

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a meeting of members of K2 Energy Limited (the "Company") will be held at Level 2, 27-31 Macquarie Place, Sydney NSW 2000 on Wednesday 22<sup>nd</sup> November 2017 at 9:30am AEDT for the purpose of transacting the business set out in this Notice.

### BUSINESS

#### Item 1 – Financial Statements

To consider and receive the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30<sup>th</sup> June 2017.

#### Item 2 – Remuneration Report

To adopt the Remuneration Report for the year ended 30<sup>th</sup> June 2017.

#### Item 3 – Election of Director – Mr Sam Gazal

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

"That Mr Sam Gazal being a Director who retires by rotation, in accordance with the Company's Constitution, and being eligible, be re-elected as a Director of the Company."

#### Item 4 – Election of Director – Ms Ellie Phelan

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

"That Ellie Phelan, having been appointed as a Director of the Company on 9 October 2017 and being required to retire in accordance with the Constitution of the Company, be elected as a Director of the Company."

### Appointment of Proxy

- (a) A member who is unable to attend and vote at the meeting may appoint a proxy by completing and returning the attached proxy form in the manner provided below. The proxy need not be a member of the Company.
- (b) If a member wishes to appoint a proxy, and is entitled to cast 2 or more votes, then the member may appoint 2 proxies, and may specify the proportion or number of votes each proxy may cast.
- (c) A proxy form (and the power of attorney (if any) under which it is signed) must be received at the registered office of the Company not less than 48 hours before the time of the holding of the meeting:
- By hand: Boardroom Pty Limited – Level 12 Grosvenor Place, 225 George Street, Sydney, NSW, 2000
  - By mail: Boardroom Pty Limited – GPO Box 3993, Sydney NSW, 2001
  - By facsimile: (02) 9290 9655

### Corporate Representatives

Corporate members must either:

- appoint a proxy as set out above; or
- appoint a body corporate representative in accordance with the Corporations Act.

The appointment of a body corporate representative must be produced at the meeting.

### Entitlement to Vote

For the purpose of the meeting, those members holding shares at 7pm AEDT on 20<sup>th</sup> November 2017 will be voting members at the meeting.

### Further Information

This Notice should be read in conjunction with the Explanatory Note.

By the Order of the Board of Directors.



## EXPLANATORY NOTES ON ITEMS OF BUSINESS

### Item 1: Financial Statements

As required by section 317 of the Corporations Act 2001 (Cth) (the "Act"), the Financial Report, the Directors' Report and the Auditor's Report of the Company for the most recent financial year will be laid before the meeting. Shareholders will be provided with a reasonable opportunity to ask questions about or make comments on the management of the Company however, there will be no formal resolution put to the meeting.

Shareholders will also be provided with the opportunity to ask the representative of the Company's auditor questions about the conduct of the audit, the preparation and content of the Auditor's report, the 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.

### Item 2: Remuneration Report

The Directors' Report for the year ended 30 June 2017 contains a Remuneration Report, which sets out the remuneration policy for the Company and reports on the remuneration arrangements in place for Directors and certain senior executives.

The Act requires that the agenda for this Annual General Meeting include a resolution for the adoption of the Remuneration Report. The vote on the resolution is advisory only and is not binding on the Directors or the Company.

Shareholders will be provided with a reasonable opportunity to ask questions about and make comments on the Remuneration Report.

### Item 3: Election of Director

Pursuant to the Company's Constitution, Mr Sam Gazal will retire as a Director at the Annual General Meeting and offer himself for re-election.

Sam has more than 38 years' experience as a director of public and private companies. He graduated from Sydney University with a Bachelor of Economics. He has been a director and significant shareholder in a number of successful companies including Gazal Industries Limited, Winthrop Investments Limited, Country Television Services Limited and Sunshine Broadcasting Network Limited. He is the major shareholder and chairman of the Roslyndale group of companies.

Samuel has acted as financial advisor to a number of companies.

If re-elected, Mr Sam Gazal will continue as a Director and be subject to retirement by rotation in accordance with the Company's Constitution.

The Board, with the exception of Mr Gazal, unanimously recommends that Shareholders vote in favour of the re-election of Mr Gazal.

### Item 4: Election of Director

Pursuant to the Company's Constitution, Ellie Phelan being a Director, who was appointed since the last general meeting of the Company, in accordance with the Company's Constitution, and being eligible, be elected as a Director of the Company.

Ellie Phelan has been appointed to the K2 Energy Board. Ellie has over 10 years' experience working for a number of public and private companies in the areas of finance and administration. Ellie holds Bachelor degrees in Law, Accounting and Commerce.

If elected, Ellie Phelan will continue as a Director and be subject to retirement by rotation in accordance with the Company's Constitution.

The Board, with exception of Ellie Phelan, unanimously recommends that Shareholders vote in favour of the election of Ellie Phelan.