

For personal use only

---

**FREMONT PETROLEUM CORPORATION LIMITED**  
**ACN 114 198 471**  
**NOTICE OF GENERAL MEETING**

---

Notice is given that the Meeting will be held at:

**TIME:** 12:00 pm (Sydney time)  
**DATE:** Thursday, 10 June 2021  
**PLACE:** CoySec Services Pty Limited  
Level 3, Suite 302  
17 Castlereagh Street  
SYDNEY NSW 2000

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

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

***The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00pm (Sydney time) on 9 June 2021.***

---

## BUSINESS OF THE MEETING

---

### AGENDA

---

#### 1. RESOLUTION 1 – CHANGE OF COMPANY NAME

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

*“That, for the purposes of section 157(1)(a) and for all other purposes, approval is given for the name of the Company to be changed to **“AXP Energy Limited”**.”*

---

#### 2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF SHARES PURSUANT TO CAPITAL RAISING

To consider and, if thought fit, to pass, with or without amendment, 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 issue of 599,999,999 Shares on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of the Resolution by or on behalf of: a person who participated in the issue or is a counterparty to the agreement being approved (namely, the participants in the Capital Raising) or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

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

---

#### 3. RESOLUTION 3 – APPROVAL TO ISSUE PLACEMENT OPTIONS UNDER CAPITAL RAISING

To consider and, if thought fit, to pass, with or without amendment, 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 300,000,000 Options on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of the 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 (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely, the participants in the Capital Raising) or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

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

---

#### 4. RESOLUTION 4 – APPROVAL NON-EXECUTIVE DIRECTOR REMUNERATION

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

*"That, for the purposes of ASX Listing Rule 10.17, clause 0.0 of the Company's Constitution and for all other purposes, the remuneration payable to the non-executive Directors' of the company in aggregate be set at a maximum amount of \$750,000 with effect on and from the close of the meeting."*

**Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of the Resolution by or on behalf of any Director of the Company or any of their associates.

However, this does not apply to a vote cast in favour of the Resolution by:

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

**Dated: 6 May 2021**

**By order of the Board**



**Robert Lees**  
**Company Secretary**

### Voting in person

---

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

**Shareholders should note that in light of COVID-19, the Directors are strongly encouraging all Shareholders to submit their votes through proxy voting forms prior to the meeting instead of attending the meeting in person.**

### Voting by proxy

---

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

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

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

Shareholders and their proxies should be aware that:

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

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 2 9299 9580.***

---

## EXPLANATORY STATEMENT

---

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

---

### RESOLUTION 1 – CHANGE OF COMPANY NAME

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

Resolution 1 seeks the approval of Shareholders for the Company to change its name to “**AXP Energy Limited**”.

If Resolution 1 is passed the change of name will take effect when ASIC alters the details of the Company’s registration.

If Resolution 1 is passed, the Company will lodge a copy of the special resolution with ASIC following the Meeting, in order to effect the change.

---

### BACKGROUND – RESOLUTIONS 2 & 3

#### Capital Raising

As announced by the Company on 18 December 2020, the Company secured funding of \$1,800,000 by an agreed placement of 599,999,999 Shares to professional and sophisticated investors at an issue price of \$0.003 per Share (**Placement Shares**) to raise \$1,800,000 (**Capital Raising**). The Company has as part of this raising, agreed to issue one (1) free attaching option (exercisable at \$0.005 on or before the date which is 18 months from the date of issue) (**Placement Option**) for every two (2) Placement Share subscribed for and issued under the Capital Raising.

The funds raised provided additional working capital and gives the Company the financial flexibility to potentially pursue opportunistic conventional oil & gas acquisitions focused on onshore USA in the future.

The Company completed the first of the Capital Raisings via the issue of 599,999,999 Placement Shares pursuant to its existing placement capacities under ASX Listing Rule 7.1 (announced 18 December 2020 and Appendix 2A issued 21 December 2020).

The Company is seeking:

**Resolutions 2:** Shareholder ratification for the issue of 599, 999,999 Placement Shares pursuant to Resolutions 2; and

**Resolutions 3:** Shareholder approval to issue of 300,000,000 Placement Options to subscribers under the Capital Raising (subject of Resolutions 2) pursuant to Resolution 3.

---

## RESOLUTIONS 2 – RATIFICATION OF PRIOR ISSUE OF SHARES PURSUANT TO CAPITAL RAISING

### General

As set out in Section 1.1, on 18 December 2020 the Company completed a Capital Raising by issuing 599,999,999 Placement Shares pursuant to the Company's placement capacity under ASX Listing Rule 7.1.

The Company raised \$1,800,000 pursuant to the Capital Raising.

### ASX Listing Rules 7.1

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

The issue of the Placement Shares does not fit within any of these exceptions and, as the issue has not yet been approved by Shareholders, it effectively uses up part of the 15% limit under ASX Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under ASX Listing Rules 7.1 for the 12 month period following the date of issue of the Placement Shares.

### ASX Listing Rule 7.4

ASX Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities made using its placement capacity under ASX Listing Rule 7.1 or ASX Listing Rule 7.1A after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so that issue does not reduce the company's capacity to issue further equity securities without shareholder approval under ASX Listing Rule 7.1 or ASX Listing Rule 7.1A, as applicable.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1 and ASX Listing Rule 7.1A. Accordingly, the Company is seeking Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Placement Shares.

Resolutions 2 seek Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the 599,999,999 Placement Shares under the Capital Raising.

### Technical information required by ASX Listing Rule 14.1A

If Resolution 2 is passed, the Placement Shares issued will be excluded in calculating the Company's combined 25% limit under ASX Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

If Resolution 2 is not passed, the Placement Shares issued will be included in calculating the Company's combined 25% limit under ASX Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

## Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolutions 2 and 3:

- (a) the 599,999,999 Placement Shares were issued to professional and sophisticated investors. These recipients were identified by the Directors as a result of undertaking presentations to various investor groups and who support the Company's strategy. None of the recipients are related parties of the Company, members of the Company's key management personnel, a substantial holder, an adviser to the Company; or an associate of any of the above;
- (b) the 599,999,999 Placement Shares were issued pursuant to ASX Listing Rule 7.1 (ratification of which is sought under Resolution 2);
- (c) the Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Placement Shares were issued on 18 December 2020;
- (e) the issue price was \$0.003 per Share under the issue of Placement Shares pursuant to ASX Listing Rule 7.1. The Company has not and will not receive any other consideration for the issue of the Placement Shares;
- (f) the purpose of the issue of the Placement Shares was to raise \$1,800,000 under the Capital Raising, which funds will be applied as additional working capital;
- (g) the Placement Shares were not issued under an agreement; and
- (h) voting exclusion statements are included of Resolutions 2 of the Notice.

---

### RESOLUTION 3 – APPROVAL TO ISSUE PLACEMENT OPTIONS UNDER CAPITAL RAISINGS

#### General

As set out in Section 6, the Company has agreed to issue one (1) free attaching Placement Option for every two (2) Placement Share subscribed for and issued under the Capital Raising on 18 December 2020, subject to obtaining Shareholder approval.

The placement terms were for each two shares subscribed for at \$0.003 each, one Option expiring 18 months after issue and exercisable on payment of \$0.005 would be issued, subject to shareholder approval.

Accordingly, the maximum number of Placement Options to be issued by the Company is 300,000,000.

#### ASX Listing Rule 7.1

As summarised in Section 7.2 above, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the Placement Options does not fall within any of these exceptions and exceeds the 15% limit in ASX Listing Rule 7.1. The issue therefore requires the approval of Shareholders under ASX Listing Rule 7.1.

#### **Technical information required by ASX Listing Rule 14.1A**

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Placement Options. In addition, the issue of the Placement Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Placement Options. Accordingly, the Company will not be able to complete the Capital Raising as agreed with subscribers.

Resolution 3 seeks Shareholder approval for the purposes of ASX Listing Rule 7.1 for the issue of the Placement Options.

#### **Technical information required by ASX Listing Rule 7.1**

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 3:

- (i) The Placement Options will be issued to subscribers under the Capital Raising (being, the recipients of the Placement Shares), who are not related parties of the Company;
- (j) the maximum number of Placement Options to be issued is 300,000,000. The terms and conditions of the Placement Options are set out in Schedule 1;
- (k) the Placement Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Placement Options will occur on the same date;
- (l) the Placement Options will be issued free attaching at a nil issue price on the basis of one (1) free attaching Placement Option for every two (2) Placement Share subscribed for and issued under the Capital Raising;
- (m) the purpose of the issue of the Placement Options is to satisfy the terms of the Capital Raising as agreed with subscribers (being the issue of one Option exercisable on payment of \$0.005, expiring 18 months after issue, for each 2 shares subscribed for);
- (n) the Placement Options are not being issued under an agreement;
- (o) the Placement Options are not being issued under, or to fund, a reverse takeover; and
- (p) a voting exclusion statement is included in Resolution 3 of the Notice.



---

**RESOLUTION 4 – APPROVAL NON-EXECUTIVE DIRECTOR REMUNERATION**

Clause 14.8 of the company's Constitution sets the upper limit of non-executive directors' remuneration at no more than \$500,000 and allows for the total aggregate fixed sum per annum to be varied by ordinary resolution of the shareholders in general meeting. As the aggregate maximum of \$500,000 was set in 2006, some 15 years ago, it is proposed that the aggregate maximum amount of remuneration that may be paid to the non-executive directors be increased by \$250,000 to \$750,000 per annum (inclusive of statutory superannuation).

The reason for this increase in the limit is the expected growth in the Company that additional Directors or those Directors who are in the oil and gas field may command higher fees and as such, in order to attract those candidates, the higher amount of fees may be payable. In addition, the Board has since January 2020 has consisted of all non-executive Directors which has increased the workload of all non-executive Directors. It is also possible that the size of the Board will need to be increased so as to deal with the increased demand as the planned growth in the Company occurs.

Adoption of the directors' remuneration limit does not mean that the full amount will be paid to the directors. For details of the amount of directors' fees paid for the year ended 30 June 2020, please refer to the Directors' Report contained in the 2020 Annual Report.

---

## GLOSSARY

---

**\$** means Australian dollars.

**AEST** means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

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

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

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

**Board** means the current board of Directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Capital Raising** has the meaning given to it in Section 1.1.

**Chair** means the chair of the Meeting.

**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 Fremont Petroleum Corporation Limited (ACN 114 198 471).

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

**Directors** means the current directors of the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

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

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

**Option** means an option to acquire a Share, including a Placement Option.

**Optionholder** means a holder of an Option.

**Placement Option** means an Option issued on the terms and conditions set out in Schedule 1.

**Placement Shares** has the meaning given to it in Section 1.1, being the Shares to be issued pursuant to the Capital Raising.

**Proxy Form** means the proxy form accompanying the Notice.

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

**Section** means a section of the Explanatory Statement.

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

**Shareholder** means a registered holder of a Share.

---

## SCHEDULE 1 – TERMS AND CONDITIONS OF PLACEMENT OPTIONS

---

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.005 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (AEST) on the date which is 18 months from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**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.

(f) **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**).

(g) **Timing of issue of Shares on exercise**

Within 15 Business Days after the Exercise Date, the Company will:

- (i) 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;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a 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; and
- (iii) 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 a notice delivered under paragraph (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such

notice being ineffective, lodge with ASIC a 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.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **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.

(k) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

## SCHEDULE 2 – ISSUES OF EQUITY SECURITIES TO DIRECTORS SINCE MAY 2018

Date	Quantity	Class	Recipients	Issue price	Form of consideration
Approved General Meeting 24 May 2018  Issue –  Appendix 3B – 27 June 2018	4,285,716	Ordinary Shares	Directors participating in Share issue - Timothy Hart 2,142,858 shares and Samuel Jarvis 2,142,858 shares	Issue price of \$0.007 per Share	Amount raised = \$30,000
Issue –  Appendix 3B – 28 June 2018	9,885,714	Ordinary Shares	Directors: Guy Goudy, Timothy Hart, Stuart Middleton, Andrew Blow & Samuel Jarvis	Issue price of \$0.007 per Share	Consideration: Shares Issued in lieu of cash as payment for director fees
Approved at the General Meeting held on 16 October 2018.  Issue –  Appendix 3B – 3 December 2018	29,999,999	Ordinary Shares	Directors participating in placement: Timothy Hart, Stuart Middleton, Andrew Blow, and Guy Goudy – 2,142,857 shares each.  Samuel Jarvis 21,428,571 Shares	Issue price of \$0.007 per Share	Amount raised = \$210,000
	15,000,002	Unquoted Options exercisable at \$0.02 each, on or before 31 March 2020.	Directors participating in placement: Timothy Hart, Stuart Middleton, Andrew Blow, Samuel Jarvis and Guy Goudy	Nil	Consideration: Free attaching options on a 1:2 basis issued under placement
Issue –  Appendix 3B – 21 March 2019	29,142,855	Ordinary Shares	17,142,855 issued to Directors as remuneration - approved at the Company's General Meeting on 24 May 2018.  12,000,000 issued to Directors on conversion of performance rights that were originally approved at the Company's Annual General Meeting on 24 November 2017.	Shares issued to Directors as remuneration for nil cash consideration  Shares issued on conversion of performance rights were issued for nil consideration.	Consideration: Remuneration in lieu of cash payment of Directors' fees  <b>Incentive Performance Rights Plan Shares</b> Consideration: Performance based remuneration for services provided to the Company  Issue value = \$204,000

Date	Quantity	Class	Recipients	Issue price	Form of consideration
Issue – 4 June 2020 Appendix 2A – 4 June 2020	24,349,840	Ordinary Shares	Payment of Directors Fees as approved by shareholders for two six month periods	10,061,950 shares at \$0.0119 per share  14,287,890 shares at \$0.0082 per share	Consideration: Remuneration in lieu of cash payment of Directors' fees  Issue value = \$236,898
Issue – 30 June 2020 Appendix 2A – 4 June 2020	26,236,028	Ordinary Shares	7,686,028 issued to Directors as remuneration - approved at the Company's General Meeting on 29 Nov 2019. Resolutions 3 to 7  7,000,000 issued to Directors on conversion of performance rights that were originally approved at the Company's Annual General Meeting on 28 November 2018.	Shares issued to Directors as remuneration for nil cash consideration  Shares issued on conversion of performance rights were issued for nil consideration.	Consideration: Remuneration in lieu of cash payment of Directors' fees  Issue value = \$53,802  <b>Incentive Performance Rights Plan Shares</b>
Issue – 3 September 2020 Appendix 2A – 3 September 2020	97,560,976	Ordinary Shares	48,780,488 issued to two Directors - Samuel Jarvis & Peter Crown as remuneration - approved at the Company's General Meeting on 31 August 2020. Resolutions 6 & 7	\$0.0041 per Share	Issue value - \$400,000

#### All Correspondence to:

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)

☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 12:00pm (Sydney Time) on Tuesday 8 June 2021.**

### TO VOTE ONLINE

**STEP 1: VISIT** <https://www.votingonline.com.au/fplgm2021>

**STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**

**STEP 3: Enter your Voting Access Code (VAC):**

### BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder in the company. Do not write the name of the issuer company or the registered securityholder in the space.

##### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- (b) return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

##### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by 12:00pm (Sydney Time) on Tuesday 8 June 2021. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

💻 **Online** <https://www.votingonline.com.au/fplgm2021>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.



# Fremont Petroleum Corporation Limited

ACN 114 198 471

☐

## Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

**Please note, you cannot change ownership of your securities using this form.**

## PROXY FORM

### STEP 1 APPOINT A PROXY

I/We being a member/s of **Fremont Petroleum Corporation Limited** (Company) and entitled to attend and vote 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 securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the General Meeting of the Company to be held at **CoySec Services Pty Limited, Level 3, Suite 302, 17 Castlereagh Street, Sydney NSW 2000 on Thursday, 10 June, 2021 at 12:00pm (Sydney Time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 4, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 4 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 4). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

### STEP 2 VOTING DIRECTIONS

\* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolution				
Resolution 2	Ratification of Prior Issue of Shares pursuant to Capital Raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval to Issue Placement Options under Capital Raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval Non-Executive Director Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2021