

NOTICE OF GENERAL MEETING

Including Explanatory Memorandum and Proxy Form

RED SKY ENERGY LIMITED

ACN 099 116 275

TIME	10:00am (Melbourne time)
DATE:	4 December 2019
PLACE:	Level 17, 500 Collins Street, Melbourne VIC 3000

This Notice of General Meeting (**Notice**) and the accompanying Explanatory Memorandum (**Memorandum**) should be read in their entirety.

If, as a shareholder, you are in doubt as to the course you should follow, please consult your financial or professional adviser prior to voting.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 3 9614 0600

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The General Meeting (**Meeting**) of Shareholders to which this Notice relates will be held at 10:00am (Melbourne time) on 4 December 2019 at Level 17, 500 Collins Street, Melbourne VIC 3000.

YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

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

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return it by:

- (a) post to Level 17, 500 Collins Street, Melbourne, Victoria 3000; or
- (b) Facsimile on facsimile number +61 3 9614 0550

So that it is received no later than 48 hours prior to the date of the Meeting.

Proxy Forms received later than this time will be invalid

RED SKY ENERGY LIMITED
[ACN 099 116 275]
NOTICE OF GENERAL MEETING

Notice is given that the General Meeting ("Meeting") of Red Sky Energy Limited ("the Company" or "Red Sky") will be held at 10:00am (Melbourne time) on 4 December 2019 at Level 17, 500 Collins Street, Melbourne VIC 3000.

Further details in respect of each of the resolutions proposed in this Notice of General Meeting ("Notice") are set out in the Explanatory Memorandum ("Memorandum") accompanying this Notice. Details of the resolutions contained in the Memorandum should be read together with, and form part of, this Notice.

BUSINESS

RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES

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

"THAT for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the prior issue of 313,000,000 fully paid ordinary shares at an issue price of 0.25 cents (\$0.0025) per share in a placement to unrelated professional, sophisticated and other exempt investors that did not require disclosure under Chapter 6D of the Corporations Act on 26 September 2019, as described in the Memorandum which accompanied and formed part of the Notice."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue or any associates of that person.

However, the Company will not disregard a vote if it is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or*
- (b) the person chairing the meeting 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 2 – APPROVAL FOR ISSUE OF SHARES

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

"THAT for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 20,000,000 fully paid ordinary shares to JAWAF Enterprises Pty Ltd (and/or its nominee(s)), as described in the Memorandum which accompanied and formed part of this Notice."

Voting Exclusion

The Company will disregard votes cast in favour of this Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or any associates of that person.

However, the Company will not disregard a vote if it is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or*
- (b) the person chairing the meeting 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 3A: APPROVAL FOR ISSUE OF SHARES TO A DIRECTOR – CLINTON CAREY

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 20,000,000 fully paid ordinary shares to Clinton Carey (and/or his nominee(s)), as described in the Memorandum which accompanied and formed part of this Notice."

A voting exclusion statement as set out below in this Notice applies to this Resolution 3A.

RESOLUTION 3B: APPROVAL FOR ISSUE OF SHARES TO A DIRECTOR – ADRIEN WING

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 20,000,000 fully paid ordinary shares to Adrien Wing (and/or his nominee(s)), as described in the Memorandum which accompanied and formed part of this Notice."

A voting exclusion statement as set out below in this Notice applies to this Resolution 3B.

Voting Exclusion Statement – Resolutions 3A – 3B

The Company will disregard any votes cast in favour of each of Resolutions 3A and 3B by a person who is to receive securities in relation to the Company or any of their associates in respect of Resolutions 3A and 3B separately.

However, the Company need not disregard a vote if it is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or*
- (b) the person chairing the meeting 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.*

By the order of the Board



Adrien Wing
Director and Company Secretary

Dated: 4 November 2019

The accompanying Memorandum and Proxy and Voting Instructions form part of this Notice.

PROXY AND VOTING INSTRUCTIONS

PROXY INSTRUCTIONS

A member who is entitled to vote at a meeting may appoint:

- one proxy if the member is only entitled to one vote; and
- one or two proxies if the member is entitled to more than one vote.

Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion of the member's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be lodged at the registered office of the Company or sent by facsimile transmission to the Company's registered office on +61 3 9614 0550 not less than 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

The proxy form must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.

A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the Meeting.

The proxy may, but need not, be a member of the Company.

A proxy form is attached to this Notice.

If you sign the proxy form and do not appoint a proxy, you will have appointed the Chair of the meeting as your proxy.

CORPORATE REPRESENTATIVES

Any corporation which is a member of the Company may authorise by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the Chair of the Meeting, a natural person to act as its representative at any Meeting.

Corporate representatives are requested to bring appropriate evidence of appointment as a representative in accordance with the Constitution. Attorneys are requested to bring an original or certified copy of the power of attorney pursuant to which they were appointed. Proof of identity is also required for corporate representatives and attorneys.

VOTING ENTITLEMENT

For the purposes of the Corporations Act and Corporations Regulations shareholders entered on the Company's Register of Members as at 7:00pm (Melbourne time) on 2 December 2019 are entitled to attend and vote at the Meeting.

On a poll, members have one vote for every fully paid ordinary share held. Holders of options are not entitled to vote.

Subject to the restriction set out in the Notice, the Chair of the meeting will vote undirected proxies in favor of all of the proposed resolutions.

HOW THE CHAIR WILL VOTE UNDIRECTED PROXIES

Subject to any applicable restrictions, the Chair of the Meeting will vote undirected proxies in favour of all Resolutions.

RED SKY ENERGY LIMITED
ACN 099 116 275

GENERAL MEETING
EXPLANATORY MEMORANDUM

INTRODUCTION

This Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held at 10:00am (Melbourne time) on 4 December 2019 at Level 17, 500 Collins Street, Melbourne VIC 3000.

The Notice incorporates, and should be read together with, this Memorandum.

RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES

Resolution 1 seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of 313,000,000 fully paid ordinary shares in a placement to unrelated professional, sophisticated and other exempt investors that did not require disclosure under Chapter 6D of the Corporations Act who were identified by the Company.

The issue was the subject of an Appendix 3B released to ASX on 26 September 2019.

The 313,000,000 fully paid ordinary shares were issued without shareholder approval using the Company's existing placement capacity under ASX Listing Rules 7.1 and 7.1A. ASX Listing Rule 7.1 provides, subject to Listing Rule 7.1A (among others), that a company must not, subject to specified exceptions, issue or agree to issue during any twelve-month period any equity securities, or other securities with rights to conversion to equity (such as options), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

The Company obtained Shareholder approval under ASX Listing Rule 7.1A to issue shares under an additional 10% capacity at its Annual General Meeting on 15 May 2019.

Of the 313,000,000 shares issued, 187,681,672 shares were issued pursuant to the Company's placement capacity under ASX Listing Rule 7.1 and 125,318,328 shares were issued pursuant to the Company's placement capacity under ASX Listing Rule 7.1A.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities made pursuant to ASX Listing Rule 7.1 and/or Listing Rule 7.1A (provided that the previous issue of securities did not breach ASX Listing Rule 7.1 and/or Listing Rule 7.1A) those securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1 and/or Listing Rule 7.1A.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 25% annual placement capacity pursuant to ASX Listing Rule 7.1 and Listing Rule 7.1A without the requirement to obtain prior shareholder approval. Any issue of shares under the reinstated Listing Rule 7.1A 10% capacity must still comply with the requirements that apply to issues under that Rule, including that the shares are issued at a price which is at least 75% of the 15 day VWAP.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.5:

- (a) The total number of securities issued was 313,000,000 fully paid ordinary shares in the Company.
- (b) The price at which the shares were issued was 0.25 cents (\$0.0025) per share.
- (c) The shares have the same terms and rights as, and rank equally with, the Company's existing listed fully paid ordinary shares.
- (d) The fully paid ordinary shares were issued to unrelated professional, sophisticated and other exempt investors who did not require disclosure under Chapter 6D of the Corporations Act who were identified by the Company.
- (e) Funds raised by the issue of fully paid ordinary shares have been, or will be, applied to continued development of the existing projects of the Company, for working capital, to cover the costs of the offer and for the assessment of new opportunities.
- (f) A voting exclusion is contained in the Notice accompanying this Memorandum.

RESOLUTION 2 – APPROVAL OF ISSUE OF SHARES

Resolution 2 seeks shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of up to 20,000,000 fully paid ordinary shares to JAWAF Enterprises Pty Ltd (and/or its nominee(s)) (**JAWAF**) in lieu of cash for consulting services provided by JAWAF. JAWAF is not a related party of the Company.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12-month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the company's issued share capital at the commencement of that 12-month period. One circumstance where an action or an issue is not taken into account in the calculation of the 15% threshold is where the issue has the prior approval of shareholders at a general meeting.

ASX Listing Rule 7.3 requires that the meeting document concerning a proposed resolution to approve an issue of securities in accordance with ASX Listing Rule 7.1 must contain the following information:

- (a) The maximum number of securities to be issued under the approval sought through this resolution is 20,000,000 ordinary shares.
- (b) The Company proposes issuing the shares the subject of Resolution 2 shortly after the Meeting and in any event no later than 3 months after the date of the Meeting.
- (c) The shares will be issued for no cash consideration. The shares are to be issued in lieu of cash for consulting services provided by JAWAF to the Company.
- (d) The shares will be issued to JAWAF Enterprises Pty Ltd (and/or its nominee(s)) who is not a related party of the Company.
- (e) The shares are fully paid ordinary shares which will rank equally with the Company's existing ordinary shares.
- (f) No funds will be raised from the issue of these shares. These shares are being issued in lieu of cash for consulting services provided by JAWAF to the Company.
- (g) A voting exclusion is contained in the Notice accompanying this Memorandum.

Resolution 3A and 3B: Approval for issue of securities to Directors

As a means of maintaining its cash reserves, the Company has negotiated with Mr Clinton Carey and Mr Adrien Wing to satisfy debts of \$50,000 owed to each of them and their associated entities (aggregate \$100,000) on account of accrued director fees and other services provided to the Company by way of an issue of shares in the Company at a deemed issue price of \$0.0025 (0.25 cents) per share.

Accordingly, Resolutions 3A and 3B seek shareholder approval for the issue of 20,000,000 shares to each of Mr Clinton Carey and Mr Adrien Wing (and/or their nominee(s)) at a deemed issue price of \$0.0025 (0.25 cents) per share (aggregate issue of 40,000,000 shares).

The deemed price per share is equal to the price paid per share in the recently completed placement of shares to unrelated professional, sophisticated and other exempt investors on 26 September 2019.

Each of Mr Clinton Carey and Mr Adrien Wing are Directors of the Company. Accordingly, the issue of shares to them requires shareholder approval for the purposes of ASX Listing Rule 10.11. If shareholder approval is not obtained then the Company will be required to repay the debt in cash in the future.

Corporations Act

Section 208 of the Corporations Act provides that a public company must not, subject to certain exceptions, give a financial benefit to a related party without approval of the company's members. Section 228 of the Corporations Act defines a "related party" for the purposes of Chapter 2E to include:

- directors of the public company (section 228(2)(a)); and
- an entity controlled by directors of the public company (section 228(4)).

Resolutions 3A and 3B involve the issue of securities to a related party of the Company for the purposes of Chapter 2E of the Corporations Act.

A "financial benefit" is defined in section 229 of the Corporations Act and includes issuing shares to a related party.

Section 210 of the Corporations Act provides an exception to the requirement to obtain shareholder approval for giving a financial benefit to a related party where the financial benefit is given on terms that would be reasonable if the company and the related party were dealing at arms' length or on terms that are less favourable to the related party than terms that would be reasonable if the company and the related party were dealing at arms' length.

The Directors (with Mr Clinton Carey and Mr Adrien Wing being excluded from any involvement in any proposed issue of shares to them or their associates to satisfy debt owed) have formed the view that the terms upon which shares will be issued to satisfy outstanding debt are reasonable, or less favourable to the related party than terms that would be reasonable, in circumstances if the Company and each of the respective parties were dealing on arms' length terms. The Directors (with Mr Clinton Carey and Mr Adrien Wing being excluded from any involvement in any proposed issue of shares to them or their associates to satisfy debt owed) have formed this view with regard to:

- Repaying the debts in equity allows for the elimination of existing debts whilst retaining existing cash reserves in the Company. This flexibility to satisfy the repayment of debt by way of an issue of equity is less favourable to the proposed recipients than if the parties were dealing on arms' length terms;

The deemed issue price of \$0.0025 (0.25 cents) of shares proposed to be issued to satisfy outstanding debt is reasonable having regard to market conditions. In reaching the view that the deemed issue price is reasonable, regard has been had to the deemed issue price being equal to the issue price per share of the recently completed placement of the Company (being the last time the Company had raised funds from unrelated third parties prior to the Notice); and

The issue of equity to satisfy the relevant debt(s) is subject to the approval of the shareholders of the Company, failing which the debts are repayable in cash.

Having regard to the above, the Directors (with Mr Clinton Carey and Mr Adrien Wing being excluded from any involvement in any proposed issue of shares to them or their associates to satisfy debt owed) consider the issue of shares as provided for in Resolutions 3A to 3B are reasonable and on terms that would be offered to parties at arms' length from the Company having regard to the purpose of the issue.

As such, the Directors (with Mr Clinton Carey and Mr Adrien Wing being excluded from any involvement in any proposed issue of shares to them or their associates to satisfy debt owed) consider the proposed issues fall within the exception set out in section 210 of the Corporations Act.

The nature of the financial benefit to be given is the shares proposed to be issued to each of the recipients (and/or their nominee(s)) pursuant to Resolutions 3A to 3B.

ASX Listing Rules

ASX Listing Rule 10.11 requires a company to obtain shareholder approval by ordinary resolution prior to the issue of securities to a related party of the company. For the purpose of Listing Rule 10.11, a related party includes a director of the company, an entity over which a Director has control and an entity which ASX believes, or has reasonable grounds to believe, is likely to become a related party of the company in the future.

Shareholder approval is being sought under Listing Rule 10.11 for each of Resolutions 3A and 3B and as such approval is not required under ASX Listing Rule 7.1.

ASX Listing Rule 10.13 requires the meeting documents concerning a proposed resolution to approve an issue of securities in accordance with ASX Listing Rule 10.11 must include specific information which is set out below with respect to Resolutions 3A and 3B:

- (a) The proposed recipients and the maximum number of securities to be acquired by each person for whom approval under ASX Listing Rule 10.11 is sought under Resolutions 3A and 3B is set out in the table below:

Resolution	Recipient	Number of shares
3A	Mr Clinton Carey	20,000,000
3B	Mr Adrien Wing	20,000,000
	Total	40,000,000

* Shares may be issued to a nominee of a Director as advised to the Company

- (b) Shares the subject of Resolutions 3A to 3B will be issued and allotted no later than one (1) month after the date of the Meeting (or such later date as may be permitted by an ASX waiver of the ASX Listing Rules, the Corporations Act and/or the Australian Securities and Investment Commission).

(c) A voting exclusion for each of Resolutions 3A and 3B is contained in the Notice.

(d) No payment of money is required for the issue of shares and therefore no funds will be raised from the issue. Shares are proposed to be issued at a deemed issue price of \$0.0025 (0.25 cents) to satisfy debts owed to the proposed recipients and their associated entities on account of accrued director fees and other services provided to the Company.

(e) The shares are fully paid ordinary shares which will rank equally with the Company's existing ordinary shares.

Note: unless otherwise specified, all monetary amounts are expressed in Australian dollars.

PROXY FORM
RED SKY ENERGY LIMITED
[ACN 099 116 275]



The Company Secretary
Red Sky Energy Limited

By delivery:
Level 17, 500 Collins Street
Melbourne VIC 3000

By post:
Level 17, 500 Collins Street
Melbourne VIC 3000

By facsimile:
(03) 9614 0550

Name of Shareholder:

Address of Shareholder:

Number of Shares entitled to vote:

Please mark 'X' to indicate your directions. Further instructions are provided overleaf.

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

Step 1 – Appoint a Proxy to Vote on Your Behalf

I/We being Shareholder/s of the Company hereby appoint:

The Chair of the Meeting (mark box) OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

If the Chair is appointed as your proxy, or may be appointed by default, and you do not wish to direct your proxy how to vote as your proxy, please place a mark in the box to the left. By marking this box, you acknowledge that the Chair may exercise your proxy even if he has an interest in the outcome of the resolution, or even if the resolution is connected directly or indirectly with the remuneration of a member of the Company's key management personnel, and votes cast by him other than as proxy holder will be disregarded because of that interest.

or failing the person/body corporate named, or if no person/body corporate is named, the Chair of the Meeting, as my/or proxy to act generally at the meeting 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 law, as the proxy sees fit), at the Meeting of the Company to be held at 10:00am (Melbourne time) on 4 December 2019, at Level 17, 500 Collins Street, Melbourne VIC 3000 and at any adjournment or postponement of that Meeting.

Important – If the Chair is your proxy or is appointed as your proxy by default

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

Step 2 – Instructions as to Voting on Resolutions

INSTRUCTIONS AS TO VOTING ON RESOLUTIONS

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

	For	Against	Abstain*
Resolution 1 – Ratification of prior issue of shares			
Resolution 2 – Approval for issue of shares			
Resolution 3A – Approval of issue of Shares to a Director – Mr Clinton Carey			
Resolution 3B – Approval of issue of Shares to a Director – Mr Adrien Wing			

If no directions are given my proxy may vote (subject to any relevant restrictions) as the proxy thinks fit or may abstain.

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

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

The Chair of the Meeting intends to vote all available proxies in favour of each Resolution.

Individual or Shareholder 1 Shareholder 2 Shareholder 3

Sole Director and Sole Company Secretary Director Director/Company Secretary

Contact Daytime Telephone Date

Insert name and address of Shareholder Insert name and address of proxy Omit if not applicable

Proxy Notes:

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

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

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

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

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

Proxy Forms (and powers of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority must be deposited at or received by facsimile transmission at the office of the Company (Level 17, 500 Collins Street, Melbourne, Victoria, 3000 or facsimile (03) 9614 0550) not less than 48 hours prior to the time of commencement of the Meeting (Melbourne time).