

OTTO ENERGY LIMITED 2020 ANNUAL GENERAL MEETING

16 October 2020

Dear Shareholder,

Due to the COVID-19 pandemic and related restrictions on travel and social distancing, Otto Energy Limited ("Otto") will be holding a virtual Annual General Meeting ("AGM") for 2020.

The Meeting will be held on Thursday 19 November at 2:00pm (WST) at the Otto's head office, 32 Delhi Street West Perth, Western Australia. SHAREHOLDERS WILL NOT BE ABLE TO ATTEND IN PERSON AT THE AGM. ALL SHAREHOLDERS ARE INVITED TO PARTICIPATE VIA THE VIRTUAL MEETING PLATFORM WHICH INCLUDES A LIVE AUDIO WEBCAST.

Further, please note the following:

- Physical attendance at the AGM will not be permitted. Attendance is only available via the virtual meeting platform with live audio webcast.
- Shareholders will be able to attend the AGM by logging in at https://agmlive.link/OEL20
- Further details are provided in the Notice of Annual General Meeting. Please follow the Online User Guide enclosed with this letter. The Notice of Annual General Meeting can be viewed and downloaded at the following link: http://www.ottoenergy.com/site/content/
- Shareholders are encouraged to vote by proxy as set out in more detail in the attached proxy form.
- All voting at the AGM will be conducted by poll.
- Shareholders are strongly urged to appoint the Chair of the Meeting as their proxy. Shareholders can complete the proxy form to provide specific instructions on how a vote is to be exercised on each item of business, and the Chair of the Meeting must follow your instructions.
- Questions for the Board or company auditors can be emailed to <u>Investor-relations@ottoenergy.com</u> or electronically online to the Company's share registry by visiting <u>www.linkmarketservices.com.au</u> no later than 2:00pm (WST), Tuesday 17 November 2020. Shareholders will be able to submit questions during the Meeting also.

If you have any queries, please contact the Company Secretary at Investor-relations@ottoenergy.com.

Approved for release by the Board of Directors. For, and on behalf of the Board,

Kaitlin Smith Company Secretary

OTTO ENERGY LIMITED ACN 107 555 046

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

- **TIME**: 2:00 pm (WST)
- DATE: Thursday, 19 November 2020
- PLACE: Otto Energy Limited's (the Company) Perth Office 32 Delhi Street, West Perth, WA 6005 and via webcast live online

DUE TO THE CURRENT COVID-19 SOCIAL DISTANCING RESTRICTIONS, SHAREHOLDERS WILL NOT BE ABLE TO ATTEND THE MEETING IN PERSON.

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 General Meeting will be a virtual meeting.

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 (AEST) on Tuesday, 17 November 2020.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2020 together with the declaration of the directors, the director's report, the Remuneration Report and the auditor's report.

2. **RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding 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 financial report for the financial year ended 30 June 2020."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

(b)

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

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

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
 - the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. RESOLUTION 2 – ELECTION OF DIRECTOR WHO WAS APPOINTED BY OTHER DIRECTORS – GEOFF PAGE

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

"That, for the purposes of rule 48(c) of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Geoff Page, who was appointed as a Director by the Board since the last annual general meeting, retires, and being eligible offers himself for election as a Director, be elected as a Director."

Directors' Recommendation: The Directors (Mr Page abstaining) support the election of Geoff Page and recommend that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR WHO RETIRES BY ROTATION – JOHN JETTER

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

"That, for the purpose of clause 50 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr John Jetter, a Director, retires by rotation, and being eligible, is re-elected as a Director."

Directors' Recommendation: The Directors (Mr Jetter abstaining) support the election of John Jetter and recommend that Shareholders vote in favour of Resolution 3.

5. **RESOLUTION 4 – RATIFICATION OF PRIOR PLACEMENT OF SHARES**

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 prior issue of 231,109,326 ordinary fully paid shares pursuant to a Placement announced on 26 March 2020 on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution by a person who participated in the issue or is a counterparty to the agreement being approved (namely Molton Holdings Limited), 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 holders to vote in that way

6. **RESOLUTION 5 – APPROVAL OF 7.1A MANDATE**

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, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement has not been included for this Resolution on the basis that at the time of dispatching the Notice, the Company is not proposing to make an issue of securities under LR 7.1A.2.

7. RESOLUTION 6 – CONSOLIDATION OF CAPITAL

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

"That, pursuant to Section 254H of the Corporations Act and for all other purposes, the issued capital of the Company be consolidated on the basis that:

- (a) every fifty (50) Shares be consolidated into one (1) Share;
- (b) every fifty (50) Options be consolidated into one (1) Option;
- (c) every fifty (50) Class A Performance Rights be consolidated into one (1) Class A Performance Right;
- (d) every fifty (50) Class B Performance Rights be consolidated into one (1) Class B Performance Right(s); and
- (e) every fifty (50) Class C Performance Rights be consolidated into one (1) Class C Performance Right(s),

and, where this Consolidation results in a fraction of a Share, Option or a Performance Right being held, the Company be authorised to round that fraction down to the nearest whole Share or zero, as applicable, with consolidation to take effect in accordance with the timetable set out in the Explanatory Memorandum."

Dated: 16 October 2020

By order of the Board

Kaitlin Smith Company Secretary

Voting eligibility

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 (AEST) on Tuesday, 17 November 2020.

Voting procedure

Under the Company's constitution (Constitution), any poll will be conducted as directed by the chair of the Meeting (the Chair).

Please note that, in accordance with recent changes to ASX guidance, all ASX Listing Rule resolutions must be decided by a poll rather than by a show of hands.

As a result of the potential health risks and government restrictions in response to the COVID-19 pandemic, it will not be possible for Shareholders to physically attend the Meeting in person.

The Company will be holding its Annual General Meeting online via a Virtual meeting with live audio webcast only.

Attending the Annual General Meeting online enables Shareholders to listen to the General Meeting live, view slides in time with the Chairman, lodge your votes on all Resolutions, and submit questions.

To attend online, enter https://agmlive.link/OEL20 into a web browser on your computer or online device:

• Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) printed on the Proxy Form or your holding statement; and

• Proxyholders will need their proxy code which Link Market Services will provide via email no later than 48 hours prior to the Meeting.

All Resolutions will be conducted by poll. More information regarding virtual attendance at the Meeting (including how to vote, comment and ask questions virtually during the Meeting) is available in the Virtual Meeting Online Guide which can be found on the Company's website (http://www.ottoenergy.com/site/content/).

We recommend logging in to our online platform at least 15 minutes prior to the scheduled start time of the Meeting. An online guide will be available on the platform and on the Company's website.

Online registration will begin half hour before the start of the Meeting.

We encourage Shareholders who intend to appoint a proxy to submit their Proxy Forms as early as possible. Lodgement instructions (which include the ability to lodge proxies electronically) are set out in the Notice of Meeting and on the Company's website.

The Company will conduct the Meeting in accordance with prevailing government regulations including the adoption of social distancing measures. Further, Directors who ordinarily reside outside of Australia will not physically attend the Meeting held at the Company's Perth office.

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 changes to the Corporations Act made in 2011 mean 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.

Voting by corporate representative

A body corporate may appoint an individual as its representative to attend and vote at the meeting and exercise any other powers the body corporate can exercise at the meeting. The appointment may be a standing one. The representative should lodge with the Share Registry 48 hours before the AGM, evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6467 8800.

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.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2020 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.ottoenergy.com.

2. **RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT**

2.1 General

The Corporations Act requires that at an ASX listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

3. RESOLUTIONS 2 – ELECTION OF DIRECTOR WHO WAS APPOINTED BY OTHER DIRECTORS – GEOFF PAGE

3.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or 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.

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

The other Directors appointed:

(a) Geoff Page on 17 July 2020; and

in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

3.2 Qualifications and other material directorships

Geoff Page

Mr Page is a finance professional with over 20 years of senior finance, accounting and management experience gained globally within a number of industries. He has over 10 years of board experience gained in several different firms. Mr Page is a member of CPA Australia, Fellow Member of the Chartered Institute of Management Accountants and a Fellow Member of the Governance Institute of Australia.

3.3 Independence

Mr Page has no interests, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interest of the Company as a whole rather than in the interests of an individual security holder or other party.

If elected the Board considers Mr Page will be an independent Director.

3.4 Other material information

The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. The Company undertook such checks prior to the appointment of Mr Page.

3.5 Board recommendation

The Board has reviewed Mr Page's performance since their appointments to the Board and considers that their skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the election of Mr Page and recommends that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – JOHN JETTER WHO RETIRES BY ROTATION

4.1 General

ASX Listing Rule 14.4 provides that, other than a managing director, a director of an entity must not hold office (without re-election) past the third AGM following the director's appointment or 3 years, whichever is the longer.

The current Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Clause 13.2 of the current Constitution provides that:

- (a) at the Company's annual general meeting in 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 one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election;
- (b) the Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots; and
- (c) A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election.

John Jetter, who has served as Director since 10 December 2007 and was last reelected on 29 November 2017, retires by rotation and seeks re-election.

4.2 Qualifications and other material directorships

John Jetter

Mr John Jetter is the former Managing Director, CEO and head of investment banking of JP Morgan in Germany and Austria, and a member of the European Advisory Council, JP Morgan London. Mr Jetter has held senior positions with JP Morgan throughout Europe, focusing his attention on major corporate clients advising on some of Europe's largest corporate transactions. Mr Jetter has been a Non-Executive Director of Venture Minerals Limited since June 2010 and Peak Resources Limited from April 2015 to December 2019. He is Chairman of the Remuneration and Nomination Committee.

4.3 Independence

If re-elected the Board considers Mr Jetter will be an independent Director.

4.4 Directors' Recommendation

The Directors (other than Mr Jetter) reviewed Mr Jetter's performance since his appointment to the Board and consider that Mr Jetter's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Directors (other than Mr Jetter) support the re-election of Mr Jetter and recommend that Shareholders vote in favour of Resolution 3.

5. **RESOLUTION 4 – RATIFICATION OF PRIOR PLACEMENT OF SHARES**

5.1 General

On 26 March 2020 the Company announced the placement of 231,109,326 Shares at an issue price of \$0.006 to raise \$1,386,656 before costs (**Placement**).

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of these 231,109,326 Shares.

ASX Listing Rule 7.1 provides that a company 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.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The issue of Shares under the Placement does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of those Shares.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Shares pursuant to the Placement.

5.2 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, the Shares issued under the Placement will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of their issue.

If Resolution 4 is not passed, the Shares issued under the Placement will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of their issue.

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 6 being passed at this Meeting.

5.3 Technical information required by ASX Listing Rule 7.5

- (a) the Placement Shares were issued to Molton Holdings Limited, a professional investor and who was identified by the Directors;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that Molton Holdings Limited:
 - (i) was, at the time of the Placement, a substantial holder of the Company, holding at the time a relevant interest in 12.43% of the voting shares in the Company. By virtue of subscribing for the Shares under the Placement, Molton Holdings Limited's relevant interest in voting Shares increased to 19.95%:
 - (ii) is not a related party of the Company or a member of the Company's Key Management Personnel or an adviser to the Company or an associate of any of these parties; and
 - (iii) was issued more than 1% of the issued capital of the Company;
- (c) 231,109,326 Shares were issued and they 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 Shares issued under the Placement were issued on 31 March 2020;
- (e) the issue price was \$0.006 per Share. The Company has not and will not receive any other consideration for the issue of these Shares;
- (f) the purpose of the Placement was to raise approximately \$1.4 million, which was applied towards reimbursement of funding of the Company's 50% share of the South Marsh Island 71F5 development well, contingent expenditure on current developments and future development wells and working capital purposes; and
- (g) the Shares issued under the Placement were not issued under an agreement.

5.4 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 4, as it allows the Company to ratify the above issue of Shares and retain the flexibility to issue further securities representing up to 15% of the Company's Share capital during the next 12 months.

6. **RESOLUTION 5 – APPROVAL OF 7.1A MANDATE**

6.1 General

Broadly speaking, and subject to a number of exceptions, 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 period.

However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. The Company is an eligible entity for these purposes.

Resolution 5 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If Resolution 5 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 5 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A, and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

6.2 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 5:

(a) **Period for which the 7.1A Mandate is valid**

The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

- (i) the date that is 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

(b) Minimum Price

The minimum price at which the Equity Securities may be issued under the 7.1A Mandate 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 6.2(b)(i), the date on which the Equity Securities are issued.

(c) **Risk of Economic and Voting Dilution**

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 5 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this 15 September 2020.

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 7.1A Mandate.

Number of	Dilution			
Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A2)	lssue Price (per Share)	\$0.006 50% decrease in Issue Price	\$0.011 Issue Price	\$0.022 50% increase in Issue Price
4,795,009,773 (Current Variable A)	Shares issued 10% voting dilution	479,500,977	479,500,977	479,500,977
	Funds raised	\$2,877,006	\$5,274,511	\$10,549,022
7,192,514,659 (50% increase in	Shares issued 10% voting dilution	719,251,466	719,251,466	719,251,466
Variable A)	Funds raised	\$4,315,509	\$7,911,766	\$15,823,532
9,590,019,546 (100% increase in Variable A)	Shares issued 10% voting dilution	959,001,955	959,001,955	959,001,955
	Funds raised	\$5,754,012	\$10,549,022	\$21,098,043

*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 prorata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

- 1. There are currently 4,795,009,773 existing Shares as at the date of this Notice of Meeting.
- 2. The issue price set out above is the closing price of the Shares on the ASX on 15 September 2020.
- 3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
- 4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.

- 5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
- 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 ASX Listing Rule 7.1.
- 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%.
- 9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.

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.

(d) Purpose of Issue under 7.1A Mandate

The Company will issue Equity Securities under the 7.1A Mandate as cash consideration which the Company intends to use the funds raised for the continued exploration expenditure on the Company's current assets, ongoing project administration and general working capital.

(e) Allocation policy under the 7.1A Mandate

The Company's allocation policy for the issue of Equity Securities under the 7.1A Mandate will be dependent on the prevailing market conditions at the time of the proposed placement(s).

The recipients of the Equity Securities to be issued under the 7.1A Mandate 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 7.1A Mandate, 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).

(f) Previous approval under ASX Listing Rule 7.1A

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 21 November 2019 (**Previous Approval**).

The Company has not issued any Equity Securities pursuant to the Previous Approval.

6.3 Voting Exclusion

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 ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 5.

6.4 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 5 as it provides the Company with flexibility to issue further securities representing up to 10% of the Company's Share capital during the next 12 months.

7. RESOLUTION 6 – CONSOLIDATION OF CAPITAL

7.1 Background

If Resolution 6 is passed and excluding any Securities issued pursuant to the other Resolutions, the number of:

- (a) Shares on issue will be reduced from 4,795,009,773 to 95,900,196 subject to rounding);
- (b) unlisted Options on issue will be reduced from 42,500,000 to 850,000 (subject to rounding);
- (c) Class A Performance Rights will be reduced from 5,406,667 to 108,134 (subject to rounding);
- (d) Class B Performance Rights will be reduced from 16,267,000 to 325,340 (subject to rounding); and
- (e) Class C Performance Rights will be reduced from 8,879,000 to 177,580 (subject to rounding).

7.2 Legal requirements

Pursuant to Section 254H(1) of the Corporations Act, the Company may convert all or any of its Shares into a larger or smaller number of Shares by ordinary resolution passed at a general meeting.

This section of the Explanatory Memorandum provides the information required by Listing Rule 7.20 to be provided to Shareholders in relation to the Consolidation.

(a) Fractional entitlements

Where the Consolidation (and associated consolidation of the Company's other Securities) results in an entitlement to a fraction of a Security, that fraction will be rounded down to the nearest whole number or zero, as applicable.

(b) Holding statements

Taking effect from the date of the Consolidation, all existing holding statements will cease to have any effect, except as evidence of entitlement to a certain number of securities on a post-Consolidation basis. New holding statements will be issued to security holders, who are encouraged to check their holdings after the Consolidation.

(c) Taxation

It is not considered that any taxation implications will exist for security holders arising from the Consolidation. However, security holders are advised to seek their own tax advice on the effect of the Consolidation and neither the Company, nor its advisers, accept any responsibility for the individual taxation implications arising from the Consolidation.

(d) Effect on capital structure

The effect which the Consolidation will have on the Company's capital structure is set out in the table below.

Capital Structure	Shares	Unlisted Options ¹	Performance Rights ²
Pre-Consolidation Securities	4,795,009,773	42,500,000	30,552,665
Post-Consolidation of Securities (Resolution 7)	95,900,196	850,000	611,054
Completion of all Resolutions	95,900,196	850,000	611,054

Notes:

- 1. The terms of these Options are set out in the table below.
- 2. Comprising of:
 - a. 5,406,667 Class A Performance Rights;
 - b. 16,267,000 Class B Performance Rights; and
 - c. 8,879,000 Class C Performance Rights.

The effect the Consolidation will have on the terms of the Options is as set out in the tables below:

Options – Pre Consolidation

Terms	Number
Options exercisable at \$0.08 by 6 November 2023	42,500,000
Total	42,500,000

Options – Post Consolidation

Terms	Number
Options exercisable at \$4.00 by 6 November 2023	850,000
Total	850,000

(e) Indicative timetable

If approved by Shareholders, the proposed Consolidation will take effect in accordance with the following indicative timetable (subject to change) of the key events:

Key Event	Indicative Date
Company announces Consolidation	16 October 2020
General Meeting	19 November 2020
Notification to ASX that Consolidation is approved & Effective date	19 November 2020
Last day for trading in pre-consolidated securities	20 November 2020
Trading in the post-consolidated securities on a deferred settlement basis commences	23 November 2020
Record Date - Last day to register transfers on a pre-consolidation basis	24 November 2020
First day for Company to update register and send new holding statements	25 November 2020
Last day for the Company to update register and to complete of despatch of new holding statements and notify ASX that this has occurred. Deferred settlement trading ends	1 December 2020
Normal trading starts	2 December 2020

7.3 Board Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 7 for the reasons outlined in section 7.3 of this Explanatory Memorandum.

GLOSSARY

7.1A Mandate has the meaning given in section 6.1 of the Explanatory Statement.

\$ means Australian dollars.

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

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.

Class A Performance Rights means unlisted employee and director performance rights exercisable on or before 29 November 2022.

Class B Performance Rights means unlisted employee and director performance rights exercisable on or before 15 November 2023.

Class C Performance Rights means unlisted employee sign-on performance rights exercisable on or before 15 November 2023.

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 Otto Energy Limited (ACN 107 555 046).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Eligible Entity means an entity that, at the date of the relevant 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.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

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.

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

Options means an option to acquire shares in the Company with an exercise price of \$0.08 on or before 6 November 2023.

Ordinary Securities has the meaning set out in the ASX Listing Rules.

Placement has the meaning given to that term in section 5.1 of the Explanatory Statement.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2020.

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

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

Shareholder means a registered holder of a Share.

Variable A means "A" as set out in the calculation in section 6.2 of the Explanatory Statement.

WST means Western Standard Time as observed in Perth, Western Australia.

Instructions for completing Proxy Form

- 1. **Appointing a proxy:** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
- 2. **Direction to vote**: A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.

3. Compliance with Listing Rule 14.11:

In accordance to Listing Rule 14.11, if you hold Shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the Shares, you are required to ensure that the person(s) or entity/entities for which you hold the Shares are not excluded from voting on resolutions where there is a voting exclusion. Listing Rule 14.11 requires you to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided.

By lodging your proxy votes, you confirm to the Company that you are in compliance with Listing Rule 14.11.

4. Signing instructions:

- Individual: Where the holding is in one name, the Shareholder must sign.
- Joint holding: Where the holding is in more than one name, at least one of the Shareholders should sign.
- **Power of attorney:** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
- **Companies**: Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
- 5. **Return of Proxy Form**: To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - Online by visiting the Link Market Services Limited website (www.linkmarketservices.com.au). Please follow the prompts and have your SRN or HIN available;
 - By mail to Otto Energy Limited at c/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235 using the enclosed return envelope;
 - By facsimile to +61 2 9287 0309; or

• By hand to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 during normal business hours (Monday – Friday, 9:00am – 5:00pm (AEDT)). so that it is received not less than 48 hours prior to commencement of the Meeting.

6. Shareholder Questions

7. Shareholders may submit their questions electronically online to the Company's share registry by visiting www.linkmarketservices.com.au. Select 'Investor Login'. Refer to 'Single Holding Login' and enter Otto Energy Limited or the ASX code (OEL) 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 'Ask Question' under the 'Action' header and then follow the prompts to submit your question online. The Chairman will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the Meeting. However, there may not be sufficient time available at the Meeting to address all of the questions raised. Please note that individual responses will not be sent to shareholders. **Proxy Forms received later than this time will be invalid**.



	LODGE YOUR VOTE
	ONLINE www.linkmarketservices.com.au
	BY MAIL Otto Energy Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia
	BY FAX +61 2 9287 0309
ŧ	BY HAND Link Market Services Limited 1A Homebush Bay Drive, Rhodes NSW 2138
0	ALL ENQUIRIES TO Telephone: 1300 554 474 Overseas: +61 1300 554 47

Name

X99999999999

PROXY FORM

I/We being a member(s) of Otto Energy Limited 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 and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

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 **2:00pm (WST) on Thursday, 19 November 2020** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at https://agmlive.link/OEL20 (refer to details in the Virtual Meeting Online Guide).

Important for Resolution 1: 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 Resolution 1, even though the Resolution is 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

STEP 3

STEP 3

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 \boxtimes

Resolutions	For Against Abstain*	For Against Abstain*
1 Adoption of Remuneration Report	5 Approval of 7.1A Mand	ate
 Election of Director who was appointed by other Directors Geoff Page Re-election of Director who retires by rotation – John Jetter 	6 Consolidation of Capit	al
4 Ratification of prior Placement of Shares		
* If you mark the Abstain box for a parti- votes will not be counted in computing	cular Item, you are directing your proxy not to vote on your t the required majority on a poll.	behalf on a show of hands or on a poll and your
SIGNATURE OF SECURITYHOLD	ERS – THIS MUST BE COMPLETED	
Securityholder 1 (Individual)	Joint Securityholder 2 (Individual)	Joint Securityholder 3 (Individual)
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder'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).

OEL PRX2001N

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities 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 and email address of that individual or body corporate in Step 1. A proxy need not be a securityholder 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 securities 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 securities 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 security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or 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; and
- (b) 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 securityholder 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 Virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm (WST) on Tuesday, 17 November 2020,** 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:



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, securityholders will need their "Holder Identifier" -Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link **www.linkmarketservices.com.au** into your mobile device. Log in using the Holder Identifier and postcode for your securityholding.



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

BY MAIL

Otto Energy Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia

BY FAX

+61 2 9287 0309

BY HAND

delivering it to Link Market Services Limited* 1A Homebush Bay Drive Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am-5:00pm)





COMMUNICATION PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).