

ASX Announcement

28 October 2019

ASX: OEX
AIM: OEX

Notice of Annual General Meeting

Oilex Ltd (the Company) advises that its Annual General Meeting will be held at The Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia on Wednesday, 27 November 2019 at 10.00am AWST.

Attached is a copy of the Notice of Annual General Meeting, including an Explanatory Memorandum and Proxy Form, dispatched to shareholders today, together with the 2019 Annual Report.

For and on behalf of Oilex Ltd



Mark Bolton
Chief Financial Officer and Company Secretary

For further information, please contact:

Investor Enquires
Oilex Ltd
Joe Salomon
Managing Director
Email:
oilex@oilex.com.au
Tel: +61 8 9485 3200
Australia

AIM Broker
Novum Securities
Broker
Colin Rowbury
Email:
crowbury@novumsecurities.com
Tel: +44 20 7399 9427
UK

AIM Nominated Adviser
Strand Hanson Limited
Nominated Adviser
Rory Murphy/Ritchie Balmer
Email:
oilex@strandhanson.co.uk
Tel: +44 20 7409 3494
UK

Media Enquires (UK)
Vigo Communications
Public Relations
Patrick d'Ancona/Chris McMahon
Email:
patrick.dancona@vigocomms.com
chris.mcmahon@vigocomms.com
Tel: +44 20 7390 0230 UK

Media Enquiries (Aus)
Citadel-MAGNUS
Michael Weir
Email:
mweir@citadelmagnus.com
Tel: +618 6160 4900
Australia



+61 (8) 9485 3200



oilex@oilex.com.au

ABN 50 078 652 632



ABN 50 078 652 632

Notice of Annual General Meeting

Wednesday, 27th November 2019
at 10am (AWST)

at

The Park Business Centre
45 Ventnor Avenue, West Perth
Western Australia

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. Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9485 3200.

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders of Oilex Ltd (ABN 50 078 652 632) (**Company**) will be held at The Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia on Wednesday, **27th November 2019** at 10am (AWST), to conduct the business set out below.

Voting Eligibility

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Company has determined that the shareholding of each person for the purposes of determining entitlements to attend and vote at the Annual General Meeting will be the entitlement of that person set out in the Company's register as at 10am (AWST) on Monday, 25th November 2019. Accordingly, transactions registered after this time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

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

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.

CREST – Depositary Interests

Holders of Depositary Interests (**DI Holders**) are invited to attend the Meeting but are not entitled to vote at the Meeting. For their votes to be counted, DI Holders must either:

1. submit a CREST Voting Instruction to the Company's agent in accordance with the instructions below; or
2. complete, sign and return the enclosed Form of Instruction to the Depositary,

by **4pm GMT on Thursday, 21st November 2019**. DI Holders who are CREST members and who wish to issue an instruction through the CREST electronic voting appointment service may do so by using the procedures described in the CREST Manual (available from <https://my.euroclear.com/euilegal.html>). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting services provider(s), who will be able to take the appropriate action on their behalf.

In order for instructions made using the CREST service to be valid, the appropriate CREST message (a CREST Voting Instruction) must be properly authenticated in accordance with the specifications of Euroclear UK & Ireland Limited (**EUI**) and must contain the information required for such instructions, as described in the CREST Manual.

The message, regardless of whether it relates to the voting instruction or to an amendment to the instruction given to the UK Depositary must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) no later than 4pm GMT on 21st November 2019. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the issuer's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the transmission of CREST Voting Instructions. It is the responsibility of each CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that the CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST service by any particular time. In this regard, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Voting Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Business of the Meeting

Financial and other reports

To receive and consider the Financial Report, together with the declaration of the Directors, the Directors' Report (including the Remuneration Report) and the Auditor's Report for the financial year ended 30 June 2019.

In compliance with section 315 of the Corporations Act, these reports are available in PDF format at the Investor Information section of the Company's website at: www.oilex.com.au. If you wish to receive hard copies of these reports, please send a written request to the Company Secretary, at Level 2, 11 Lucknow Place, West Perth, Western Australia, 6005.

The Explanatory Memorandum (attached) should be read in conjunction with this Notice of Meeting.

Agenda

Resolution 1 – Re-election of Mr Paul Haywood as a Director

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

"That, for the purposes of Article 6.3(c) of the Constitution, and for all other purposes, Mr Paul Haywood, a Director, retires by rotation, and being eligible, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum."

Resolution 2 – Election of Mr Peter Schwarz as a Director

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

"That, for the purposes of Article 6.3(j) of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Peter Schwarz, a Director who was appointed on 4 September 2019, retires, and being eligible, is elected as a Director on the terms and conditions in the Explanatory Memorandum."

Resolution 3 – 10% capacity to issue Shares under Listing Rule 7.1A

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

"That for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the Company having the additional capacity to issue equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 over a 12 month period from the date of the Annual General Meeting, at a price no less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue under the 10% Placement Facility (except a benefit solely by reason of being a holder of Shares) or an associate of that person (or those persons).

However, the Company need not disregard a vote if:

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

Resolution 4 – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as a **non-binding ordinary 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 Report for the financial year ended 30 June 2019.”

Voting Exclusion

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the person is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

Resolution 5 – Approval of issue of Remuneration Shares to Mr Bradley Lingo

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

That, pursuant to and in accordance with Listing Rule 10.11 and section 195(4) of the Corporations Act, Shareholders approve the issue of Shares in lieu of up to A\$64,800 of Director’s fees to Mr Bradley Lingo (or his nominees) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Bradley Lingo or his nominees or an associate of that person (or those persons). However, the Company need not disregard a vote if:

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

Voting Prohibition

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 this Resolution if the proxy is either a member of the 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 this Resolution.

However, the above prohibition does not apply if the proxy is the Chair; and the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Resolution 6 – Approval of issue of Remuneration Shares to Mr Paul Haywood

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

That, pursuant to and in accordance with Listing Rule 10.11 and section 195(4) of the Corporations Act, Shareholders approve the issue of Shares in lieu of up to £15,000 of Director's fees to Mr Paul Haywood (or his nominees) on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Paul Haywood or his nominees or an associate of that person (or those persons). However, the Company need not disregard a vote if:

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

Voting Prohibition

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 this Resolution if the proxy is either a member of the 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 this Resolution.

However, the above prohibition does not apply if the proxy is the Chair; and the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Resolution 7 - Approval of issue of Remuneration Shares to Mr Peter Schwarz

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

That, pursuant to and in accordance with Listing Rule 10.11 and section 195(4) of the Corporations Act, Shareholders approve the issue of Shares in lieu of up to £15,000 of Director's fees to Mr Peter Schwarz (or his nominees) on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Peter Schwarz or his nominees or an associate of that person (or those persons). However, the Company need not disregard a vote if:

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

Voting Prohibition

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 this Resolution if the proxy is either a member of the 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 this Resolution.

However, the above prohibition does not apply if the proxy is the Chair and the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Resolution 8 – Ratification of prior issue of Placement Shares

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the following issues of Placement Shares at £0.0019 per Share:

- (a) 68,886,970 Shares under Listing Rule 7.1 issued to Lombard Bank;
 - (b) 49,534,083 Shares under Listing Rule 7.1A issued to Lombard Bank; and
 - (c) 197,368,421 Shares under Listing Rule 7.1 issued to Novum Securities Limited,
- on the terms and conditions in the Explanatory Memorandum."*

Voting Exclusion

The Company will disregard any votes cast in favour of these Resolutions by or on behalf of any person who participated in the issue of the Placement Shares, or any of their respective associates.

However, the Company need 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 Chair 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.

Resolution 9 – Ratification of prior issue of Tranche 2 Consideration Shares

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 13,290,646 Shares to Terra Nova Energy (Australia) Pty Ltd (or its nominees) and Perseville Investing Inc (or its nominees) at a deemed issue price of \$0.003 on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Terra Nova Energy (Australia) Pty Ltd and Perseville Investing Inc (and its nominees) or any of their respective associates.

However, the Company need 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 Chair 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.

Resolution 10 – Approval to issue Republic Options

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

"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 60,664,887 Republic Options to Republic Investment Management Pty Ltd (or its nominees) on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Republic (and its nominees) or any of their respective associates.

However, the Company need not disregard a vote if:

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

Resolution 11 – Approval to issue Lead Manager Options

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

"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 11,842,105 Advisor Options to Novum Securities Limited (or its nominees) on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Novum Securities Limited (and its nominees) or any of their respective associates.

However, the Company need not disregard a vote if:

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

Resolution 12 - Amendment to the Constitution

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 136(2) of the Corporations Act, the Constitution of the Company be modified by making the amendment contained in the document tabled at the Annual General Meeting and signed by the Chair for the purposes of identification, with effect from 1 December 2019".

By order of the Board



Mark Bolton
Company Secretary

23 October 2019

Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at The Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia on Wednesday, **27th November 2019** at 10am (AWST).

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Meeting.

Business of the Meeting

Financial and other reports

Section 317 of the Corporations Act requires the Directors of the Company to put before the Annual General Meeting the Financial Report, Directors' Report (including the Remuneration Report), declaration of the Directors and the Auditor's Report for the financial year that ended before the Annual General Meeting.

In accordance with section 250S of the Corporations Act, Shareholders will be provided with a reasonable opportunity to ask questions or make statements in relation to those reports but no formal resolution to adopt the reports will be put to Shareholders at the Annual General Meeting (save for Resolution 4 in respect of the adoption of the Remuneration Report).

Shareholders will also be given a reasonable opportunity to ask the Company auditor questions about the conduct of the audit and the preparation and content of the auditor's report. In addition to taking questions at the Annual General Meeting, written questions to the Chair about the management of the Company, or the Company's auditor about:

- the preparation and content of the auditor's report;
- the conduct of the audit;
- accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit,

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

A copy of the Company's 2019 Annual Report is available in the Investor Information section of the Company's website at: www.oilex.com.au.

Resolutions

Resolution 1 – Re-election of Mr Paul Haywood as a Director

Article 6.3(c) of the Constitution requires that at the Company's annual general meeting every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest to but not exceeding one-third, shall retire from office.

Mr Paul Haywood has provided the following information in relation to his qualifications and experience:

Mr Haywood has a wealth of experience in capital markets, investment advisory, corporate affairs and the operational management of early stage and growth companies including six years in the Middle East. More recently, Mr Haywood has held senior management positions with UK and Australian public companies in the natural resource and energy sectors, with International experience in the UK, Middle East and Eurasia.

Mr Haywood joined the Oilex Board as a Non-Executive Director in May 2017 and was last re-elected by Shareholders at the annual general meeting held on 29 November 2017.

Mr Haywood is considered by the Board to be an independent director.

Additional information

The Board (other than Mr Haywood) recommends that Shareholders vote in favour of Resolution 1.

Resolution 1 is an Ordinary Resolution.

The Chair intends to exercise all available proxies in favour of Resolution 1.

Resolution 2 – Election of Mr Peter Schwarz as a Director

Article 6.2(b) of the Constitution allows the Directors to appoint at any time a person to be a Director as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Article 6.3(j) of the Constitution states that any Director so appointed holds office only until the next following Annual General Meeting and is then eligible for re-election (unless such Director retired and was re-elected at a General Meeting preceding the Annual General Meeting).

Listing Rule 14.4 similarly provides that a Director appointed as an addition to the Board must not hold office (without re-election) past the next annual general meeting of the entity.

Mr Peter Schwartz has provided the following information in relation to his qualifications and experience:

Mr Schwarz is an experienced geologist and business development professional with over 30 years' experience in the oil and gas industry, including as a principal of his own consultancy, and various senior management roles with Amerada Hess, BG, and Marubeni. Mr Schwarz was the CEO of Virgo Oil and Gas PLC prior to its sale to EnCore Oil Plc in 2008. Mr Schwarz is currently a director of Finite Energy Limited, a consultancy firm providing specialist advice on strategy and the acquisition and disposal of oil and gas properties in the UK and NW Europe. Mr Schwarz holds a B.Sc. Geology and a M.Sc Petroleum Geology.

Mr Schwarz joined the Oilex Board as a Non-Executive Director on 4 September 2019.

Mr Schwarz is considered by the Board to be an independent director.

Board recommendation

The Board (excluding Mr Schwartz) recommends that Shareholders vote in favour of Resolution 2.

Resolution 2 is an Ordinary Resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 2.

Resolution 3 – 10% capacity to issue Shares under Listing Rule 7.1A

General

Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at its Annual General Meeting to allow it to issue equity securities up to 10% of its issued capital (**10% Placement Capacity**). The Company is an Eligible Entity as defined below.

If Shareholders approve Resolution 3, the number of Equity Securities the Eligible Entity may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (as set out below).

The effect of this Resolution will be to allow the Company to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

Resolution 3 is a Special Resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 3 for it to be passed.

Listing Rule 7.1A

Listing Rule 7.1A enables an Eligible Entity to seek shareholder approval at its Annual General Meeting to issue equity securities in addition to those under the Eligible Entity's 15% annual placement capacity.

An "Eligible Entity" is one that, as at the date of the relevant Annual General Meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of A\$12.1 million.

Any Equity Securities issued under Listing Rule 7.1A must be in the same class as an existing class of quoted Equity Securities. The Company currently has 1 class of quoted Equity Securities on issue, being Shares (ASX Code: OEX).

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

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

Where:

- A is the number of Shares on issue 12 months before the date of issue or agreement:
- (a) plus the number of Shares issued in the previous 12 months under an exception in Listing Rule 7.2;
 - (b) plus the number of partly paid shares that became fully paid in the previous 12 months;
 - (c) plus the number of Shares issued in the previous 12 months with approval of holders of Shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without Shareholder approval; and
 - (d) less the number of Shares cancelled in the previous 12 months.
- D is 10%.
- E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of ordinary securities under Listing Rule 7.1 or 7.4.

Technical information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to this Resolution 3:

Minimum price of securities issued under Listing Rule 7.1A – Listing Rule 7.3A.1

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or

- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in section (i) above, the date on which the Equity Securities are issued.

Risk of economic and voting dilution – Listing Rule 7.3A.2

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

Shareholders should note that there is a risk that:

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

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

If Resolution 3 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the potential economic and voting dilution of existing Shares is shown in the following table.

The table following shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the current market price of Shares and the current number of Shares on issue as at the date of 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 10% Placement Capacity.

Number of Shares on Issue (Variable 'A' in Listing Rule 7.1A.2)*	Dilution			
	Issue Price (per Share)	\$0.002 50% decrease in Issue Price	\$0.004 Issue Price	\$0.006 50% increase in Issue Price
3,223,311,370 (Current Variable A)	Shares issued - 10% voting dilution	322,331,137	322,331,137	322,331,137
	Funds raised	\$644,662	\$1,289,325	\$1,933,987
4,834,967,055 (50% increase in Variable A)	Shares issued - 10% voting dilution	483,496,706	483,496,706	483,496,706
	Funds raised	\$966,993	\$1,939,987	\$2,900,980
6,446,622,740 (100% increase in Variable A)	Shares issued - 10% voting dilution	644,662,274	644,662,274	644,662,274
	Funds raised	\$1,289,325	\$2,578,649	\$3,867,974

*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 or 7.4.

The table above uses the following assumptions:

- There are currently 3,223,311,370 Shares on issue at the date of this Notice and no further Shares are issued or convertible securities are exercised or converted into Shares before the date of the issues of Equity Securities.
- The issue price set out above is the closing price of the Shares on the ASX on 21 October 2019 of \$0.004.
- The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.

4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting.
5. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. If the issue of equity securities includes options, it is assumed that these options are exercised into Shares for the purposes of calculating 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 or 7.4.
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%.

Final date for issue – Listing Rule 7.3A.3

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and
- (ii) the date of approval by Shareholders of any transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid).

The Company will only issue Equity Securities under the 10% Placement Capacity during this time.

Purpose of Issue under 10% Placement Capacity – Listing Rule 7.3A.4

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) cash consideration, in which case the Company intends to use funds raised for activities associated with its existing assets, the acquisition of new resources assets and investments and general working capital; or
- (ii) non-cash consideration, for any acquisition of new resources assets and investments including previously announced acquisitions. In such circumstances the Company will provide a valuation of the non-cash consideration as required by listing Rule 7.1A.3.

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

Allocation policy under the 10% Placement Capacity – Listing Rule 7.3A.5

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s).

The recipients of any Equity Securities which may be issued under the 10% Placement Capacity 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 10% Placement Capacity, 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 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).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new resources, assets or investments.

Previous Approval under Listing Rule 7.1A – Listing Rule 7.3A.6

The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its Annual General Meeting held on 29 November 2018. In the 12 months preceding the date of the 2018 Annual General Meeting and as at the date of this Notice, the Company has issued 865,999,486 Shares and this represents 36.7% of the total number of Shares on issue at the commencement of that 12 month period.

Details of each issue of Equity Securities by the Company during the 12 months preceding the date of the 2019 Annual General Meeting are set out in Schedule 1.

Voting Exclusion Statement

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 3.

Additional information

The Board recommends that Shareholders vote in favour of Resolution 3.

Resolution 3 is a Special Resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 3 for it to be passed.

The Chair intends to exercise all available proxies in favour of Resolution 3.

Resolution 4 – Adoption of Remuneration Report

Section 250R of the Corporations Act requires that a resolution to adopt the Remuneration Report must be put to the vote at the Annual General Meeting. The vote on this Resolution is advisory only and does not bind the Directors or the Company. If Resolution 4 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

The Remuneration Report is set out in pages 22 to 30 of the Company's 2019 Annual Report, which is available on the Investor Information section of the Company's website at www.oilex.com.au.

In accordance with section 250SA of the Corporations Act, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the Remuneration Report at the Annual General Meeting.

The Directors will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

Part 2G.2, Division 9 of the Corporations Act provides Shareholders with the opportunity to remove the whole Board except the Managing Director if the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings.

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution (**Spill Resolution**) on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's 2018 Remuneration Report did not receive a Strike at the 2018 Annual General Meeting. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that a second Strike received at the 2020 annual general meeting may result in the re-election of the Board.

Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

- If you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy, then **you must direct your proxy on how to vote** on this Resolution. Undirected proxies granted to these persons will **not** be voted and will **not** be counted in calculating the required majority if a poll is called on this Resolution.
- If you appoint the Chair as your proxy (where the Chair is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member), then **you do not need to direct your proxy on how to vote** on this Resolution. However, if you do **not** direct the Chair on how to vote, you **must** mark the acknowledgement on the Proxy Form to expressly authorise the Chair to exercise his or her discretion in exercising your proxy even though this Resolution is connected directly or indirectly with the remuneration of Key Management Personnel.
- If you appoint any other person as your proxy, then **you do not need to direct your proxy on how to vote** on this Resolution, and you **do not** need to mark any further acknowledgement on the Proxy Form.

Additional information

The Board recommends that Shareholders vote in favour of Resolution 4.

Resolution 4 is an Ordinary Resolution.

The Chair intends to exercise all available proxies in favour of Resolution 4.

Resolutions 5, 6 and 7 – Approval of issue of Remuneration Shares to Directors

Background

With a view to conserving the Company's cash reserves, each of the Company's non-executive Directors, Mr Bradley Lingo (Non-Executive Chairman), Mr Paul Haywood and Mr Peter Schwarz (together, the **Non-Executive Directors**) has agreed to have all or part of their Director's fees for the period of 1 November 2018 through to 31 October 2019 paid through the issue of Shares in lieu of cash payments (**Remuneration Shares**) as follows:

Non-Executive Director	Annual Director Fees (excluding superannuation)	Maximum % to be issued as Remuneration Shares	Maximum Total Director Fees to be issued as Remuneration Shares
Bradley Lingo	\$64,800	100%	\$64,800
Paul Haywood	£30,000	50%	£15,000
Peter Schwarz	£30,000	50%	£15,000

The Remuneration Shares are to be issued on a quarterly basis in respect of the Director's fees payable for the preceding quarter. The deemed issue price for any such Remuneration Shares will be the 10-Day VWAP up to the applicable quarter ending 31 January 2019, 30 April 2019, 31 July 2019 and 31 October 2019.

As the number of Remuneration Shares is based on the 10-Day VWAP, the maximum number of Remuneration Shares which may be issued is not certain. Accordingly, the following table is provided for illustrative purposes only, based on the closing Share price on 21 October 2019 (\$0.004) and a 50% premium (\$0.006) and 50% discount (\$0.002) to that price:

Deemed issue price	Maximum number of Remuneration Shares			Total	Dilution to Shareholders ³
	Bradley Lingo	Paul Haywood ²	Peter Schwarz ²		
Closing price: \$0.004	16,200,000	6,868,132	6,868,132	29,936,264	0.93%
50% premium: \$0.006	10,800,000	4,578,755	4,578,755	19,957,510	0.62%
50% discount: \$0.002	32,400,000	13,736,264	13,736,264	59,872,527	1.86%

Notes:

1. Based on the closing price of the Company's Shares on 21 October 2019.
2. Based on an exchange rate of 1 AUD : 0.5460 GBP as of 27 September 2019 from the Reserve Bank of Australia.
3. Assuming no other Shares are issued.

Chapter 2E of the Corporations Act

For a public company to give a financial benefit to a related party of the public company, the public company must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of the Remuneration Shares constitutes giving a financial benefit as the Non-Executive Directors are related parties of the Company by virtue of being Directors.

The Board has considered the application of Chapter 2E of the Corporations Act and has resolved that the reasonable remuneration exception provided by Section 211 of the Corporations Act is relevant in the circumstances and accordingly, the Company will not seek approval for the issue of the Remuneration Shares pursuant to Section 208 of the Corporations Act.

Listing Rule 10.11

Listing Rule 10.11 provides that an entity must not issue or agree to issue Equity Securities to a related party without the prior approval of Shareholders, unless an exception in Listing Rule 10.12 applies. It is the view of the Directors that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Resolutions 5, 6 and 7 therefore seek Shareholder approval, pursuant to Listing Rule 10.11, for the issue of the Remuneration Shares to the Non-Executive Directors.

Approval under Listing Rule 7.1 is not required as Shareholder approval is sought under Listing Rule 10.11. Accordingly, the issue of the Remuneration Shares will not be included under the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13 and the waivers granted by ASX in respect of Listing Rules 10.13.3 and 10.13.5, the following information is provided in relation to the approval of the issue of the Remuneration Shares:

- (a) The Remuneration Shares are proposed to be issued to Mr Bradley Lingo, Mr Paul Haywood and Mr Peter Schwarz or their respective nominees.

- (b) As the number of Remuneration Shares which may be issued is based on the 10-Day VWAP, the maximum number of Remuneration Shares which may be issued is not known. The maximum value of the Remuneration Shares to be issued to each of the Non-Executive Directors, based on the 10-Day VWAP, is as follows:

- (i) Bradley Lingo: \$64,800; and
- (ii) Paul Haywood: £15,000; and
- (iii) Peter Schwarz: : £15,000; and

The formula used to calculate the number of Remuneration Shares to be issued to each Non-Executive Director will be calculated each quarter using the following formula:

$$A = B/C$$

Where:

A = the number of Remuneration Shares to be issue to the relevant Non-Executive Director that quarter;

B = the quarterly Director's fees for the relevant Director; and

C = the relevant 10-Day VWAP to the end of the applicable quarter.

- (c) The Remuneration Shares will be issued within 12 months after the date of this Meeting. The Company has received a waiver from ASX in respect of Listing Rule 10.13.3 accordingly. The conditions of the waiver are set out below.
- (d) The deemed issue price per Remuneration Share will be equal to the 10-Day VWAP for the relevant quarter. The Company has received a waiver from ASX in respect of Listing Rule 10.13.5 accordingly. The conditions of the waiver are set out below.
- (e) The Remuneration Shares will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (f) The Remuneration Shares will be issued for nil cash consideration and therefore no funds will be raised from their issue.
- (g) Voting exclusion statements are included in the Notice.
- (h) The Explanatory Memorandum includes a worked example of the dilution that may occur to existing Shareholders as a result of the issue of the Remuneration Shares at three different prices.
- (i) The Company's annual report for any period during which the Remuneration Shares are issued to Mr Bradley Lingo, Mr Paul Haywood and Mr Peter Schwarz or their respective nominees, will disclose details of the number of Remuneration Shares so issued, including the percentage of the Company's issued capital represented by those Remuneration Shares.

Conditions of ASX waivers

The waivers in respect of Listing Rule 10.13.3 and 10.13.5 were granted on the following conditions:

- (a) The Notice states that the Remuneration Shares will be issued within 12 months after shareholder approval is obtained.
- (b) The Notice states that the number of Remuneration Shares to be issued to the Directors (or their nominees) will be calculated based on the volume weighted average price of the underlying shares for the 10 trading days up to but excluding the date each quarter that the director's fees are due to be paid and the basis for the exchange rate conversion from A\$ to £.

- (c) The Notice includes a worked example of the dilution that will occur to existing shareholders of the Company as a result of the issue of Remuneration Shares at three different prices.
- (d) The Notice contains the full terms and conditions of the Remuneration Shares and that the Remuneration Shares will be fully paid ordinary shares in the capital of the Company ranking equally in all respects with the Company's existing shares on issue.
- (e) The Company's annual report for any period during which the shares are issued to the Directors (or their nominees), discloses details of the number of Remuneration Shares that were issued to them, including the percentage of the Company's issued capital represented by those Remuneration Shares.
- (f) The terms of the waiver are stated in the Notice.

The conditions described in paragraphs (a) – (d) (inclusive) and (f) are satisfied in this Notice. The Company will ensure it satisfies the condition described in paragraph (e) in its annual reports.

Additional Information

Mr Jonathan Salomon, being the only continuing Director without an interest in Resolutions 5, 6 and 7 recommends that Shareholders vote in favour of Resolutions 5, 6 and 7.

Resolutions 5, 6 and 7 are Ordinary Resolutions.

The Chair intends to exercise all available proxies in favour of Resolutions 5, 6 and 7.

Resolutions 8(a), (b) and (c) – Ratification of prior issue of Placement Shares

Background

The Company announced on 30 September 2019 that it was undertaking a placement to raise £600,000 (before costs) (**Placement**) by the issue of 315,789,474 Shares at an issue price of £0.0019 each (**Placement Shares**) to new and existing Shareholders (**Placement Participants**).

On 14 October 2019, the Company issued a total of 118,421,053 Placement Shares to Lombard Bank using the Company's placement capacity under Listing Rules 7.1 and 7.1A to raise £225,000 (before costs).

On 21 October 2019, the Company issued a total of 197,368,421 Placement Shares to Novum Securities Limited (**Novum**) using the Company's placement capacity under Listing Rule 7.1 to raise £375,000 (before costs).

Resolution 8 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Placement Shares.

Listing Rules 7.1 and 7.1A

Listing Rule 7.1 provides that an entity must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.1A provides that an eligible entity may seek shareholder approval at its annual general meeting to allow it to issue Equity Securities comprising up to 10% of its issued capital. The Company obtained this approval at its annual general meeting held on 29 November 2018.

Listing Rule 7.4

Listing Rule 7.4 provides an exception to Listing Rules 7.1/7.1A. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rules 7.1/7.1A (and provided that the previous issue did not breach

Listing Rules 7.1/7.1A), those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rules 7.1/7.1A.

The effect of Resolution 8 will be to allow the Company to retain the flexibility to issue Equity Securities in the future, up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Placement Shares.

- (a) a total of 315,789,474 Placement Shares were issued or are proposed to be issued before the date of the Meeting, without the need for Shareholder approval as follows:
 - a. 68,886,970 Placement Shares within the 15% annual limit permitted under Listing Rule 7.1 to Lombard Bank;
 - b. 49,534,083 Placement Shares within the 10% annual limit permitted under Listing Rule 7.1A to Lombard Bank; and
 - c. 197,368,421 Placement Shares within the 15% annual limit permitted under Listing Rule 7.1 to Novum Securities Limited;
- (b) the Placement Shares were issued or will be at an issue price of £0.0019 (~A\$0.3480) each;
- (c) the Placement Shares issued were or will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (d) the Placement Shares were or will be issued to new and existing Shareholders, none of whom is a related party of the Company;
- (e) the funds raised from the issue of the Placement Shares are intended to be used towards debt reduction and new ventures, as well as for costs of the Placement and general working capital; and
- (f) a voting exclusion statement is included in the Notice.

Additional information

The Board recommends that Shareholders vote in favour of each of the resolutions which form part of Resolution 8.

Each of the resolutions which form part of Resolution 8 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of each of the resolutions which form part of Resolution 8.

Resolution 9 – Ratification of prior issue of Tranche 2 Consideration Shares

Background

On 14 August 2019, the Company announced that it had entered into an Option and Sale agreement (**OSA**) with Terra Nova Energy (Australia) Pty Ltd and Perseville Investing Inc (**Vendors**) to acquire up to a further 51.4997% interest in the Petroleum Exploration Licenses 112 and 444 in the Cooper-Eromanga Basin in South Australia (**Licenses**) held by the Vendors.

Refer to the Company's announcement of 14 August 2019 for details regarding the key terms of the OSA.

Under the terms of the OSA, the Vendors agreed to grant the Company a total interest of 51.4997% in the Licenses in the following proportions:

- (a) Vendor's 30.833% undivided right, title and interest as the legal and beneficial owner of the Licenses (**Initial Interest**); and
- (b) Terra Nova Energy (Australia) Pty Ltd's 20.6667% undivided right, title and interest as the legal and beneficial owner of the Licenses (**Option Interest**).

In consideration for the Vendor's right and interest in the Licenses, the Company has agreed to provide the following consideration to the Vendors:

- (a) Tranche 1 consideration: 9,166,333 Shares and \$18,750.50 cash; and
- (b) Tranche 2 consideration: \$77,082.50 cash to be apportioned as follows:
- (i) \$46,249.50 as cash portion of the tranche 2 consideration for the acquisition of the Initial Interest; and
 - (ii) \$30,833 as cash consideration for the bonds held by the applicable Governmental Agencies in respect of the Licenses, paid by the Vendors.

On 14 October 2019, the Company and the Vendors agreed to amend the tranche 2 consideration by paying \$30,833 in cash and 13,290,646 Shares (**Tranche 2 Consideration Shares**).

The Company issued the Tranche 2 Consideration Shares to Terra Nova Energy (Australia) Pty Ltd on 14 October 2019 within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval.

General

Resolution 9 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Tranche 2 Consideration Shares.

Resolution 9 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 9.

Listing Rule 7.1

A summary of Listing Rule 7.1 is contained in Resolution 8 above.

The effect of Shareholders passing Resolution 9 will be to restore the Company's ability to issue further Equity Securities, to the extent of 13,290,646 Equity Securities, during the next 12 months without the requirement to obtain prior Shareholder approval.

Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Tranche 2 Consideration Shares:

- (a) a total of 13,290,646 Tranche 2 Consideration Shares were issued to Terra Nova Energy (Australia) Pty Ltd at a deemed issue price of \$0.003;
- (b) the Tranche 2 Consideration Shares were issued for nil cash consideration, as part consideration for the acquisition of the interest in the Licenses;
- (c) the Tranche 2 Consideration Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (d) the Tranche 2 Consideration Shares were issued to Terra Nova Energy (Australia) Pty Ltd, whom is a not a related party of the Company;

- (e) no funds were raised from the issue of the Tranche 2 Consideration Shares as the Tranche 2 Consideration Shares were issued as part consideration for the acquisition of the interest in the Licenses; and
- (f) a voting exclusion statement is included in the Notice.

Resolution 10 - Approval to issue Republic Options

General

On 11 September 2018 and 17 September 2018, the Company announced that it had entered into a binding loan agreement (and subsequent amendment agreement) with Republic to secure the funding by way of loan (**Loan Agreement**).

On 1 October 2019, the Company entered into a further amendment agreement with Republic to vary the Loan Agreement to defer the maturity date of the \$250,000 of the Loan Funding from 1 October 2019 to 1 April 2020.

In consideration for the variation of the Loan Agreement, the Company agreed, subject to Shareholder approval (by no later than 30 November 2019), to issue up to 60,664,887 Options to Republic (or its nominees) at an exercise price of \$0.004121 each, with an expiry date of 1 April 2020 (**Republic Options**). The options terms are on the same basis for the initial loan term except for the expiry which has been extended to match the new loan repayment date.

Resolution 10 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the Republic Options to Republic (or its nominees) as consideration for the variation of the Loan Agreement.

Resolution 10 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 10.

Listing Rule 7.1

A summary of Listing Rule 7.1 is contained in Resolution 8 above.

Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Republic Options:

- (a) the maximum number of Republic Options that may be issued is 60,664,887;
- (b) the Republic Options will be issued no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
- (c) the Republic Options will be issued for nil cash consideration as consideration for the variation of the Loan Agreement;
- (d) the Republic Options will be issued to Republic (or its nominees), none of whom is a related party of the Company;
- (e) the Republic Options will be issued on the terms and conditions set out in Schedule 2;
- (f) no funds will be raised from the Republic Options as the Republic Options will be issued as consideration for the variation of the Loan Agreement; and
- (g) a voting exclusion statement is included in the Notice.

Resolution 11 – Approval to issue Lead Manager Options

General

On 30 September 2019, the Company announced that it had entered into a binding advisory agreement (**Advisory Agreement**) with Novum to provide lead manager services.

Pursuant to the Advisory Agreement with Novum, the Company has agreed to issue 11,842,105 unquoted Options exercisable at 0.19 pence on or before two years following the completion with the capital raising (**Lead Manager Options**).

Resolution 11 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the Lead Manager Options to Novum (or its nominees).

Resolution 11 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 11.

Listing Rule 7.1

A summary of Listing Rule 7.1 is contained in Resolution 8 above.

Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Lead Manager Options:

- (a) the maximum number of Lead Manager Options that may be issued is 11,842,105;
- (b) the Lead Manager Options will be issued no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
- (c) the Lead Manager Options will be issued for nil cash consideration as consideration for lead manager services;
- (d) the Lead Manager Options will be issued to Novum (or its nominees), none of whom is a related party of the Company;
- (e) the Lead Manager Options will be issued on the terms and conditions set out in Schedule 3;
- (f) no funds will be raised from the Lead Manager Options as they will be issued for nil cash consideration; and
- (g) a voting exclusion statement is included in the Notice.

Resolution 12 - Amendment to the Constitution

General

The Company is currently governed by its existing Constitution which was adopted by Shareholders on 28 July 2006 and subsequently amended pursuant to Shareholder approvals obtained at the annual general meetings held on 25 November 2015 and 23 November 2016.

Under section 136(2) of the Corporations Act, a company can modify its constitution or a provision of its constitution by Special Resolution. Accordingly, the Company seeks Shareholder approval to amend its Constitution by a Special Resolution of Shareholders as set out below.

A copy of the amended constitution will be sent to Shareholders on request and will also be available for inspection at the office of the Company during normal business hours prior to the Annual General Meeting.

Background

Changes to the Listing Rules will commence on 1 December 2019 which will require a listed entity's constitution to contain certain provisions regarding Restricted Securities if the entity has any Restricted Securities on issue. Although the Company does not presently have any Restricted Securities on issue and does not have any present intentions to undertake a transaction which would result in the issue of Restricted Securities, the Board considers it prudent to take this opportunity to update the Constitution to ensure it complies with these new requirements.

With effect from 1 December 2019, ASX intends to apply a two-tier escrow regime where ASX can require certain more significant holders of Restricted Securities and their controllers to execute a formal escrow agreement in the form of Appendix 9A of the Listing Rules, as is currently the case. However, for less significant holdings, ASX will instead permit entities to rely on a provision in their constitution imposing appropriate escrow restrictions on the holders of restricted securities and to simply give a notice to the holders of Restricted Securities in the form to be set out in an appendix to the Listing Rules, advising them of those restrictions.

To facilitate the operation of the new two-tier escrow regime, certain changes are required to the customary provisions of constitutions of ASX-listed entities regarding Restricted Securities.

Proposed amendment

The proposed amendment to the Constitution is the addition of a new Article 14 as follows:

'14. Restricted Securities

While the Company is on the official list of ASX, the Company must recognise and comply with the ASX Listing Rules with respect to Restricted Securities.

The following provisions apply notwithstanding any other provision of this Constitution and without limiting the obligation to comply with the ASX Listing Rules:

- (a) a holder of Restricted Securities must not Dispose of, or agree or offer to Dispose of, the Restricted Securities during the escrow period applicable to those Restricted Securities except as permitted by the ASX Listing Rules or ASX;*
- (b) if the Restricted Securities are in the same class as quoted securities, the holder will be taken to have agreed in writing that the Restricted Securities are to be kept on the Company's issuer sponsored sub-register and are to have a holding lock applied for the duration of the escrow period applicable to those securities;*
- (c) the Company will refuse to acknowledge any Disposal (including, without limitation, to register any transfer), of Restricted Securities during the escrow period except as permitted by the ASX Listing Rules or the ASX;*
- (d) a holder of Restricted Securities will not be entitled to participate in any return of capital on those Restricted Securities during the escrow period applicable to those Restricted Securities except as permitted by the ASX Listing Rules or ASX; and*
- (e) if a holder of Restricted Securities breaches a Restriction Deed or a provision of this Constitution restricting a Disposal of those Restricted Securities, the holder will not be entitled to any dividend or distribution, or to exercise any voting rights, in respect of those Restricted Securities for so long as the breach continues.*

For the purposes of this clause 14:

Dispose has the meaning given to it in the ASX Listing Rules and **Disposal** has the corresponding meaning;

Restricted Securities has the meaning given to it in the ASX Listing Rules; and

Restriction Deed means a restriction deed in a form prescribed by the Listing Rules or otherwise approved by a Stock Exchange.'

Additional information

The Board unanimously recommends that Shareholders vote in favour of Resolution 12.

Resolution 12 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Chair intends to exercise all available proxies in favour of Resolution 12.

Glossary

Words which are defined in the Explanatory Memorandum have the same meaning when used in this Notice of Meeting unless the context requires otherwise. For assistance in considering the Notice of Meeting and Explanatory Memorandum, the following words are defined here:

10% Placement Capacity has the meaning given in the Explanatory Memorandum for Resolution 3.

10-Day VWAP means the VWAP for Shares calculated over the 10 days on which trades of Shares are recorded on ASX before the relevant date.

Advisory Agreement has the meaning given in Resolution 11.

Annual General Meeting or **Meeting** means the annual general meeting of the Company convened under the Notice of Meeting.

Annual Report means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2019.

Article means an article of the Constitution.

ASX means ASX Limited ACN 008 624 691 and where the context requires, the financial market operated by ASX Limited trading as the Australian Securities Exchange.

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

AWST means Australian Western Standard Time, being the time in Perth, Western Australia.

Board means the board of Directors of the Company.

Chair means the person appointed to chair the Meeting of the Company convened by the Notice.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Oilex Ltd (ABN 50 078 652 632).

Constitution means the constitution of the Company.

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

CREST means the computerised settlement system (as defined in the Uncertificated Securities Regulations 2001) in the United Kingdom operated by Euroclear UK & Ireland Limited which facilitates the transfer of title to shares in uncertificated form.

CREST Manual means the manual relating to CREST issued by Euroclear UK & Ireland Limited.

CREST Voting Instruction means a message which is sent using CREST.

Depository Interest means an interest representing a Share, as issued by the UK Depository and which enables the holder to hold and settle transfers of Shares in CREST.

DI Holders means holders of a Depository Interests.

Director means a director of the Company from time to time.

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

Eligible Entity has the meaning given in the Explanatory Memorandum for Resolution 3.

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

EUI means Euroclear UK & Ireland Limited.

Explanatory Memorandum means the explanatory memorandum accompanying this Notice of Meeting.

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

Form of Instruction means, for holders of CREST Depository Interests, the form of instruction accompanying the Notice of Meeting

GMT means Greenwich Mean Time.

Initial Interest has the meaning given in Resolution 9.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Lead Manager Options has the meaning given in Resolution 11.

Licenses means the Petroleum Exploration Licenses 112 and 444 in the Cooper-Eromanga Basins in South Australia.

Listing Rules means the listing rules of ASX.

Loan Agreement has the meaning given in Resolution 10.

Managing Director means the managing director of the Company who may, in accordance with the Listing Rules, continue to hold office indefinitely without being re-elected to the office.

Notice of Meeting or **Notice** means this notice of annual general meeting.

Non-Executive Directors means Mr Bradley Lingo, Mr Paul Haywood and Mr Peter Schwarz.

Novum means Novum Securities Limited.

Options means an unlisted option to acquire a Share.

Option Interest has the meaning given in Resolution 9.

Ordinary Resolution means a resolution passed by more than 50% of the votes cast by members entitled to vote on the resolution.

OSA means the Option and Sale agreement entered into between the Company and the Vendors for the sale and purchase of the Interests.

Placement has the meaning given in the Explanatory Memorandum for Resolution 8.

Placement Participants has the meaning given in the Explanatory Memorandum for Resolution 8.

Placement Shares has the meaning given in the Explanatory Memorandum for Resolution 8.

Proxy Form means the proxy form accompanying the Notice of Meeting.

Remuneration Report means the remuneration report set out in the Director's Report section of the Company's annual report for the year ended 30 June 2019.

Remuneration Shares has the meaning given in the Explanatory Memorandum for Resolutions 5, 6 and 7.

Republic means Republic Investment Management Pte Ltd (Reg No: 200007039H).

Republic Options has the meaning given in Resolution 10.

Resolution means a resolution set out in the Notice of Meeting.

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

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

Shareholder means a holder of a Share.

Special Resolution means a resolution passed by more than 75% of the votes cast by members entitled to vote on the resolution.

Spill Resolution has the meaning given in the Explanatory Memorandum for Resolution 4.

Strike means a 'no' vote of 25% or more on the resolution approving the Remuneration Report.

Tranche 2 Consideration Shares means up to 13,290,646 Shares to be issued at 0.19 pence (~A\$0.3480)) each to the Vendors, which are the subject of Resolution 9.

UK Depositary means Computershare Investor Services Plc.

Vendor means Terra Nova Energy (Australia) Pty Ltd (ACN 158 817 782) and Perseville Investing Inc (ARBN 604 683 954).

VWAP means volume weighted average price.

Schedule 1 – Previous Issues of Securities

Issue #1	
Date of issue:	5 December 2018
Number issued:	10,000,000
Class/Type of equity security:	Shares
Summary of terms:	Fully paid ordinary shares
Names of persons who received securities or basis on which those persons were determined:	Clients of Cornhill Capital
Price:	£0.00225
Discount to market price (if any):	N/A
For cash issue	
Total consideration received:	£22,500
Amount of cash consideration spent:	£22,500
Use of cash consideration:	Working Capital

Issue #2	
Date of issue:	14 December 2018
Number issued:	29,120,559
Class/Type of equity security:	Shares
Summary of terms:	Fully paid ordinary shares
Names of persons who received securities or basis on which those persons were determined:	Republic Investment Management Pte Ltd
Price:	£0.0019
Discount to market price (if any):	N/A
For cash issue	
Total consideration received:	£55,329
Amount of cash consideration spent:	£55,329
Use of cash consideration:	Working Capital

Issue #3	
Date of issue:	21 December 2018
Number issued:	166,666,667
Class/Type of equity security:	Shares
Summary of terms:	Fully paid ordinary shares
Names of persons who received securities or basis on which those persons were determined:	Lombard Bank and clients of Novum, SP Angel.
Price:	£0.0036
Discount to market price (if any):	N/A
For cash issue	
Total consideration received:	£600,000
Amount of cash consideration spent:	£600,000
Use of cash consideration:	Working Capital

Issue #4	
Date of issue:	21 December 2018
Number issued:	6,666,667
Class/Type of equity security:	Options
Summary of terms:	Pursuant to the advisory agreement with Novum Securities and SP Angel
Names of persons who received securities or basis on which those persons were determined:	Novum Securities and SP Angel
Price:	Nil
Discount to market price (if any):	N/A
For non-cash issue	
Non-cash consideration paid:	Applied as part consideration for the provision of services
Current value of that non-cash consideration:	\$27,790 ⁽¹⁾

- (1) The Company has valued the non-cash consideration, being the issue of 6,666,667 options to Novum Securities and SP Angel at \$0.004169 per option representing a total valuation of \$27,790. In determining the value of the options, the Company has performed a Black-Scholes calculation based on a volatility of 142.57% and a risk-free rate of 1.5%.

Issue #5	
Date of issue:	18 January 2019
Number issued:	13,888,889
Class/Type of equity security:	Shares
Summary of terms:	Fully paid ordinary shares
Names of persons who received securities or basis on which those persons were determined:	Republic Investment Management Pte Ltd
Price:	£0.0036
Discount to market price (if any):	N/A
For cash issue	
Total consideration received:	£50,000
Amount of cash consideration spent:	£50,000
Use of cash consideration:	Working Capital

Issue #6	
Date of issue:	1 April 2019
Number issued:	2,772,864
Class/Type of equity security:	Shares
Summary of terms:	Fully paid ordinary shares
Names of persons who received securities or basis on which those persons were determined:	Directors B Lingo and P Haywood
Price:	\$0.005
Discount to market price (if any):	N/A
For non-cash issue	
Non-cash consideration paid::	In lieu of cash fees payable to non-executive directors.
Current value of that non-cash consideration:	\$13,864

Issue #7	
Date of issue:	1 April 2019
Number issued:	1,760,000
Class/Type of equity security:	Shares
Summary of terms:	Fully paid ordinary shares
Names of persons who received securities or basis on which those persons were determined:	Elisabeth Arne Lim, as nominee for consultants of the Company, Odin Reservoir Consultants Pty Ltd
Price:	\$0.005
Discount to market price (if any):	N/A
For non-cash issue	
Non-cash consideration paid:	Services of consultant
Current value of that non-cash-consideration:	\$8,800

Issue #8	
Date of issue:	18 June 2019
Number issued:	3,472,569
Class/Type of equity security:	Shares
Summary of terms:	Fully paid ordinary shares
Names of persons who received securities or basis on which those persons were determined:	Directors B Lingo and P Haywood
Price:	\$0.004
Discount to market price (if any):	N/A
For non-cash issue	
Non-cash consideration paid:	In lieu of cash fees payable to non-executive directors
Current value of that non-cash consideration:	\$13,890

Issue #9	
Date of issue:	18 June 2019
Number issued:	2,324,569
Class/Type of equity security:	Shares
Summary of terms:	Fully paid ordinary shares
Names of persons who received securities or basis on which those persons were determined:	Banks Geoscience Limited as nominee for the Consultant
Price:	\$0.004
Discount to market price (if any):	N/A
For non-cash issue	
Non-cash consideration paid:	Services of consultant
Current value of that non-cash consideration:	\$9,298

Issue #10	
Date of issue:	7 August 2019
Number issued:	24,250,150
Class/Type of equity security:	Shares
Summary of terms:	Fully paid ordinary shares
Names of persons who received securities or basis on which those persons were determined:	Holloman Energy Corporation
Price:	\$0.003
Discount to market price (if any):	N/A
For non-cash issue	
Non-cash consideration paid:	Initial consideration for the acquisition of Petroleum Exploration Licences
Current value of that non- cash consideration:	\$72,750

Issue #11	
Date of issue:	13 August 2019
Number issued:	257,329,999
Class/Type of equity security:	Shares
Summary of terms:	Fully paid ordinary shares
Names of persons who received securities or basis on which those persons were determined:	Republic Investment Management Pte Ltd, clients of Lombard Bank and other investors arranged by the Company
Price:	£0.0013
Discount to market price (if any):	N/A
For cash issue	
Total consideration received:	£334,529
Amount of cash consideration spent:	£334,529
Use of cash consideration:	Working Capital

Issue #12	
Date of issue:	14 August 2019
Number issued:	9,166,333
Class/Type of equity security:	Shares
Summary of terms:	Fully paid ordinary shares
Names of persons who received securities or basis on which those persons were determined:	Perseville Investing Inc and Terra Nova Energy (Australia) Pty Ltd
Price:	\$0.003
Discount to market price (if any):	N/A
For non-cash issue	
Non-cash consideration paid:	Part consideration for the acquisition of Petroleum Exploration Licences
Current value of that non-cash consideration:	\$27,499

Issue #13	
Date of issue:	27 September 2019
Number issued:	124,060,150
Class/Type of equity security:	Options
Summary of terms:	Pursuant to the Series A Loan Agreement with Republic Investment Management Pte Ltd
Names of persons who received securities or basis on which those persons were determined:	Republic Investment Management Pte Ltd
Price:	Nil
Discount to market price (if any):	N/A
For non-cash issue	
Non-cash consideration paid:	Pursuant to the amendment to a Series A Loan Agreement
Current value of that non-cash consideration:	Nil

Issue #14	
Date of issue:	14 October 2019
Number issued:	118,421,053
Class/Type of equity security:	Shares
Summary of terms:	Fully paid ordinary shares
Names of persons who received securities or basis on which those persons were determined:	Lombard Bank
Price:	£0.0019
Discount to market price (if any):	16.5% discount to the 10-day VWAP as traded on AIM
For cash issue	
Total consideration received:	£225,000
Amount of cash consideration spent:	£225,000

Use of cash consideration:	Working Capital
----------------------------	-----------------

Issue #15	
Date of issue:	14 October 2019
Number issued:	13,290,646
Class/Type of equity security:	Shares
Summary of terms:	Pursuant to the Option and Share agreement with Terra Nova Energy (Australia) Pty Ltd and Perseville Investing Inc
Names of persons who received securities or basis on which those persons were determined:	Terra Nova Energy (Australia) Pty Ltd
Price:	Nil
Discount to market price (if any):	N/A
For non-cash issue	
Non-cash consideration paid:	Completion consideration for the acquisition of Petroleum Exploration Licences
Current value of that non-cash consideration:	\$46,249

Issue #16	
Date of issue:	14 October 2019
Number issued:	16,166,767
Class/Type of equity security:	Shares
Summary of terms:	Fully paid ordinary shares
Names of persons who received securities or basis on which those persons were determined:	Holloman Energy Corporation
Price:	\$0.003
Discount to market price (if any):	\$0.001
For non-cash issue	
Non-cash consideration paid:	Tranche 2 consideration for the acquisition of Petroleum Exploration Licences 112 and 444
Current value of that non-cash consideration:	\$48,500

Issue #17	
Date of issue:	21 October 2019
Number issued:	197,368,421
Class/Type of equity security:	Shares
Summary of terms:	Fully paid ordinary shares
Names of persons who received securities or basis on which those persons were determined:	Novum Securities
Price:	£0.0019
Discount to market price (if any):	16.5% discount to the 10-day VWAP as traded on AIM
For cash issue	
Total consideration received:	£375,000
Amount of cash consideration spent:	Nil
Use of cash consideration:	Working Capital

Issue #18	
Date of issue:	21 October 2019
Number issued:	11,842,105
Class/Type of equity security:	Options
Summary of terms:	See Schedule 3
Names of persons who received securities or basis on which those persons were determined:	Novum Securities
Price:	Nil
Discount to market price (if any):	N/A
For non-cash issue	
Non-cash consideration paid:	Pursuant to the advisory agreement with Novum Securities to provide lead manager services
Current value of that non-cash consideration:	\$33,147 ⁽²⁾

- (2) The Company has valued the non-cash consideration, being the issue of 11,842,105 options to Novum Securities at \$0.002799 per option representing a total valuation of \$33,147. In determining the value of the options, the Company has performed a Black-Scholes calculation based on a volatility of 133.61% and a risk-free rate of 0.75%.

Schedule 2 – Terms and Conditions of Republic Options

The following terms and conditions apply to the Republic Options (**Options**).

1. (**Defined terms**): Capitalised terms used in this Schedule have the meanings given in the Agreement unless expressly defined otherwise.
2. (**Entitlement**): Each Option entitles the holder (**Holder**) to subscribe for one Share upon exercise of the Option.
3. (**Issue Price**): No cash consideration is payable for the issue of the Options.
4. (**Exercise Price**): The Options have an exercise price of \$0.004121 each (**Exercise Price**).
5. (**Expiry Date**): The Options expire at 5:00pm (WST) on 1 April 2020 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
6. (**Exercise Period**): The Options are exercisable at any time and from time to time on or prior to the Expiry Date.
7. (**Quotation of the Options**): The Company will not apply for quotation of the Options on ASX, unless the Board resolves otherwise in its sole discretion.
8. (**Transferability of the Options**): The Options are transferable with the prior written approval of the Company.
9. (**Notice of Exercise**): The Options may be exercised by notice in writing to the Company in the manner specified on the Holding Statement or as otherwise agreed with the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company (including without limitation, as a set-off against the Principal Amount).
10. (**Exercise Date**): A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
11. (**Issue of Shares on exercise**): Within 5 Business Days after the Exercise Date, the Company will:
 - (a) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
 - (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If the Company is unable to deliver a notice under paragraph 11(b) or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company will lodge with ASIC a "cleansing prospectus" prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors. Where a "cleansing prospectus" is required, any Shares issued on exercise of Options will be subject to a holding lock until such time as a prospectus is issued by the Company. The Company must issue the prospectus by no later than 30 days after the date of issue of the Shares, or such later date as is agreed with the Holder.
12. (**Shares issued on exercise**): Shares issued on exercise of the Options rank equally with the then Shares of the Company.
13. (**Adjustment for bonus issues of securities**): If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
 - (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Holder would have received if the Holder had exercised the Option before the record date for the bonus issue; and
 - (b) no change will be made to the Exercise Price.

14. **(Adjustment for Entitlements Issue)** If the Company makes an issue of Shares pro rata to existing Shareholders (other than as a bonus issue, to which paragraph 13 will apply) there will be no adjustment of the Exercise Price of an Option or the number of Shares over which the Options are exercisable.
15. **(Participation in new issues):** There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
16. **(Reconstruction of capital):** If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
17. **(Constitution)** Upon the issue of Shares on exercise of the Options, the Holder agrees to be bound by the Company's Constitution.

Schedule 3 – Terms and Conditions of the Lead Manager Options

The following terms and conditions apply to the Novum Options (**Options**).

1. (**Entitlement**): Each Option entitles the holder (**Holder**) to subscribe for one Share upon exercise of the Option.
2. (**Issue Price**): No cash consideration is payable for the issue of the Options.
3. (**Exercise Price**): The Options have an exercise price of 0.19 pence (**Exercise Price**).
4. (**Expiry Date**): The Options expire at 5:00pm (WST) on 20 October 2021 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
5. (**Exercise Period**): The Options are exercisable at any time and from time to time on or prior to the Expiry Date.
6. (**Quotation of the Options**): The Company will not apply for quotation of the Options on ASX, unless the Board resolves otherwise in its sole discretion.
7. (**Transferability of the Options**): The Options are transferable with the prior written approval of the Company.
8. (**Notice of Exercise**): The Options may be exercised by notice in writing to the Company in the manner specified on the Option certificate or as otherwise agreed with the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company (including without limitation, as a set-off against the Principal Amount and any accrued interest outstanding).
9. (**Exercise Date**): A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
10. (**Issue of Shares on exercise**): Within 5 Business Days after the Exercise Date, the Company will:
 - (a) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
 - (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If the Company is unable to deliver a notice under paragraph 10(b) or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company will lodge with ASIC a "cleansing prospectus" prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors. Where a "cleansing prospectus" is required, any Shares issued on exercise of Options will be subject to a holding lock until such time as a prospectus is issued by the Company. The Company must issue the prospectus by no later than 30 days after the date of issue of the Shares, or such later date as is agreed with the Holder.
11. (**Shares issued on exercise**): Shares issued on exercise of the Options rank equally with the then Shares of the Company.
12. (**Adjustment for bonus issues of securities**): If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
 - (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Holder would have received if the Holder had exercised the Option before the record date for the bonus issue; and
 - (b) no change will be made to the Exercise Price.

13. **(Adjustment for Entitlements Issue)** If the Company makes an issue of Shares pro rata to existing Shareholders (other than as a bonus issue, to which paragraph 12 will apply) there will be no adjustment of the Exercise Price of an Option or the number of Shares over which the Options are exercisable.
14. **(Participation in new issues)** There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
15. **(Reconstruction of capital)** If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
16. **(Constitution)** Upon the issue of Shares on exercise of the Options, the Holder agrees to be bound by the Company's Constitution.

Voting by Proxy

1. A Proxy Form is enclosed with this Notice of Meeting.
2. Each member who is entitled to attend and cast a vote at the Annual General Meeting may appoint a proxy. A proxy need not be a member.
3. A member who is entitled to cast 2 or more votes at the Annual General Meeting may appoint either 1 or 2 proxies. If you wish to appoint 2 proxies you must use a separate proxy form for each proxy and indicate the percentage of your voting rights or the number of shares that each proxy is appointed in respect of, on the proxy forms. If you wish to appoint more than 1 proxy you should photocopy the enclosed proxy form or request an additional proxy form to be sent to you. Where a member appoints 2 proxies and does not specify the proportion or number of the member's votes, each proxy may exercise half of the member's rights.
4. An instrument appointing a proxy may not be treated as valid unless the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or proof of the power or authority to the satisfaction of the Directors, is or are:
 - deposited at the Company's share registry, Link Market Services Limited, 1A Homebush Bay Drive, Rhodes, New South Wales, 2138, Australia;
 - sent by facsimile to the Company's share registry at fax number +61 (02) 9287 0309;
 - sent by mail to the Company's share registry at the following address: Oilex Ltd, C/- Link Market Services Limited, Locked Bag A14, Sydney South, New South Wales, 1235, Australia: or
 - lodged online with the Company's share registry by visiting www.linkmarketservices.com.au. Select 'Investor Login'. Refer to "Single Holding" and enter Oilex Ltd or the ASX code (OEX) in the Issuer name field, your Security Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the front of your proxy form), postcode and security code which is shown on the screen and click 'Login'. Select 'Vote' under the 'Action' header and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website,by 10am (AWST) on 25 November 2019 (or, in the case of any adjournment of the Annual General Meeting, by no later than 48 hours before the time of the adjourned meeting), at which the person named in the instrument proposes to vote.
5. An instrument appointing a proxy must be in writing under the hand of the appointer or of the appointer's attorney duly authorised in writing or, if the appointer is a body corporate, either under its common seal if it has a common seal, or under the hand of an officer or duly authorised attorney or duly authorised representative.
6. A body corporate which is a Shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Annual General Meeting. The appointment must comply with section 250D of the Corporations Act. The representative should bring evidence of their appointment to the Annual General Meeting, including authority under which their appointment is signed, unless previously given to the Company.
7. 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.
8. **Proxy vote if appointment specifies way to vote**

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

 - the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
 - if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
 - if the proxy is the Chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and

- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

If a proxy is also a Shareholder, section 250BB(1) does not affect the way that the person can cast any votes that hold as a Shareholder.

9. **Transfer of non-chair proxy to Chair in certain circumstances**

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting

10. **Voting Prohibition by Proxy Holders (Remuneration of Key Management Personnel)**

In accordance with sections 250BD and 250R of the Corporations Act, votes on Resolutions 4, 5, 6 and 7 must not be cast (in any capacity) by, or on behalf of:

- a member of the Key Management Personnel; or
- a Closely Related Party of such member.

However, a person described above may cast a vote on Resolution 4, 5, 6 and 7 if the vote is not cast on behalf of a person who is excluded from voting on the relevant Resolution and:

- the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- the person is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the resolution, but expressly authorises the Chair to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

11. **Chair's voting intentions**

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention on the Proxy Form.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolutions 4, 5, 6 and 7 by signing and returning the Proxy Form, 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 Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

LODGE YOUR VOTE**ONLINE**www.linkmarketservices.com.au**BY MAIL**

Oilex Ltd
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

**BY FAX**

+61 2 9287 0309

**BY HAND**

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138

**ALL ENQUIRIES TO**

Telephone: +61 1300 554 474

LODGE A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **10:00am (WST) on Monday, 25 November 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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

**ONLINE**www.linkmarketservices.com.au

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

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM**YOUR NAME AND ADDRESS**

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

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

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

NAME SURNAME
ADDRESS LINE 1
ADDRESS LINE 2
ADDRESS LINE 3
ADDRESS LINE 4
ADDRESS LINE 5
ADDRESS LINE 6



X99999999999

PROXY FORM

I/We being a member(s) of Oilex Ltd and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

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

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am on Wednesday, 27 November 2019 at The Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolutions 4, 5, 6 and 7: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 4, 5, 6 and 7, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Re-election of Mr Paul Haywood as a Director	☐	☐	☐	8b Ratification of prior issue of Placement Shares under Listing Rule 7.1A to Lombard Bank	☐	☐	☐
2 Election of Mr Peter Schwarz as a Director	☐	☐	☐	8c Ratification of prior issue of Placement Shares under Listing Rule 7.1 to Novum Securities Limited	☐	☐	☐
3 10% capacity to issue Shares under Listing Rule 7.1A	☐	☐	☐	9 Ratification of prior issue of Tranche 2 Consideration Shares	☐	☐	☐
4 Adoption of Remuneration Report	☐	☐	☐	10 Approval to issue Republic Options	☐	☐	☐
5 Approval of issue of Remuneration Shares to Mr Bradley Lingo	☐	☐	☐	11 Approval to issue Lead Manager Options	☐	☐	☐
6 Approval of issue of Remuneration Shares to Mr Paul Haywood	☐	☐	☐	12 Amendment to the Constitution	☐	☐	☐
7 Approval of issue of Remuneration Shares to Mr Peter Schwarz	☐	☐	☐				
8a Ratification of prior issue of Placement Shares under Listing Rule 7.1 to Lombard Bank	☐	☐	☐				



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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

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

OEX PRX1902D