

23 October 2015

ASX Market Announcements  
ASX Limited  
20 Bridge Street  
SYDNEY NSW 2000

## **NOTICE OF ANNUAL GENERAL MEETING AND ANNUAL REPORT**

Please find attached the company's Notice of Annual General Meeting to be held on Wednesday, 25 November 2015 at 11.00am.

The company advises that the Annual Report comprises only the documents previously lodged with ASX.

Yours faithfully

Neville Bassett  
Company Secretary

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**Exoma Energy Limited**  
ACN 125 943 240

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## **NOTICE OF ANNUAL GENERAL MEETING**

**The Annual General Meeting of the Company will be held at Adina Apartment Hotel Perth, 33 Mounts Bay Road, Perth, Western Australia on Wednesday, 25 November 2015 at 11.00 am (WST).**

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*This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.*

***Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on (08) 9486 7066.***

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the annual general meeting of Shareholders of Exoma Energy Limited (**Company**) will be held at Adina Apartment Hotel Perth, 33 Mounts Bay Road, Perth, Western Australia on Wednesday, 25 November 2015 at 11.00am (WST) (**Meeting**).

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

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 as Shareholders on 23 November 2015 at 4.00pm (WST).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Section 8.

## **AGENDA**

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### **Annual Report**

To table and consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2015, which includes the Financial Report, the Directors' Report and the Auditor's Report.

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### **1. Resolution 1 – Adoption of Remuneration Report**

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

*"That the Remuneration Report be adopted by the Shareholders on the terms and conditions in the Explanatory Memorandum."*

#### **Voting Exclusion**

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by, or on behalf of:

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

However, a person described above may cast a vote on this Resolution if the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above and either:

- (a) the person does so as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; or

- (b) the person is the Chairman voting an undirected proxy which expressly authorises the Chairman to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
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## **2. Resolution 2 – Re-election of Stephen Harrison as a Director**

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

*"That Mr Stephen Harrison, who retires in accordance with Article 28.6 of the Constitution, being eligible and offering himself for re-election, is re-elected as a Director."*

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## **3. Resolution 3 – Cancellation of Shares issued to Jasmah Investments on 2 September 2015**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a special resolution:

*"That, for the purposes of section 256C of the Corporations Act, the Constitution, and for all other purposes, approval is given for the Company to make a selective reduction of capital and cancel a total of 3,000,000 Shares with effect from the date 14 days after this Resolution is lodged with ASIC on the terms and conditions set out in the Explanatory Memorandum."*

### **Voting Exclusion**

The Company will disregard any votes cast on this Resolution by a person who is to receive consideration as part of the reduction or whose liability to pay amounts unpaid on Shares is to be reduced, or by their associates.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
  - (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.
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## **4. Resolution 4 – Approval of issue of Shares to Jasmah Investments as consideration for corporate consulting services**

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

*"That for the purposes of Listing Rule 10.11, and for all other purposes, Shareholders approve and authorise the Directors to issue 3,000,000 Shares (**Jasmah Shares**) to Jasmah Investments on the terms and conditions set out in the Explanatory Memorandum."*

### **Voting Exclusion**

The Company will disregard any votes cast on this Resolution by Jasmah Investments and any of its associates.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Dated 19 October 2015

**BY ORDER OF THE BOARD**

Mr Neville Bassett  
Company Secretary

## **EXPLANATORY MEMORANDUM**

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### **1. Introduction**

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Adina Apartment Hotel Perth, 33 Mounts Bay Road, Perth, Western Australia on Wednesday, 25 November 2015 at 11.00am (WST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

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### **2. Action to be taken by Shareholders**

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

#### **2.1 Proxies**

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

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

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

#### **2.2 Voting Prohibition by Proxy Holders**

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 1 if:

- (a) the person is either:
  - (i) a member of the Key Management Personnel of the Company; or

- (ii) a Closely Related Party of such a member, and
- (b) the appointment does not specify the way the proxy is to vote on Resolution 1.

However, the prohibition does not apply if:

- (c) the proxy is the Chairman; and
- (d) the appointment expressly authorises the Chairman to exercise the proxy even if Resolution 1 is connected directly or indirectly with remuneration of a member of the Key Management Personnel of the Company.

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### **3. Annual Report**

Shareholders will be offered the opportunity to discuss the Annual Report at the Meeting. Copies of the report can be found on the Company's website [www.exoma.net](http://www.exoma.net) or by contacting the Company on (08) 9486 7066.

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

Shareholders will be offered the following opportunities:

- (a) discuss the Annual Report;
- (b) ask questions about, or make comment on, the management of the Company;
- (c) ask questions about, or make comment on, the Remuneration Report;
- (d) ask the auditor questions about:
  - (i) the conduct of the audit;
  - (ii) the preparation and content of the Auditor's Report;
  - (iii) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
  - (iv) the independence of the auditor in relation to the conduct of the audit.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- (a) the content of the Auditor's Report; and
- (b) the conduct of the audit of the Financial Report,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

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### **4. Resolution 1 - Adoption of Remuneration Report**

Section 250R(2) of the Corporations Act provides that the Company is required to put the Remuneration Report to the vote of Shareholders. The Directors' Report contains a Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive and non-executive directors.

Section 250R(3) of the Corporations Act provides that this Resolution is advisory only and does not bind the Directors of the Company. Of itself, a failure of Shareholders to pass this Resolution will not require the Directors to alter any of the arrangements in the Remuneration

Report. However, the Directors take the discussion at the meeting and the outcome of the vote into account when considering the Company's remuneration practices.

The Chairman will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

If at least 25% of the votes cast are voted against adoption of the Remuneration Report at two consecutive annual general meetings, the Company will be required to put to shareholders at the second annual general meeting a resolution proposing that another general meeting be held within 90 days, at which all of the Company's Directors (other than the Managing Director) who were in office at the date of approval of the applicable Directors' Report would go up for re-election.

At the Company's 2014 Annual General Meeting the remuneration report was approved by over 75% of shareholders.

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

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## **5. Resolution 2 – Re-election of Stephen Harrison as a Director**

Article 28.6 of the Constitution requires that one third of the Directors must retire at each annual general meeting. Article 28.6 also provides that any director who so retires is eligible for re-election at that meeting

Pursuant to article 28.6 Mr Stephen Harrison will retire by rotation and, being eligible, seeks re-election.

A summary of the qualifications and experience of Mr Harrison is provided in the Annual Report.

The Board believes that Mr Harrison has performed the duties and responsibilities of a director diligently and professionally, in the best interests of all Shareholders.

The Board unanimously supports the re-election of Mr Harrison.

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## **6. Resolution 3 – Cancellation of Shares issued to Jasmah Investments on 2 September 2015**

### **6.1 General**

On 2 September 2015, the Company issued 3,000,000 Shares to Jasmah Investments in consideration for corporate consulting services provided to the Company. The issue of these Shares was announced through the Appendix 3B lodged on 2 September 2015.

The Company has since become aware that, due to the relationship between Jasmah and one of the directors of the Company, Jasmah is a related party of the Company and accordingly the issue of shares to Jasmah without prior shareholder approval was in breach of Listing Rule 10.11. The Company wishes to advise Shareholders that the breach was inadvertent and steps have been taken to ensure that such a breach is not repeated in the future.



With ASX approval, the Company is seeking Shareholder approval to remedy this breach by the cancellation in full of the 3,000,000 Shares issued to Jasmah Investments and subsequently seeking Shareholder approval to re-issue the Shares to Jasmah Investments. Resolution 4 seeks Shareholder approval to re-issue the Shares to Jasmah Investments.

Resolution 3 is a special resolution.

## **6.2 Corporations Act Requirements**

To enable the Company to make the capital reduction by cancelling the Shares issued to Jasmah Investments, section 256C(2) of the Corporations Act requires a special resolution of the Shareholders passed at a general meeting. A special resolution is a resolution that has been passed by at least 75% of the votes cast by Shareholders entitled to vote on the resolution, either in person or by proxy.

The cancellation of the Shares must also be approved by a special resolution passed at a meeting of the Shareholders whose Shares are to be cancelled. The Company will hold a meeting of Jasmah Investments for this purpose immediately prior to this Meeting.

The capital reduction proposed for the Company is a selective reduction because the terms of the reduction will not be the same for each holder of Shares. Only the 3,000,000 Shares held by Jasmah Investments will be cancelled.

Section 256B of the Corporations Act provides that a company may reduce its share capital by cancelling shares for no consideration if the reduction:

- (a) is fair and reasonable to the Company's Shareholders as a whole; and
- (b) is approved (as mentioned previously) under section 256C of the Corporations Act.

The Directors of the Company consider that the proposed capital reduction is fair and reasonable to the Shareholders as a whole because the 3,000,000 Shares that were issued to Jasmah Investments were inadvertently issued without prior Shareholder approval in breach of Listing Rule 10.11. The Company takes its compliance with the Listing Rules seriously. Therefore, the Directors consider it appropriate and necessary to cancel the 3,000,000 Shares previously issued to Jasmah Investments and seek Shareholder approval to re-issue the Shares to Jasmah Investments pursuant to Resolution 4.

There is no information known to the Company that is material to the decision on how to vote on the Resolution other than has been disclosed in this Notice.

Under the Corporations Act, the Company may cancel the Shares 14 days after the Resolution is lodged with ASIC.

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## **7. Resolution 4 – Approval of issue of Shares to Jasmah Investments as consideration for corporate consulting services**

### **7.1 General**

Resolution 4 seeks Shareholder approval pursuant to Listing Rule 10.11 for the issue of 3,000,000 Shares to Jasmah Investments. The Jasmah Shares are to be issued, subject to Shareholder approval, in consideration for corporate consulting services provided to the Company.

Listing Rule 10.11 provides that a company must not (subject to specified exceptions) issue or agree to issue equity securities to a related party without the approval of shareholders. Jasmah Investments is a related party of the Company by virtue of its relationship with one of the directors of the Company and therefore approval is required under Listing Rule 10.11 for the issue of the Jasmah Shares to it.

If approval for the issue of the Jasmah Shares is given under Listing Rule 10.11, Shareholder approval is not required under Listing Rule 7.1. Shareholder approval of the issue of the Jasmah Shares pursuant to Listing Rule 10.11 means that this issue will not reduce the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 4 is an ordinary resolution.

## **1.1 Information required by Listing Rule 10.13**

For the purposes of Listing Rule 10.13 information regarding the issue of the Jasmah Shares is provided as follows:

- (a) The maximum number of Shares to be issued to Jasmah Investments is 3,000,000 Shares.
- (b) The Jasmah Shares may be issued no later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (a) Jasmah Investments is a related party of the Company by virtue of its relationship with one of the directors of the Company.
- (b) The Jasmah Shares will be issued in consideration for corporate consulting services provided to the Company and accordingly no funds will be raised from the issue of the Jasmah Shares.
- (c) The Jasmah Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
- (c) As Shareholder approval is sought under Listing Rule 10.11, approval under Listing Rule 7.1 is not required.
- (d) A voting exclusion statement is included in the Notice.

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## **8. Definitions**

In this Notice, Explanatory Memorandum and Proxy Form:

**\$** means Australian Dollars.

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

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

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

**Board** means the board of Directors.

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

**Company** means Exoma Energy Limited ACN 125 943 240.

**Constitution** means the current constitution of the Company.

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

**Director** means a director of the Company.

**Directors' Report** means the annual directors report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

**Explanatory Memorandum** means the explanatory memorandum attached to the Notice.

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

**Jasmah Shares** has the meaning given in Resolution 4.

**Jasmah Investments** means Jasmah Investments Pty Ltd ACN 116 326 544.

**Key Management Personnel** means a person having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

**Listing Rules** means the listing rules of ASX.

**Meeting** has the meaning given in the introductory paragraph of the Notice.

**Notice** means this notice of meeting.

**Proxy Form** means the proxy form attached to the Notice.

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

**Resolution** means a resolution contained in this Notice.

**Schedule** means a schedule to this Notice.

**Section** means a section contained in this Explanatory Memorandum.

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

**Shareholder** means a shareholder of the Company.

**WST** means Western Standard Time, being the time in Perth, Western Australia.

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

# EXOMA ENERGY LIMITED

ACN 125 943 240

## PROXY FORM

The Company Secretary  
Exoma Energy Limited

**By delivery:**

Exoma Energy Limited  
Level 45, 108 St Georges Terrace  
Perth WA 6000

**By post:**

Exoma Energy Limited  
PO Box 7315  
Perth WA 6850

**By facsimile:**

+61 8 9486 8066

**Step 1 – Appoint a Proxy to Vote on Your Behalf**

I/We<sup>1</sup> \_\_\_\_\_

of \_\_\_\_\_

being a Shareholder/Shareholders of the Company and entitled to \_\_\_\_\_

votes in the Company, hereby appoint:

**The Chairman of the Meeting (mark box)**

☐

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and address of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally on my/our behalf at the Annual General Meeting to be held at Adina Apartment Hotel Perth, 33 Mounts Bay Road, Perth, Western Australia on Wednesday, 25 November 2015 at 11.00am (WST) and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit, except for as set out below).

**Important – If the Chairman of the Meeting is your proxy or is appointed your proxy by default**

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 1. If the Chairman of the Meeting is your proxy or is appointed your proxy by default, unless you indicate otherwise by ticking either the 'for', 'against' or 'abstain' box in relation to Resolution 1, you will be authorising the Chairman to vote in accordance with the Chairman's voting intentions on Resolution 1 even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

**The Chairman of the Meeting intends to vote undirected proxies in favour of each Resolution.**

**Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the meeting.**

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

**Step 2 – Instructions as to Voting on Resolutions**

**INSTRUCTIONS AS TO VOTING ON RESOLUTIONS**

The proxy is to vote for or against the Resolution referred to in the Notice as follows:

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution2	Re-election of Stephen Harrison as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Cancellation of Shares issued to Jasmah Investments on 2 September 2015	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of issue of Shares to Jasmah Investments as consideration for corporate consulting services	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

### Authorised signature/s

This section **must** be signed in accordance with the instructions below to enable your voting instructions to be implemented.

Individual or Shareholder 1	Shareholder 2	Shareholder 3
<div></div>	<div></div>	<div></div>
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name	Contact Daytime Telephone	Date
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<sup>1</sup>Insert name and address of Shareholder

### Proxy Notes:

A Shareholder entitled to attend and vote at the General Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that General Meeting. If the Shareholder is entitled to cast 2 or more votes at the General Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that General Meeting, the representative of the body corporate to attend the General Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

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

- Joint Holding: where the holding is in more than one name all of the holders should sign.
- Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.
- Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the General Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission at the address below no later than 48 hours prior to the time of commencement of the Annual General Meeting (WST).

**Hand deliveries:** Level 45, 108 St Georges Terrace, Perth WA 6000

**Postal address:** PO Box 7315, Perth WA 6000

**Facsimile:** (08) 9486 8066 if faxed from within Australia or + 61 8 9486 8066 if faxed from outside Australia.