding (clause 3)

Clause 3 of the Constitution outlines how the Company can manage shareholdings which represent an "unmarketable parcel" of shares, being a shareholding that is less than \$500 based on the closing price of the Company's Shares on ASX as at the relevant time.

The Proposed Constitution is in line with the requirements for dealing with "unmarketable parcels" outlined in the Corporations Act such that where the Company elects to undertake a sale of unmarketable parcels, the Company is only required to give one notice to holders of an unmarketable parcel to elect to retain their shareholding before the unmarketable parcel can be dealt with by the Company, saving time and administrative costs incurred by otherwise having to send out additional notices.

Clause 3 of the Proposed Constitution continues to outline in detail the process that the Company must follow for dealing with unmarketable parcels.

Fee for registration of off market transfers (clause 8.3(c))

Listing Rule 8.14 provides that the Company may charge a "reasonable fee" for registering paper-based transfers, sometimes referred to as "off-market transfers".

Clause 8.3(c) of the Proposed Constitution is being made to enable the Company to charge a reasonable fee when it is required to register off-market transfers from

Shareholders. The fee is intended to represent the cost incurred by the Company in upgrading its fraud detection practices specific to off-market transfers.

Before charging any fee, the Company is required to notify ASX of the fee to be charged and provide sufficient information to enable ASX to assess the reasonableness of the proposed amount.

Direct Voting (clause 13, specifically clauses 13.35 – 13.40)

The Proposed Constitution includes a new provision which allows Shareholders to exercise their voting rights through direct voting (in addition to exercising their existing rights to appoint a proxy). Direct voting is a mechanism by which Shareholders can vote directly on resolutions which are to be determined by poll. Votes cast by direct vote by a Shareholder are taken to have been cast on the poll as if the Shareholder had cast the votes on the poll at the meeting. In order for direct voting to be available, Directors must elect that votes can be cast via direct vote for all or any resolutions and determine the manner appropriate for the casting of direct votes. If such a determination is made by the Directors, the notice of meeting will include information on the application of direct voting.

Use of technology (clause 14)

The Proposed Constitution includes a new provision to permit the use of technology at general meetings (including wholly virtual meetings) to the extent permitted under the Corporations Act, Listing Rules and applicable law.

Partial (proportional) takeover provisions (clause 37)

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.

Pursuant to section 648G of the Corporations Act, the Company has included in the Proposed Constitution a provision whereby a proportional takeover bid for Shares may only proceed after the bid has been approved by a meeting of Shareholders held in accordance with the terms set out in the Corporations Act.

This clause of the Proposed Constitution will cease to have effect on the third anniversary of the date of the adoption of last renewal of the clause.

Information required by section 648G of the Corporations Act

Effect of proposed proportional takeover provisions

Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a resolution to approve the proportional off-market bid is passed.

Reasons for proportional takeover provisions

A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether a

proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.

Knowledge of any acquisition proposals

As at the date of this Notice of Meeting, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

Potential advantages and disadvantages of proportional takeover provisions

The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover provisions for Shareholders include:

- (a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- (b) assisting in preventing Shareholders from being locked in as a minority;
- (c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and
- (d) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.

The potential disadvantages of the proportional takeover provisions for Shareholders include:

- (a) proportional takeover bids may be discouraged;
- (b) lost opportunity to sell a portion of their Shares at a premium; and
- (c) the likelihood of a proportional takeover bid succeeding may be reduced.

Recommendation of the Board

The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provision in the Proposed Constitution is in the interest of Shareholders and unanimously recommend that Shareholders vote in favour of Resolution 5.

7. RESOLUTION 6 – APPROVAL OF 7.1A MANDATE

7.1 General

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An 'eligible entity' means an entity which, as at the date of its annual general meeting, is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. The Company's market capitalisation has recently increased above this prescribed \$300,000,000 threshold. If the closing price of the Company's Shares on ASX on the last trading day before the date of the Meeting (or the fair measure of the price of Shares calculated in such other manner as is acceptable to ASX) is such that the Company's market capitalisation exceeds the prescribed threshold, the Company will not be an eligible entity for the purposes of Listing Rule 7.1A and will withdraw this Resolution 6.

Resolution 6 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If Resolution 6 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 6 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A, and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

7.2 Technical information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 6:

(a) Period for which the 7.1A Mandate is valid

The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

- (i) the date that is 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

(b) Minimum Price

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for a cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that 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 by the entity and the recipient of the Equity Securities; or

- (ii) if the Equity Securities are not issued within 10 trading days of the date in Section 7.2(b)(i), the date on which the Equity Securities are issued.

(c) **Use of funds raised under the 7.1A Mandate**

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for a range of purposes including:

- (i) the acquisition of new resources and assets (including expenses associated with such an acquisition);
- (ii) continued exploration expenditure on the Company's current or future assets or projects;
- (iii) further feasibility studies on Etango 8 and ongoing project administration); and
- (iv) general working capital.

(d) **Risk of Economic and Voting Dilution**

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 6 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue as at 10 October 2022, being the last practicable date prior to the date of finalising this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Dilution		
			Issue Price		
			\$0.958	\$1.915	\$2.873
			50% decrease	Issue Price	50% increase
		Funds Raised			
Current	149,616,208 Shares	14,961,621 Shares	\$14,325,752	\$28,651,504	\$42,977,256
50% increase	224,424,312 Shares	22,442,431 Shares	\$21,488,628	\$42,977,256	\$64,465,884
100% increase	299,232,416 Shares	29,923,242 Shares	\$28,651,504	\$57,303,008	\$85,954,511

* The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 149,616,208 Shares on issue as at the date of this Notice of Meeting.
2. The issue price set out above is the closing market price of the Shares on the ASX on 10 October 2022, being the last practicable date prior to the date of finalising this Notice (being \$1.915).
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options or other convertible securities are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

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

(e) Allocation policy under the 7.1A Mandate

The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may 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 position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

(f) **Previous Approval under Listing Rule 7.1A**

The Company has not previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A within the last 12 months. This is because the resolution seeking the approval of Shareholders under Listing Rule 7.1A was withdrawn at the Company's annual general meeting held on 19 November 2021. The Company's market capitalisation on that date exceeded \$300,000,000, so the Company was not an "eligible entity" for the purposes of Listing Rule 7.1A.

7.3 Voting Exclusion Statement

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

7.4 Board recommendation

The Board recommends Shareholders vote in favour of granting the Company the additional equity raising capacity equivalent to 10% of the Company's ordinary securities.

8. RESOLUTION 7 – RENEWAL OF EMPLOYEE INCENTIVE PLAN

8.1 General

Resolution 7 seeks Shareholder approval for issues of securities under the EIP for the purposes of the Listing Rules. The EIP was previously approved by Shareholders at the annual general meeting held on 22 November 2019.

The EIP provides the Company with the flexibility to grant Incentives such as Performance Rights and Options, including ZEPOs, which are Options with a zero exercise price. Because Performance Rights and ZEPOs do not have an exercise price, they allow an employee, subject to satisfaction of the relevant vesting conditions and performance hurdles (as applicable), to benefit by their Performance Rights vesting into shares, or by exercising their ZEPOs to receive shares (as the case may be). The adoption of employee incentive plans which allow the grant of Performance Rights or ZEPOs (such as the EIP) is common practice among the Company's ASX listed industry peer group.

The Board believes that the future success of the Company will depend in large part on the skills and motivation of the people employed in the business and the ownership of shares in the Company by its employees.

The EIP is aimed specifically at driving long term performance for Shareholders, a culture of employee share ownership in the business and retention of executives, employees and staff. Accordingly, the EIP will form an important part of a comprehensive remuneration strategy for the Company's employees, aligning

their interests with those of Shareholders by linking their rewards to the long term success of the Company.

Non-Executive Directors are not eligible to participate in the EIP.

8.2 Listing Rule 7.1 and Listing Rule 7.2, Exception 13

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the number of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Exception 13 of Listing Rule 7.2 excludes securities (including rights) issued under an employee incentive scheme from counting towards the 15% placement capacity under Listing Rule 7.1 where shareholders have approved the issue of the securities under the scheme. Such approval is valid for three years from the date of Shareholder approval.

Resolution 7 seeks Shareholder approval for the issue of securities under the terms of the EIP for the next three years so that the Company retains the ability to manage its capital requirements efficiently by ensuring that the 15% limit is not reduced by issues of securities under the EIP. The Board believes this will provide the Company with additional flexibility to raise capital as and when appropriate.

If the Shareholder approval for the issue of securities under the terms of the EIP is not obtained, any issues of securities under the EIP would reduce the Company's 15% placement capacity under Listing Rule 7.1.

It is important to note that Resolution 7 does not of itself authorise the issue of securities to Directors. Any such issues need to be specifically approved under Listing Rule 10.14.

If approval is obtained under Resolution 7, that approval will cease to be available if there is a material change to the terms of the EIP from those set out in this Notice.

8.3 Terms of the EIP

Key information regarding the terms of the EIP is set out in Schedule 1 of this Notice.

8.4 Other information

In accordance with Listing Rule 7.2, Exception 13(b), the following information is provided to Shareholders:

- The maximum number of Incentives proposed to be issued within the next three years under the EIP following its approval is 5,000,000 Incentives (excluding any issues separately approved under Listing Rule 10.14).

The maximum number stated above is not intended to be a prediction of the actual number of securities that may be issued under the EIP – it is simply a ceiling for the purposes of Listing Rule 7.2, Exception 13(b). The total number of securities ultimately issued under the EIP within the next three years may be less than the maximum number stated above or may be more than the maximum number stated above (in which case the excess will count towards the Company's 15% placement capacity under Listing Rule 7.1).

The actual number of securities that will be issued will be determined by the Board on the basis of (among other things) the number of persons entitled to Incentives and the circumstances of the Company. Any issues

of securities under the EIP will be in accordance with the terms of the EIP and the Listing Rules.

- The total number of Incentives (all quantities are expressed on a post-consolidation basis) granted under the EIP since it was approved on 22 November 2019 are:

Grant Date	Allocation Year	Options		Allocation Year	Quantity Issued	Rights		Balance at 30 Sep 2022	Vesting Date
		Quantity Issued	Expiry Date			Quantity Cancelled	Quantity Converted		
18 Dec 19	2019/20	200,000	15 Nov 22	2019/20	1,528,770	113,064	323,600	1,092,106	15 Nov 22
20 Nov 20				2020/21	1,686,830	55,707	183,750	1,447,373	15 Nov 23
01 Dec 20	2020/21	200,000	15 Nov 23	2020/21	443,130	109,302	22,750	311,078	15 Nov 22
19 Nov 21				2021/22	201,120			201,120	15 Nov 24
19 Nov 21				2021/22	201,120			201,120	15 Nov 24
14 Dec 21	2021/22	50,000	15 Nov 24	2021/22	214,930		20,350	194,580	15 Nov 23
07 Apr 22				2021/22	163,450			163,450	15 Nov 24
		450,000			4,439,350	278,073	550,450	3,610,827	

8.5 ASX Listing Rule 10.19, and sections 200B, 200E and 1325C(3) Corporations Act

At the annual general meeting on 19 November 2021, Shareholders previously gave their approval, for the purposes of sections 200B, 200E and 1325C(3) of the Corporations Act, Listing Rule 10.19 and for all other purposes, for the Company to provide benefits to any current or future eligible employees under the EIP in connection with the loss of that person's position or office with the Company or otherwise.

The previous approval continues to apply and is separate from the approval sought in relation to Resolution 7.

8.6 Board recommendation

The Board (other than Mr Munro who does not make a recommendation because he is eligible to participate in the EIP) recommend that Shareholders vote in favour of Resolution 7.

9. RESOLUTION 8 – ISSUE OF SECURITIES TO MR BRANDON MUNRO

9.1 General

The Company seeks Shareholder approval, for the purposes of Listing Rule 10.14, to issue 190,780 ZEPOs under the Company's Employee Incentive Plan to Mr Munro (the Chief Executive Officer and Managing Director of the Company) or his nominee under the EIP with the performance hurdles and other terms set out below.

Under the EIP, the Board has discretion to grant ZEPOs to any employee it declares to be an eligible employee, upon the terms set out in the EIP (and upon such terms and conditions as the Board determines).

9.2 Reasons for the grant

The proposed grant of ZEPs to Mr Munro (or his nominee) seeks to further align his interests with those of Shareholders by linking Mr Munro's rewards to long term performance for Shareholders by imposing performance-related conditions, as well as a requirement that Mr Munro continue to be employed by the Company for a defined period of time.

9.3 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires shareholder approval where a public company seeks to give a "financial benefit" to a "related party" (unless an exception applies). For the purposes of Chapter 2E of the Corporations Act Mr Munro is considered to be a related party and the ZEPs will constitute a financial benefit.

An exception to the requirement to obtain shareholder approval in accordance with Chapter 2E applies where the financial benefit constitutes part of the related party's "reasonable remuneration".

The Board (other than Mr Munro) considers that the grant of ZEPs to Mr Munro, and any issue of Shares upon the vesting and exercise of the ZEPs, constitutes part of the reasonable remuneration payable to Mr Munro and accordingly, approval under Chapter 2E of the Corporations Act is not being sought.

In reaching this conclusion, the Board has had regard to a variety of factors including market practice and the remuneration offered to persons in comparable positions at comparable companies.

9.4 Listing Rule 10.14

ASX Listing Rule 10.14 provides that a listed company must not permit a director (or certain other persons) to acquire Equity Securities under an employee incentive scheme unless it obtains the approval of its shareholders.

The issue of ZEPs to Mr Munro (or his nominee) falls within ASX Listing Rule 10.14.1 and therefore requires the approval of Shareholders under ASX Listing Rule 10.14.

Resolution 8 seeks the required Shareholder approval to the issue under and for the purposes of ASX Listing Rule 10.14.

9.5 Details required by ASX Listing Rule 10.15

Relationship with Director	The ZEPs will be granted to Mr Munro (or his nominee) who falls within the category set out in ASX Listing Rule 10.14.1, by virtue of being a Director. His nominee (if applicable) would fall within Listing Rule 10.14.2, as an associate of Mr Munro.
Total securities to be issued	Subject to the relevant Shareholder approval being obtained, 190,780 ZEPs will be issued.
Total Remuneration Package	The current total remuneration package for Mr Munro is \$810,000, comprising of salary of \$422,500, a superannuation payment of \$27,500 and share-based payments valued at \$360,000.
Previous Grants	Mr Munro (or his nominee) has previously been granted 4,064,000 (post share consolidation) Performance Rights under the EIP since 2016 for nil cash consideration. Full details of Mr Munro's holding of Shares, Performance Rights and Options are set out in the Remuneration Report of the 2022 Annual Report.
Material Terms	A summary of the material terms of the ZEPs to be issued under the EIP is set out in section 9.6 and Schedule 2.

Reason for the grant of ZEPOs	<p>The Company has chosen to grant the ZEPOs for the following reasons:</p> <ul style="list-style-type: none"> • the ZEPOs are unlisted, therefore the grant of the ZEPOs has no immediate dilutionary impact on Shareholders; • the issue of ZEPOs will align the interests of Mr Munro with those of Shareholders; • the issue of the ZEPOs is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given; and • it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the ZEPOs on the terms proposed.
Value	<p>The Company values (as at 30 June 2022, being the reference date for the calculation of the number of ZEPOs to be granted) the Operational Tranche of the ZEPOs at \$180,000 (being 50% or 95,390 ZEPOs at \$1.887 per ZEPO) based on the 20 Day VWAP ending 30 June 2022 and the Market Performance Tranche of the ZEPOs at \$180,000 (being 50% or 95,390 ZEPOs at \$1.887 per ZEPO) also based on the 20 Day VWAP ending 30 June 2022, for a total value of \$360,000.</p>
Issue date	<p>If Shareholder approval is obtained, it is anticipated that the ZEPOs will be granted shortly after the Meeting and in any event, no later than 3 months after the date of the Meeting.</p>
Price	<p>The ZEPOs will be granted at no cost to Mr Munro and no amount is payable to the Company on vesting or exercise of the ZEPOs.</p>
EIP	<p>A summary of the material terms of the EIP is set out in Schedule 1.</p>
Loan scheme	<p>No loans will be made by the Company to Mr Munro in relation to the grant of the ZEPOs.</p>
Disclosure of issues	<p>Details of any securities issued under the EIP will be published in the annual report of the Company relating to the period in which the securities were issued, with a statement that approval for the issue of securities was obtained under ASX Listing Rule 10.14.</p>
Participation	<p>Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in the EIP after this Resolution is approved and who were not named in this Notice will not participate until approval is obtained under ASX Listing Rule 10.14.</p>

9.6 Performance hurdles

The ZEPOs are proposed to be entirely at risk and will be subject to the following vesting conditions.

Market Performance KPI

50% of the ZEPOs (**Market Performance Tranche**) are subject to an absolute Shareholder return (**ASR**) hurdle. The ASR is based on the Company's absolute total Shareholder return compared with the price used to determine the number of ZEPOs (being the 20 Day VWAP ending 30 June of the financial year preceding the annual allocation) and is tested on 30 June during the year that is two years after the year of issue (**ASR Test Date**).

The ASR on the ASR Test Date will determine the proportion of the Market Performance Tranche that vest on the following basis.

ASR performance outcome	Percentage of award that will vest
Negative performance	0%
Between 0 and +20% compounding per annum	Scale applicable between 0 and 100%
At or above +20% compounding per annum	100%

Any of the Market Performance Tranche of the ZEPOs that do not meet the test on the ASR Test Date will lapse on that date.

The earned component of the Market Performance Tranche will vest only if Mr Munro continues to be continuously employed for a period of one year after the ASR Test Date.

Operational performance

The remaining 50% of the ZEPOs (**Operational Tranche**) are subject to an operating and personal performance-based test at 12 months after the date of issue (**Operational Test**).

The Operational Test will be based on stated criteria to be set with reference to the Company's internal operating plans and other key performance indicators as determined by the Board.

The criteria will be based on the approved operating plan for the 12 month period and will also include reference to Mr Munro's performance regarding specific areas such as health, safety, environment and community, strategy definition and implementation, capital management and the Company's culture and values.

Any of the Operational Tranche of ZEPOs that are not earned in accordance with the Operational Test will lapse at the 12 month testing point.

The earned component of the Operational Tranche will vest only if Mr Munro continues to be continuously employed for a period of two years after the 12 month testing point.

9.7 What if Shareholders do not approve the grant?

If Shareholders do not approve the issue of ZEPOs to Mr Munro (or his nominee), the Board will propose an alternative remuneration structure for Mr Munro. This may be an alternative equity proposal and/or an amount in cash.

9.8 What if Shareholders approve the grant?

If Shareholders approve the grant, the Company will be able to proceed with the issue of the ZEPOs to Mr Munro (or his nominee) under the EIP and issue up to a total of 190,780 ZEPOs to Mr Munro (or his nominee). As approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the ZEPOs (because approval is being obtained under ASX Listing Rule 10.14), the issue of the ZEPOs will not use up any of the Company's 15% annual placement capacity.

9.9 Board recommendation

The Board (other than Mr Munro) recommend that Shareholders vote in favour of Resolution 8.

10. RESOLUTIONS 9, 10, 11, 12 AND 13 – ISSUE OF SECURITIES TO NON-EXECUTIVE DIRECTORS UNDER THE NEDSIP

10.1 Background for Resolution 9

At the Company's 2021 annual general meeting, Shareholders approved an issue of Incentives under the NEDSIP to Mr Ronnie Beevor (Chairman of the Board) for each of the financial years ending 30 June 2022 and 30 June 2023. This approval

was in satisfaction of \$70,000 of his directors' fees in each of those years, and envisaged the issue of either Performance Rights or Options with an exercise price, however the Incentives for the financial year ending 30 June 2023 have not yet been granted by the Company.

The Company is now seeking to issue Mr Beevor with ZEPOs (instead of Performance Rights or Options with an exercise price) for the financial year ending 30 June 2023. The Company also seeks to issue ZEPOs to Mr Beevor for the financial years ending 30 June 2024 and 30 June 2025.

Accordingly, Resolution 9 seeks Shareholder approval to issue ZEPOs to Mr Beevor (or his nominee) under the NEDSIP in satisfaction of \$70,000 of his directors' fees for each of the financial years ending 30 June 2023, 30 June 2024 and 30 June 2025 (provided that Mr Beevor remains a Director at the relevant issue date).

The number of ZEPOs to be issued to Mr Beevor will be calculated in accordance with the formula set out below, and the ZEPOs will be issued pursuant to the NEDSIP and on the terms and conditions set out below.

10.2 Background for Resolutions 10, 11 and 12

At the Company's 2020 annual general meeting, Shareholders approved an issue of Incentives under the NEDSIP to non-executive Directors Mr Ian Burvill, Mr Clive Jones and Mr Michael Leech for each of the financial years ending 30 June 2021, 30 June 2022 and 30 June 2023. This approval was in satisfaction of a portion of their respective director's fees in each of those years, and for the financial year ending 30 June 2023, these amounts are as follows:

- Mr Burvill: \$25,000;
- Mr Jones: \$25,000; and
- Mr Leech: \$47,000.

The above Incentives envisaged the issue of either Performance Rights or Options with an exercise price, but the Incentives for the financial year ending 30 June 2023 have not yet been granted by the Company.

The Company is now seeking to issue ZEPOs (instead of Performance Rights or Options with an exercise price) to each of Mr Burvill, Mr Jones and Mr Leech for the financial year ending 30 June 2023. The Company also seeks to issue ZEPOs to each of Mr Burvill, Mr Jones and Mr Leech for the financial years ending 30 June 2024 and 30 June 2025.

Accordingly, each of Resolutions 10, 11 and 12 seeks Shareholder approval to issue ZEPOs to Mr Burvill, Mr Jones and Mr Leech (or their nominees) respectively under the NEDSIP in satisfaction of the relevant amount of directors' fees for each of the financial years ending 30 June 2023, 30 June 2024 and 30 June 2025 (provided that they remain Directors at the relevant issue date).

The number of ZEPOs to be issued to each of Mr Burvill, Mr Jones and Mr Leech will be calculated in accordance with the formula set out below, and the ZEPOs will be issued pursuant to the NEDSIP and on the terms and conditions set out below.

10.3 Background for Resolution 13

Ms Terry was appointed as a Director by the Board on 13 October 2022, as an addition to the existing Directors.

The Company seeks to issue ZEPOs to Ms Terry in respect of the following:

- \$17,877 in satisfaction of a portion of her director's fees for the financial year ending 30 June 2023; and
- \$25,000 in satisfaction of the relevant amount of her director's fees for each of the financial years ending 30 June 2024 and 30 June 2025 (provided that she remains a Director at the relevant issue date).

Accordingly, Resolution 13 seeks Shareholder approval to issue ZEPOs to Ms Terry (or her nominee) under the NEDSIP on the basis described above.

The number of ZEPOs to be issued to Ms Terry will be calculated in accordance with the formula set out below, and the ZEPOs will be issued pursuant to the NEDSIP and on the terms and conditions set out below.

10.4 Reasons for the grants

The Board (with the relevant Director abstaining in respect of the Resolution relating to him or her) considers that the issue of the ZEPOs to each of Mr Beevor, Mr Burvill, Mr Jones, Mr Leech and Ms Terry as part of their remuneration package:

- (a) is a cost-effective and efficient reward for service;
- (b) preserves the Company's cash resources and reduces ongoing costs while the Company remains in development phase; and
- (c) aligns remuneration with the future growth and prospects of the Company and the interests of Shareholders by encouraging share ownership among non-executive Directors.

10.5 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires shareholder approval where a public company seeks to give a "financial benefit" to a "related party" (unless an exception applies). For the purposes of Chapter 2E of the Corporations Act, each of Mr Beevor, Mr Burvill, Mr Jones, Mr Leech and Ms Terry is considered to be a related party and the issue of ZEPOs will constitute a financial benefit.

An exception to the requirement to obtain shareholder approval in accordance with Chapter 2E applies where the financial benefit constitutes part of the related party's "reasonable remuneration".

The Board (with the relevant Director abstaining in respect of the Resolution relating to him or her) considers that the grant of ZEPOs constitutes part of the reasonable remuneration of each of Mr Beevor, Mr Burvill, Mr Jones, Mr Leech and Ms Terry and accordingly, approvals under Chapter 2E of the Corporations Act are not being sought.

In reaching this conclusion, the Board (with the relevant Director abstaining in respect of the Resolution relating to him or her) has had regard to a variety of factors including market practice and the remuneration offered to persons in comparable positions at comparable companies.

10.6 ASX Listing Rule 10.14

Please refer to Section 9.4 above for information in relation to ASX Listing Rule 10.14.

The issue of ZEPOs to each of Mr Beevor, Mr Burvill, Mr Jones, Mr Leech and Ms Terry (or their nominees) falls within ASX Listing Rule 10.14 and therefore requires the approval of Shareholders under ASX Listing Rule 10.14. Each of Resolutions 9, 10, 11, 12 and 13 seeks the required Shareholder approval for such issue under and for the purposes of ASX Listing Rule 10.14.

10.7 Indicative number of ZEPOs

Pursuant to Resolutions 9, 10, 11, 12 and 13, the Company is seeking Shareholder approval to issue ZEPOs to each of Mr Beevor, Mr Burvill, Mr Jones Mr Leech and Ms Terry (or their nominees) for the financial years ending 30 June 2023, 30 June 2024 and 30 June 2025.

Each of Mr Beevor, Mr Burvill, Mr Jones, Mr Leech and Ms Terry will be issued ZEPOs in accordance with the NEDSIP, up to the amount of his or her annual allocation as determined by the Board (see below).

The number of ZEPOs to be issued to each of Mr Beevor, Mr Burvill, Mr Jones Mr Leech and Ms Terry (or their nominees) in respect of each of these financial years will be calculated by dividing their annual allocation for that financial year (as set out below) by the 20 Day VWAP ending 30 June of the preceding financial year.

The ZEPOs will have a zero exercise price (\$0.00) and be exercisable on or before the date that is four years from the date of issue.

10.8 Annual Allocation (Years ending 30 June 2023, 30 June 2024 and 30 June 2025)

The table below sets out the total annual allocation that each non-executive Director is due to receive for the financial years ending 30 June 2023, 30 June 2024 and 30 June 2025.

	Total annual allocations ¹		
	Financial Year Ending 30 June 2023	Financial Year Ending 30 June 2024	Financial Year Ending 30 June 2025
Mr Ronnie Beevor	\$70,000	\$70,000	\$70,000
Mr Ian Burvill	\$25,000	\$25,000	\$25,000
Mr Clive Jones	\$25,000	\$25,000	\$25,000
Mr Michael Leech ²	\$47,000	\$47,000	\$47,000
Ms Alison Terry	\$17,877 ³	\$25,000	\$25,000

¹ These amounts are included in the total annual non-executive Director fees paid to each non-executive Director, and therefore the issue of the ZEPOs reduces the cash amount payable to the relevant Director.

² Mr Leech, for his role as non-executive chairman of the Company's Namibian subsidiary, is paid a cash remuneration and a NEDSIP allocation in Namibian dollars. This remuneration amount is converted to Australian dollars for disclosure and approval purposes. The amount may vary depending on the prevailing exchange rate. The annual allocation amount for Mr Leech includes remuneration paid to Mr Leech in respect of his role as a non-executive Director of the Company.

³ This amount forms part of Ms Terry's pro-rated proportion of her director's fees for the financial year ending 30 June 2023.

As noted above, each non-executive Director will be issued ZEPOs, in accordance with the NEDSIP, up to the amount of their total allocation as determined by the Board.

The annual allocation for each of Mr Burvill, Mr Jones and Mr Leech is the same as set out in the 2020 notice of annual general meeting. For clarity, if Shareholders approve the relevant Resolution, the Company may issue ZEPOs based on this annual allocation. For the financial year ending 30 June 2023, this will replace (and will not be aggregated with) the Incentives (which could be Performance Rights or Options with an exercise price) approved at the 2020 annual general meeting for Mr Burvill, Mr Jones and Mr Leech.

Similarly, the annual allocation for Mr Beevor is the same as set out in the in the 2021 notice of annual general meeting. For clarity, if Shareholders approve the Resolution 9, the Company may issue ZEPOs based on this annual allocation. For the financial year ending 30 June 2023, this will replace (and will not be aggregated with) the Incentives (which could be Performance Rights or Options with an exercise price) approved at the 2021 annual general meeting for Mr Beevor.

Number of ZEPOs to be issued

Set out below is a worked example of the number of ZEPOs that may be issued to each non-executive Director (or his or her nominee) in respect of his or her annual allocation for a financial year based on assumed 20 Day VWAPs of \$0.944, \$1.887 and \$2.831 (being the 20 Day VWAP on 30 June 2022 and a 50% increase and 50% decrease to that price).

	Annual Allocation	ZEPOs	
		Assumed VWAP	Quantum
Mr Beevor	\$70,000	\$0.944	74,192
		\$1.887	37,096
		\$2.831	24,731
Mr Burvill	\$25,000	\$0.944	26,498
		\$1.887	13,249
		\$2.831	8,833
Mr Jones	\$25,000	\$0.944	26,498
		\$1.887	13,249
		\$2.831	8,833
Mr Leech	\$47,000	\$0.944	49,815
		\$1.887	24,908
		\$2.831	16,605
Ms Terry	\$17,877	\$0.944	18,948
		\$1.887	9,474
		\$2.831	6,316

10.9 Details required by ASX Listing Rule 10.15

Relationship with Director	The ZEPOs will be granted to each of Mr Beevor (Chairman of the Board), Mr Burvill, Mr Jones, Mr Leech (Namibian Chairman) and Ms Terry or their nominee, each of whom falls within the category set out in Listing Rule 10.14.1, by virtue of being a non-executive Director. Each of their nominees (if applicable) would fall within Listing Rule 10.14.2, as an associate of the relevant Director.
Total securities to be issued	<p>The formulas for calculating the number of ZEPOs that may be issued to each non-executive Director for the financial years ending 30 June 2023, 30 June 2024 and 30 June 2025 are set out above in Section 10.7 with the heading "Indicative number of ZEPOs".</p> <p>An illustration of the number of ZEPOs that may be issued based on assumed 20 Day VWAPs is set out above in Section 10.8 with the heading "Annual Allocation (Years ending 30 June 2023, 30 June 2024 and 30 June 2025)".</p>
Total Remuneration Package	A summary of the total remuneration package for each of the non-executive Directors for the current financial year is set out in Section 10.10 below.
Previous Grants	A summary of the previous issues of Incentives to each non-executive Director under the NEDSIP is set out below.
Material Terms	A summary of the material terms of the ZEPOs to be issued under the NEDSIP is set out in Schedule 3.
Reasons for the grant of Incentives	The Company has chosen to grant the ZEPOs for the following reasons:

- the ZEPOs are unlisted, therefore the grant of the ZEPOs has no immediate dilutionary impact on Shareholders;
- the issue of the ZEPOs will align the interests of each non-executive Director with those of Shareholders;
- the issue of the ZEPOs is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given; and
- it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the ZEPOs on the terms proposed.

Value	The Company values the ZEPOs at \$1.887 per ZEPO based on the 20 Day VWAP ending 30 June 2022.
Issue date	If Shareholder approvals are obtained, it is anticipated that the ZEPOs will be granted no later than 3 years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the ZEPOs will be issued on a progressive basis over that period.
Price	The ZEPOs will be granted at no cost to each non-executive Director and each ZEPO has a zero exercise price. As such no funds will be raised from the issue or exercise of the ZEPOs.
NEDSIP	A summary of the material terms of the NEDSIP is set out in Schedule 4.
Loan scheme	No loan will be made by the Company in relation to the grant of the ZEPOS.
Disclosure of issues	Details of any securities issued under the NEDSIP will be published in the annual report of the Company relating to the period in which the securities were issued, with a statement that approval for the issue of securities was obtained under ASX Listing Rule 10.14.
Participation	Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of ZEPOs under the NEDSIP after this Resolution is approved and who were not named in this Notice will not participate until approval is obtained under ASX Listing Rule 10.14.

10.10 Remuneration package

The total remuneration package for each non-executive Director for the current financial year are set out below:

	Current Financial Year
Mr Ronnie Beevor	\$190,000 ¹
Mr Ian Burvill	\$95,000 ²
Mr Clive Jones	\$95,000 ²
Mr Michael Leech	\$137,750 ³
Ms Alison Terry	\$67,932 ⁴

¹ Comprising \$120,000 cash amount and share-based payments valued at \$70,000.

² Comprising \$70,000 cash amount and share-based payments valued at \$25,000.

³ Comprising \$90,750 cash amount and share-based payments valued at \$47,000.

⁴ Comprising \$50,055 cash amount and share-based payments valued at \$17,877.

10.11 Previous grants

As at 10 October 2022, being the last practicable date prior to the date of finalising this Notice, the following grants are the only issues of Incentives that have been made under the NEDSIP. No amount was paid for the acquisition of the Incentives set out below. Ms Terry has not previously been granted any Incentives.

Allottee	Grant Date	Options		Performance Rights	
		Number	Exercise Price	Number	Exercise Price
Mr Beevor	18 Dec 19			128,210	Nil
	20 Nov 20	426,360	\$0.50		
	14 Dec 21	88,780	\$4.50		
Ian Burvill	18 Dec 19			64,100	Nil
	20 Nov 20			83,330	Nil
	19 Nov 21			13,970	Nil
Mr Jones	18 Dec 19			64,100	Nil
	20 Nov 20			83,330	Nil
	19 Nov 21			13,970	Nil
Mr Leech	18 Dec 19	233,880	\$0.59		
	20 Nov 20	329,560	\$0.50		
	19 Nov 21			23,360	Nil

10.12 What if Shareholders do not approve the grant?

If Shareholders do not approve the issue of ZEPOs under the NEDSIP to any of Mr Beevor, Mr Burvill, Mr Jones, Mr Leech or Ms Terry, the Board will propose an alternative remuneration structure for that non-executive Director. This may be an alternative equity proposal and/or an amount in cash.

10.13 What if Shareholders approve the grant?

If Shareholders approve the grant to any of Mr Beevor, Mr Burvill, Mr Jones, Mr Leech or Ms Terry, the Company will be able to proceed with the issue of the ZEPOs under the NEDSIP to that non-executive Director within three years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules). As approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the ZEPOs (because approval is being obtained under ASX Listing Rule 10.14), the issue of the ZEPOs will not use up any of the Company's 15% annual placement capacity.

10.14 Other Information

The purpose of the grant of the ZEPOs to the non-executive Directors is to include equity incentives as part of their remuneration package and to preserve the Company's cash reserves. No funds will be raised from the grant or exercise of ZEPOs.

There are no significant opportunity costs to the Company or benefits foregone by the Company in issuing the ZEPOs upon the terms of the NEDSIP.

10.15 Board Recommendation

The Board (with the relevant Director abstaining in respect of the Resolution relating to him or her) considers that the NEDSIP remains an appropriate mechanism to assist in the recruitment, reward, retention and motivation of non-executive Directors, and therefore recommends that Shareholders vote in favour of Resolutions 9, 10, 11, 12 and 13.

GLOSSARY

\$ means Australian dollars.

20 Day VWAP means the VWAP for the Company's Shares, calculated over the 20 trading days on which trades of those Shares were recorded on the ASX prior to the relevant reference date.

7.1A Mandate has the meaning given in Section 7.1.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Chair means the chair of the Meeting.

Company or **Bannerman** means Bannerman Energy Ltd (ABN 34 113 017 128).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Employee Incentive Plan or **EIP** means the Company's Employee Incentive Plan.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Group means Bannerman and its subsidiaries.

Incentive means a right to acquire a Share whether by purchase or subscription (and includes a Performance Right, Option or ZEPO).

Listing Rules or **ASX Listing Rules** means the Listing Rules of ASX.

NEDSIP means the Company's Non-Executive Directors' Share Incentive Plan.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Performance Right means an entitlement to one Share, subject to vesting and satisfaction of any performance conditions.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2021.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

Variable A means "A" as set out in the formula in Listing Rule 7.1A.2.

VWAP means volume weighted average price.

WST means Western Standard Time as observed in Perth, Western Australia.

ZEPO means an Option with an exercise price of zero (\$0.00).

SCHEDULE 1 – MATERIAL TERMS AND CONDITIONS OF EMPLOYEE INCENTIVE PLAN

Key Term	Description of term
Eligible employees	Full and part time employees and contractors of the Company or any of its subsidiary entities (wherever they reside), but excluding non-executive Directors, will be eligible to be granted Incentives. However, there may be some further regulatory requirements for executive Directors or employees residing outside Australia.
Entitlement for Performance Rights	Subject to the terms of the EIP, vesting and the satisfaction of any performance conditions, each Performance Right entitles the holder to receive one Share in Bannerman.
Exercise price for Performance Rights	There is no consideration payable upon the grant or exercise of a Performance Right.
Entitlement for Options	Subject to the terms of the EIP, vesting and the satisfaction of any performance conditions, each Option entitles the holder to acquire (whether by purchase or subscription) and be allotted one Share in Bannerman on the exercise of the Option.
Exercise price for Options	The exercise price of an Option will be determined by the Board in its absolute discretion. Where an Option is a ZEPO, the exercise price will be zero (\$0.00).
Vesting conditions	The Board has the discretion at the time of the grant of an Incentive under the EIP to determine what (if any) vesting conditions need to be satisfied before the Incentives become capable of exercise.
Vesting in other circumstances	The Board may permit a participant to exercise Incentives or have such Incentives vested, in other limited situations, such as where a resolution is passed approving the disposal of Bannerman's main undertaking or on a winding up of Bannerman.
Expiry date	The Board may set out in an invitation to participate in the EIP the date and times when any Incentives lapse. The expiry date will be no later than 10 years after the date of grant.
Exercise into acquirer shares	Subject to the ASX Listing Rules, the EIP provides flexibility for Bannerman to agree with any successful acquirer of Bannerman to an arrangement whereby Incentives will become exercisable or vest into shares of the successful acquirer or its parent in lieu of Shares. Any such exercise or vesting will be on substantially the same terms and subject to substantially the same conditions as the holder may exercise or vest Incentives to acquire Shares, but with appropriate adjustments to the number and kind of Shares subject to the incentives, as well as to any exercise price.

Board discretion	Under the terms of the EIP, the Board has absolute discretion to determine the exercise price, the expiry date and vesting conditions of any grants made under the EIP, without the requirement for further Shareholder approval.
Vesting on change of control	<p>Incentives that remain subject to a vesting condition immediately vest and are received or become exercisable by the participant in the event that a takeover bid is made for Bannerman, or another corporate transaction is pursued (such as a scheme of arrangement, selective capital return etc) which results in the bidder acquiring voting power to more than 50% of Bannerman.</p> <p>The Board also has a general discretion to allow Incentives to immediately vest if the Board determines, acting in good faith and consistent with its fiduciary duties, that a person has obtained voting power which is sufficient to control the composition of the Board of Bannerman.</p> <p>Incentives will lapse on their expiry date.</p>
Transferability	Incentives are only transferable upon a takeover bid where the Incentives are transferred to the bidder, upon a scheme of arrangement where the Incentives are transferred to the acquirer, by force of law upon death of the incentive holder or upon bankruptcy of the Incentive holder, or otherwise with the consent of the Board.
Right to participate in dividends	Incentives will not entitle the holder to any dividends (or Shares or rights in lieu of dividends) declared or issued by the Company.
Listing	The Incentives will not be listed.
Adjustment for rights issues	The exercise price of Incentives (if applicable) will be adjusted in the manner provided by the ASX Listing Rules in the event of the Company conducting a rights issue prior to the lapse of the relevant Incentive.
Other rights to participate in bonus issues, reorganisations and new issues etc	<p>If the Company completes a bonus issue during the term of an Incentive, the number of Shares the holder is then entitled to will be increased by the number of Shares which the holder would have been issued in respect of Incentives if they were exercised (in the case of Options) or are vested and are received (in the case of Performance Rights) immediately prior to the record date for the bonus issue.</p> <p>In the event of any reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company, the number of Incentives to which the holder is entitled or the exercise price of the Incentives (if applicable), or both as appropriate, will be adjusted in the manner provided for in the ASX Listing Rules.</p> <p>Subject to the terms of the EIP and as otherwise set out above, during the currency of the Incentives and prior to their exercise (in the case of Options) or vesting and receipt (in the case of Performance Rights), the holder is not entitled to participate in any new issue of securities of the Company as a result of their holding the Incentives.</p>

Incentives on cessation of employment

Cause	Incentives which have not vested	Incentives which have vested
Termination for ill health or death	Immediately lapse unless Board determines otherwise	May be exercised (in the case of ill health) by the participant, or (in the case of death) by the participant's personal representative, until the Incentive lapses
Termination for cause (e.g. fraud, dishonesty, material breach of obligations)	Immediately lapse unless Board determines otherwise	Immediately lapse unless Board determines otherwise
Termination by consent (e.g. resignation)	Immediately lapse unless Board determines otherwise	Are able to be exercised during the period 30 days after cessation of employment or a longer period allowed by the Board
Redundancy, constructive dismissal, other termination by Company not dealt with above	Incentives automatically vest and are able to be exercised during the period 30 days after cessation of employment or a longer period allowed by Board	Are able to be exercised during the period 30 days after cessation of employment or a longer period allowed by the Board

SCHEDULE 2 – MATERIAL TERMS AND CONDITIONS OF ZEPOs UNDER THE EIP

Key Terms

1. The Options are issued for no consideration.
2. Subject to these terms, each Option entitles the holder to subscribe for and be allotted one Share on exercise of the Option.
3. The exercise price payable upon exercise of each Option is zero (\$0.00) (**Exercise Price**).
4. The expiry date for each Option is 5.00pm (Perth time) eight years from the date of issue (**Expiry Date**).

Vesting Condition

5. Subject to the rules of the EIP, the ability to exercise any Option is conditional upon any applicable vesting conditions having been satisfied (**Vesting Condition**).

Details of each applicable Vesting Condition for Options to be issued to Mr Brandon Munro are set out in Section 9.6.

Lapsing of an Option

6. Unless the Board otherwise determines in its absolute discretion, any unexercised Option will lapse upon the earliest to occur of:
 - (a) the Option lapsing in accordance with any rule of the EIP;
 - (b) failure to meet the Option's Vesting Condition in the prescribed period, unless the Board otherwise determines in its absolute discretion; and
 - (c) the Expiry Date.

Transferability

7. The Options will not be quoted on the ASX.
8. The Options are only transferable in accordance with the rules of the EIP.
9. Where the holder purports to transfer Options other than in accordance with paragraph 8 the Options immediately lapse.
10. Options granted under the EIP may not be used to secure the payment of any monies.

Exercise – process

11. Subject to the rules of the EIP (including paragraph 6), where a Vesting Condition has been imposed on the exercise of Options, then the ability to exercise any Option is conditional upon the satisfaction of the Vesting Condition.
12. Options must be exercised in accordance with these terms by the holder giving the Company an Exercise Notice and the Certificate (for the avoidance of doubt, no payment is required for the exercise of an Option). Options may only be

exercised in multiples of 100 (or for less than 100 if less than 100 Options are held or would remain after exercise of the other Options held).

Issue of Shares

13. Shares allotted and issued pursuant to the exercise of an Option will be allotted and issued within 10 business days after receipt of a properly executed Exercise Notice.

In the event that the issue of Shares on exercise of an Option would require the Company to prepare a disclosure document in the absence of appropriate arrangements with the holder, then the Company may require the holder (as a pre-condition to the issue of the underlying Shares on exercise of the Options) to enter into such arrangements with the Company as the Company considers appropriate to ensure that the issue of such Shares without disclosure does not contravene the fundraising provisions of the Corporations Act.

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14. All Shares issued upon exercise of the Options will rank *pari passu* in all respects with Shares then on issue. If the Shares are quoted, the Company will apply for official quotation of all Shares issued upon exercise of the Options within a reasonable period of time after the date of allotment of those Shares. For the avoidance of doubt, if the holder has not entered into the appropriate arrangements referred to in paragraph 13 above, then the Company may delay applying for official quotation of any Shares issued upon exercise of the Options for the period that it is unable to issue a notice under section 708A(5) of the Corporations Act.

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15. There will be no transfer restrictions on Shares allotted in accordance with these terms unless the sale, transfer or disposal by the holder of the Shares issued to them on exercise of the Options (or any interest in them) would require the preparation of a disclosure document (as that term is defined in the Corporations Act). If a disclosure document is required, the holder will be required to enter into such arrangements with the Company as the Board considers appropriate to prevent the sale, transfer or disposal of the relevant Shares in a manner that would require a disclosure document to be prepared.

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16. If, after the exercise of Options in accordance with these terms, there are still Options on a Certificate that remain unexercised, the Company will issue a new certificate for the balance of the Options held by the holder and not yet exercised.

Termination Payments

17. If the vesting of Options arising from the Eligible Individual ceasing to be an employee of the Company or its subsidiary entities (including as a result of death or illness) when aggregated with any other benefits paid or payable to the Eligible Employee in connection with cessation of their employment with the Company or its subsidiary entities:

(a) has not been approved by shareholders pursuant to Part 2D.2 of the Corporations Act; or

(b) is not otherwise permitted by law,

then the number of Options that vest under the relevant rule is automatically reduced to the maximum number of Options permitted to vest at law upon their cessation of employment.

Governing provisions and other

18. In addition to Options not conferring any right to dividends, Options do not confer any right to:

- vote, except as otherwise required by law;
- a return of capital, whether in a winding up, upon a reduction of capital or otherwise;
- participate in the surplus profit or assets of the Company on a winding up; or
- participate in new issues of securities (such as bonus issues or entitlement issues),

unless and until the applicable Vesting Conditions have been satisfied and the Options are exercised into Shares.

19. If there is any inconsistency between the EIP and these terms, the EIP prevails to the extent of that inconsistency.

20. The EIP, these terms and any Options issued under them are governed by the law of Western Australia.

SCHEDULE 3 – MATERIAL TERMS AND CONDITIONS OF ZEPOs UNDER THE NEDSIP

Key Terms

1. The Options are issued for no consideration.
2. Subject to these terms, each Option entitles the holder to subscribe for and be allotted one Share on exercise of the Option.
3. The exercise price payable upon exercise of each Option is zero (\$0.00) (**Exercise Price**).
4. The expiry date for each Option is 5.00pm (Perth time) four years from the date of issue (**Expiry Date**).

Minimum Vesting Period

5. Subject to the rules of the NEDSIP, the ability to exercise any Option is conditional upon the Eligible Individual being a director of, or providing services to, the Company or its subsidiary entities at all times during the Minimum Vesting Period, being 12 months from date of issue (**Vesting Condition**).

Lapsing of an Option

6. Unless the Board otherwise determines in its absolute discretion, any unexercised Option will lapse upon the earliest to occur of:
 - (a) the Option lapsing in accordance with paragraph 12;
 - (b) the Option lapsing in accordance with a provision of paragraphs 7 to 9;
 - (c) the Option lapsing in accordance with a provision of paragraphs 26 to 28;
 - (d) failure to meet the Option's Vesting Condition; and
 - (e) the Expiry Date.
7. Subject to the rules of the NEDSIP and these terms, if an Eligible Individual ceases to be a director of, or provide services to, the Company or its subsidiary entities, then:
 - (a) if the Vesting Condition has been satisfied, the Option continues and may be exercised by the holder in the 30 day period starting on the date of such cessation or any longer period permitted by the Board, after which time the Option will automatically lapse; or
 - (b) if the Vesting Condition has not been satisfied, the Option will automatically lapse on the date of such cessation, unless the Board determines otherwise.

To the extent the Options are not exercised in accordance with this paragraph, the Options will lapse.

The Board will advise the holder of the achievement, satisfaction or waiver of a Vesting Condition. The Board's decision as to satisfaction, achievement or waiver of a Vesting Condition may be made in the Board's absolute discretion and a determination as to the interpretation, effect, application, achievement, satisfaction or waiver of a Vesting Condition is final and conclusive.

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8. If an Eligible Individual dies, an Option may be exercised in full, subject to the Option not having lapsed as described in paragraph 6, by the holder at any time up to but not later than twelve months after the date of death and, to the extent not so exercised, the Option shall lapse.
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9. If, in the opinion of the Board, an Eligible Individual acts fraudulently or dishonestly or is in breach of his or her obligations to the Company or any of its subsidiary entities, then the Board may deem any unexercised Options of the holder to have lapsed (whether or not that Eligible Individual has ceased to be a director of the Company or any of its subsidiary entities).

Transferability

10. The Options will not be quoted on the ASX.
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11. The Options are only transferable:
- (a) by force of law upon death to the holder's legal personal representative or upon bankruptcy to the holder's trustee in bankruptcy;
 - (b) where a Takeover Bid is made to acquire all or some of the Shares in the Company in circumstances where:
 - (1) the offer is for all Shares;
 - (2) the offer is declared unconditional; and
 - (3) holders of at least half of the Shares the subject of the Takeover Bid have accepted that offer,and the Options are transferred by the holder to the party making the Takeover Bid for the Company; or
 - (c) where a scheme of arrangement pursuant to Part 5.1 of the Corporations Act between the Company and the holders of Shares becomes effective in accordance with section 411(10) of the Corporations Act and the Options are transferred by the holder to the party acquiring all of the Shares pursuant to the scheme of arrangement;
- or otherwise with the prior written consent of the Board.
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12. Where the holder purports to transfer Options other than in accordance with paragraph 11 the Options immediately lapse.
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13. Options granted under the NEDSIP may not be used to secure the payment of any monies.

Exercise – process

14. Subject to paragraph 6, where a Vesting Condition has been imposed on the exercise of Options, then the Options are not exercisable unless and until the Board has notified the holder that the Vesting Condition has been satisfied or otherwise waived by the Board (in its absolute discretion).
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15. Options must be exercised in accordance with these terms by the holder giving the Company an Exercise Notice and the Certificate (for the avoidance of doubt, no payment is required for the exercise of an Option). Options may only be exercised in multiples of 100 (or for less than 100 if less than 100 Options are held or would remain after exercise of the other Options held).
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Issue of Shares

16. Shares allotted and issued pursuant to the exercise of an Option will be allotted and issued within 10 business days after receipt of a properly executed Exercise Notice.

In the event that the issue of Shares on exercise of an Option would require the Company to prepare a disclosure document in the absence of appropriate arrangements with the holder, then the Company may require the holder (as a pre-condition to the issue of the underlying Shares on exercise of the Options) to enter into such arrangements with the Company as the Company considers appropriate to ensure that the issue of such Shares without disclosure does not contravene the fundraising provisions of the Corporations Act.

17. All Shares issued upon exercise of the Options will rank *pari passu* in all respects with Shares then on issue. If the Shares are quoted, the Company will apply for official quotation of all Shares issued upon exercise of the Options within a reasonable period of time after the date of allotment of those Shares. For the avoidance of doubt, if the holder has not entered into the appropriate arrangements referred to in paragraph 17 above, then the Company may delay applying for official quotation of any Shares issued upon exercise of the Options for the period that it is unable to issue a notice under section 708A(5) of the Corporations Act.

18. There will be no transfer restrictions on Shares allotted in accordance with these terms unless the sale, transfer or disposal by the holder of the Shares issued to them on exercise of the Options (or any interest in them) would require the preparation of a disclosure document (as that term is defined in the Corporations Act). If a disclosure document is required, the holder will be required to enter into such arrangements with the Company as the Board considers appropriate to prevent the sale, transfer or disposal of the relevant Shares in a manner that would require a disclosure document to be prepared.

19. If, after the exercise of Options in accordance with these terms, there are still Options on a Certificate that remain unexercised, the Company will issue a new certificate for the balance of the Options held by the holder and not yet exercised.

Rights to participate in dividends, new issues of Shares etc

20. The Options will not entitle the holder to any dividends (or Shares or rights in lieu of dividends) declared or issued by the Company.

21. (a) If Shares are issued pro rata to the Company's shareholders generally by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment) involving capitalisation of reserves or distributable profits, the holder of Options is entitled, upon exercise of the Options, to receive, in addition to the Shares in respect of which the Options are exercised and without the payment of any further consideration, an allotment of as many additional Shares as would have been issued to a shareholder who, on the date for determining entitlements under the bonus issue, held Shares equal in number to the Shares in respect of which the Options are exercised.
- (b) Additional Shares to which the holder of Options becomes so entitled will, as from the time Shares are issued pursuant to the bonus issue and until those additional Shares are allotted, be regarded as Shares comprised in the relevant Options and in respect of which the Options are exercised for the purposes of subsequent applications of paragraph 22(a), and any

adjustments which, after the time just mentioned, are made under paragraph 24 to the number of Shares will also be made to the additional Shares.

22. If Shares are offered pro rata for subscription by the Company's shareholders generally by way of a rights issue during the currency of and prior to exercise of any Options, the Exercise Price of each Option, to the extent that an Exercise Price is greater than zero, will be adjusted in the manner provided for in the Listing Rules.

23. In the event of any reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company, the number of Options to which the holder is entitled or the Exercise Price of the Options, or both as appropriate, will be adjusted in the manner provided for in the Listing Rules.

24. Holders of Options cannot participate in new issues of capital by the Company offered to shareholders without exercising the Options.

Takeovers, schemes of arrangement etc

25. If a Change of Control occurs, then the Board must (unless any Takeover Bid to which the Change of Control relates also includes an equivalent offer to the holder to acquire all or a substantial portion of their Options) notify the holder of the Change of Control. The notice will also inform the holder that any Options held which remain subject to a Vesting Condition will immediately vest and may be exercised by the holder until the Options lapse on the Expiry Date.

26. The Board may also, in its absolute discretion, permit the exercise of Options (irrespective of whether the relevant Vesting Conditions have been met) during such period as the Board determines where:

- (a) the Company passes a resolution for voluntary winding up;
 - (b) an order is made for the compulsory winding up of the Company; or
 - (c) the Company passes a resolution in accordance with Listing Rule 11.2 to dispose of its main undertaking.
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27. If a company (**Acquiring Company**) obtains control of the Company as a result of:

- (a) a Takeover Bid;
- (b) a scheme of arrangement between the Company and its shareholders; or
- (c) a selective capital reduction,

and both the Company and the Acquiring Company agree, the holder may, upon exercise of his or her Options, elect to acquire and the Company may provide shares of the Acquiring Company or its parent in lieu of Shares, on substantially the same terms and subject to substantially the same conditions as the holder may exercise Options to acquire Shares, but with appropriate adjustments to the number and kind of shares subject to the Options, as well as to the Exercise Price.

Termination Payments

28. If the vesting of Options in accordance with paragraphs 7 to 9, when aggregated with any other benefits paid or payable to the Eligible Individual in connection with their retirement from office or position with the Company or any of its subsidiary entities:

(a) has not been approved by shareholders pursuant to Part 2D.2 of the Corporations Act; or

(b) is not otherwise permitted by law,

then the number of Options that vest under the relevant rule is automatically reduced to the maximum number of Options permitted to vest at law upon their retirement from that office or position.

Governing provisions and other

29. In addition to Options not conferring any right to dividends or being able to participate in a new issue of securities, Options do not confer any right to:

- vote, except as otherwise required by law;
- a return of capital, whether in a winding up, upon a reduction of capital or otherwise; or
- participate in the surplus profit or assets of the Company on a winding up,

unless and until the applicable Vesting Conditions have been satisfied and the Options are exercised into Shares.

30. If there is any inconsistency between the NEDSIP and these terms, the NEDSIP prevails to the extent of that inconsistency.

31. The NEDSIP, these terms and any Options issued under them are governed by the law of Western Australia.

SCHEDULE 4 – KEY TERMS OF THE NON-EXECUTIVE DIRECTOR SHARE INCENTIVE PLAN

Key term	Description of term
Permitted grants	Permits grants of Incentives, which includes Options (including ZEPOs) and Performance Rights.
Minimum vesting period	<p>Under the NEDSIP, the Board may impose a minimum vesting period and performance hurdles on the terms and conditions of an issue of an Incentive.</p> <p>The Board's current policy is for Incentives to be issued with a minimum vesting period of 12 months from the date of grant (Minimum Vesting Period).</p> <p>For Incentives granted under the NEDSIP in the form of Performance Rights no exercise price will be payable. However, there will be conditions attached which require the NED to continue in their role for the 12 month Minimum Vesting Period whereupon the Performance Right will vest automatically into a Share.</p> <p>If the Board decides to issue Options, then, under the Board's current policy (which the Board may change at any time), Options will vest only upon completion of the Minimum Vesting Period and may then be exercised upon payment of the exercise price (if the exercise price is greater than zero). If the Option is a ZEPO, then no exercise price is payable.</p>
Incentives	The NEDSIP allows the Board to grant Performance Rights and Options (including ZEPOs) to eligible participants.
Grants of Incentives	<p>Non-Executive Directors are each entitled to receive one third of their annual Director fees (excluding fees paid for services as a member to a Board Committee and extra exertion fees) in the form of Incentives under the NEDSIP (Annual Allocation), with the other two thirds being paid in cash. This may be changed by the Board from time to time.</p> <p>Incentives issued under the NEDSIP are to be issued for no consideration.</p>
Entitlement to Incentives	Subject to the terms of the NEDSIP, vesting and the satisfaction of any performance conditions, each Incentive entitles the holder to receive one Share.
Exercise price	The Board may grant Options under the NEDSIP. If it chooses to do so, the exercise price of any Options granted under the NEDSIP is at the absolute discretion of the Board (in accordance with applicable securities regulations) and the Board will determine the exercise price from time to time, which shall be zero (\$0.00) in the case of a ZEPO.

Expiry Date	The NEDSIP provides that the expiry date will be not later than 5 years after the date of issue. Current policy is that the expiry date for Options is the date 4 years after the date of issue.
Effect of ceasing to be a director or death	<p>If a Non-Executive Director ceases to be a Director of or provide services to Bannerman or its subsidiary entities, then:</p> <p>(a) if all relevant vesting conditions have been met or if no vesting condition is imposed, the Incentive continues and may be exercised by the Non-Executive Director in the 30 day period starting on the date of such cessation or any longer period permitted by the Board, after which time the Incentive will automatically lapse; or</p> <p>(b) if any relevant vesting condition has not been met, the Incentive will automatically lapse on the date of such cessation, unless the Board determines otherwise.</p> <p>Unless the Incentives have otherwise lapsed, if a Non-Executive Director dies then their Incentives may be exercised in full up to 12 months after his or her death.</p> <p>The Board will consider any applicable limitations under the termination benefit rules in the Corporations Act when making any determination or allowing any extension following a Non-Executive Director ceasing to be a Director of or provide services to Bannerman.</p>
Dividend and voting rights	Incentives granted under the NEDSIP do not carry any dividend or voting rights.
Vesting on change of control	<p>Incentives automatically vest, and may become transferable, in the event that a takeover bid is made for Bannerman, or another corporate transaction is pursued (such as a scheme of arrangement or selective capital return) which results in the bidder acquiring voting power to more than 50% of Bannerman.</p> <p>The Board also has a general discretion to allow Incentives to vest if the Board determines, acting in good faith and consistent with its fiduciary duties, that a person has obtained sufficient voting rights to control the composition of the Board.</p> <p>The Board may permit a participant to exercise Incentives or have such Incentives vested, in other limited situations, such as where a resolution is passed approving the disposal of Bannerman's main undertaking or on winding up of Bannerman.</p> <p>Once vested, the Incentives will lapse on their expiry date.</p>
Exercise into bidder shares	The NEDSIP provides flexibility for Bannerman to agree with any successful acquirer of Bannerman to an arrangement whereby Incentives will become exercisable into acquirer shares as opposed to Bannerman shares.
Transferability	Incentives are transferable only in the event that a change of control of Bannerman occurs or by force of law upon the death of the

	participant or upon the bankruptcy of the participant, or otherwise with the consent of the Board.
Bonus issues, rights issues, reconstruction	The NEDSIP contains standard rules providing for adjustments to Incentives granted under the NEDSIP in the event of a bonus issue, rights issue or reorganisation of Bannerman's issued capital.
Listing	The Incentives will not be listed.
Board discretion	The Board has absolute discretion (in accordance with applicable securities regulations) to determine the exercise price, the expiry date and vesting conditions of any grants made under the NEDSIP, without the requirement of further Shareholder approval.