

INTRA ENERGY CORPORATION LIMITED

ABN 65 124 408 751

Notice of Annual General Meeting

This is an important document. Please read it carefully.

If you are unable to attend the Annual General Meeting, please complete the Proxy Form enclosed and return it in accordance with the instructions set out on that form.

Time and Place of Meeting and How to Vote

Venue

The Annual General Meeting of Shareholders of the Company will be held at:

Level 40, 2 Park Street, Sydney NSW 2000	Commencing 11 am (Sydney time) on Tuesday, 5 November 2019
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How to Vote

You may vote by attending the Meeting in person, by proxy or authorised representative.

Voting in Person

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

Voting by Proxy

To vote by proxy, please complete and sign the Proxy Form enclosed with this Notice of Meeting as soon as possible and either:

- send the Proxy Form by facsimile to the Company's Share Registry, Link Market Services Limited on facsimile number + 61 2 9287 0309; or
- post to the Company's Share Registry, Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235; or
- deliver the Proxy Form to the Company's Share Registry, Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138; or
- online - www.linkmarketservices.com.au. Select 'Investor Login' and enter the holding details as shown on the Proxy Form. Select the 'Voting' tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.

so that it is received not later than 11am (Sydney time) on 3 November 2019.

Your Proxy Form is enclosed.

INTRA ENERGY CORPORATION LIMITED
NOTICE OF 2019 ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders will be held at 11am (Sydney time) on Tuesday, 5 November 2019 at Level 40, 2 Park Street, Sydney NSW 2000.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form both form part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 11am (Sydney time) on 3 November 2019.

AGENDA

CONSIDERATION OF REPORTS

To receive and consider the Financial Report together with the Directors' Report and the Independent Auditor's Report for the Company and its controlled entities for the year ending 30 June 2019.

RESOLUTIONS

1. Remuneration Report

To consider and, if thought fit, to pass the following in accordance with section 250R(2) of the Corporations Act 2001 as a **non-binding resolution**:

"That the Directors' Remuneration Report for the financial year ended 30 June 2019 is adopted".

2. Election of Directors

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

2A: *"That, Marc Schwartz, who having been appointed as a Director of the Company on 31 July 2019 in accordance with clause 13.4 of the Company's Constitution, and being eligible for election, be elected as a Director of the Company."*

2B: *"That, James Shedd, who having been appointed as a Director of the Company on 7 November 2018 in accordance with clause 13.4 of the Company's Constitution, and being eligible for election, be elected as a Director of the Company."*

3. Re-election of Director – Graeme Robertson

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

"That, Graeme Robertson, who retires by rotation pursuant to clause 13.2 of the Company's Constitution and for the purposes of Listing Rule 14.4, and being eligible, be re-elected as a Director of the Company."

4. Approval of the Issue of Equity Securities for the purpose of ASX Listing Rule 7.1A

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

"That for the purposes of Listing Rule 7.1A and for all other purposes, the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the prescribed formula in Listing Rule 7.1A.2, be approved on the terms set out in the Explanatory Statement."

5. Amendment to Constitution

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

"That clause 2.11 of the Company's Constitution be repealed and replaced with a new clause 2.11, tabled in a document at the Meeting and signed by the Chairman of the Meeting for the purposes of identification, with effect from the close of the Meeting."

VOTING EXCLUSION STATEMENT

The following voting exclusion statement applies to the Resolutions under the Listing Rules or, where applicable, the provisions of the Corporations Act, to the following persons ("**Excluded Persons**"). The Company will disregard any votes cast in favour of the following Resolutions by or on behalf of the following Excluded Persons and Associates of those persons:

Resolution No.	Title	Excluded Persons
1	Adoption of Remuneration Report	A member of the Key Management Personnel ("KMP"), or a Closely Related Party of the KMP, whose remuneration details are included in the Remuneration Report for the year ended 30 June 2019.
4	Approval of Issue of Equity Securities for the purpose of ASX Listing Rule 7.1A	A person (and any Associates of such person) who is expected to participate in or who will obtain a material benefit as a result of, the proposed issue under the 10% Placement Capacity (except a benefit solely by reason of being a holder of ordinary securities in the Company). As at the date of this Notice, the Company does not yet know, nor has it formed an intention in relation to how it will decide, which parties it may approach to participate in any issue that may ultimately be made.

However, the Company need not disregard a vote in relation to Resolution 1 if it is cast by:

1. a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
2. the Chairman of the meeting as a proxy for a person who is entitled to vote in accordance with directions on the proxy form to vote as the proxy decides.

VOTING BY PROXY

The Corporations Act now places certain restrictions on the ability of KMP and their Closely Related Parties to vote on resolutions connected directly or indirectly with the remuneration of the Company's KMP.

For those reasons, Shareholders who intend to vote by proxy should carefully consider the identity of their proxy and consider appointing someone other than one of the Company's KMP, as such proxies may not be able to vote undirected proxies.

If you appoint the Chairman as your proxy by marking the box in **STEP 1** on the Proxy Form then you are providing express authorisation for the Chairman to vote on Resolution 1 in accordance with his intentions as set out in this Notice and the Proxy Form (except where you have indicated a different voting intention by marking the voting boxes in **STEP 2** on the Proxy Form).

This express authorisation acknowledges that the Chairman may exercise your proxy to vote in favour of Resolution 1 (Remuneration Report) even though the resolution is connected directly or indirectly with the remuneration of a member of KMP.

The Chairman intends to vote available proxies **in favour** of all resolutions.

If you do not mark the box at **STEP 1** on the Proxy Form and you do not direct the Chairman how to vote on Resolution 1 at **STEP 2**, the Chairman will not cast any votes in respect of this Resolution that rise from undirected proxies.

Dated this 30 September 2019

By Order of the Board



Graeme Robertson
Chairman

Statement: In accordance with Regulation 7.11.37 of the Corporations Regulations 2001, the Directors have set a snapshot date to determine the identity of those entitled to attend and vote at the Meeting. The snapshot date is 7 pm (Sydney Time) on 3 November 2019.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 11am (Sydney time) on Tuesday, 5 November 2019 at Level 40, 2 Park Street, Sydney NSW 2000.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

Consideration of Reports

The Corporations Act requires the Company to place its Financial Report, Directors' Report and Auditor's Report for the last financial year before the Annual General Meeting. No resolution is required for this item, but Shareholders will be given a reasonable opportunity to ask questions and to make comments on the reports and the management and performance of the Company.

The Company's Auditor will also be present at the meeting and Shareholders will be given a reasonable opportunity to ask the Auditor questions about the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company and the independence of the Auditor.

The Company's 2019 Annual Report has previously been sent where requested to Shareholders and is available on the Company's website at www.intraenergycorp.com.au.

Resolution 1 – Adoption of Remuneration Report

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company (**Key Management Personnel**). The Remuneration Report is part of the Directors' Report contained in the Annual Report of the Company for the financial year ending 30 June 2019.

The vote on the resolution for adoption of the remuneration report is advisory only and does not bind the Directors or the Company. However, under the *Corporations Act*, if at least 25% of the votes cast on the resolution at the annual general meeting are against adoption of the Remuneration Report, then:

- if comments are made on the remuneration report at the Annual General Meeting, the Company's remuneration report for the financial year ending 30 June 2020 will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this; and
- if, at the Company's 2020 Annual General Meeting, at least 25% of the votes cast on the resolution for adoption of the remuneration report for the 2020 financial year are against its adoption, the Company will be required to put to Shareholders a resolution proposing that a general meeting (**Spill Meeting**) be called to consider the election of Directors of the Company (**Spill Resolution**).

The Spill Meeting must be held within 90 days of the date of the 2020 Annual General Meeting. For any Spill Resolution to be passed, more than 50% of the votes cast on the resolution must be in favour of it. If a Spill Resolution is passed, all of the Directors (other than the Managing Director and any Director taking office since the Directors resolved to put the Directors' report to that AGM) will cease to hold office immediately before the end of the Spill Meeting unless re-elected at that meeting.

An opportunity will be provided for discussion of the Remuneration Report at the meeting. The Chairman intends to vote all available proxies in favour of Resolution 1.

The voting exclusion statement for this resolution is set out on page 3 of this Notice of Meeting.

➤ Directors' Recommendation

The Remuneration Report forms part of the Directors' Report which has unanimously been adopted by resolution of the Board. The Directors recommend that Shareholders vote in favour of adopting the Remuneration Report.

Resolution 2A- Election of Director – Marc Schwartz

Mr Schwartz was appointed to the Board as an additional Director on 31 July 2019. In accordance with clause 13.4 of the Constitution, Mr Schwartz only holds office until the next general meeting of the Company and is then eligible for re-election. Mr Schwartz seeks re-election to the Board.

Mr Schwartz has had a very successful business career from being Manager of Structured Finance Products at Macquarie Bank in 2007 to being Managing Director of Pascoes Pty Ltd from 2008 to 2018, which employed 150 people across two manufacturing sites and manufactured or distributed over 400 items to retailers. He is currently a Director of Gelflex Laboratories which is the largest manufacturer of contact lenses in the Southern Hemisphere. Mr Schwartz's specialisation has been in operational and financial efficiency, investment and strategy.

➤ **Directors' Recommendation**

The Directors (with Mr Schwartz abstaining) are strongly supportive of the appointment and recommend that Shareholders vote **in favour** of Resolution 2A.

Resolution 2B- Election of Director – James Shedd

Mr Shedd was appointed to the Board as an additional Director on 7 November 2018. In accordance with clause 13.4 of the Constitution, Mr Shedd only holds office until the next general meeting of the Company and is then eligible for re-election. Mr Shedd seeks re-election to the Board.

Mr Shedd has been CEO of the Company since December 2016 and has been pivotal in the development of IEC's mining operations in Tanzania. He has developed a strong Tanzanian team and improved mine efficiency under challenging conditions. Mr Shedd graduated in business from the University of Maryland, USA, and after serving as a combat engineer and productivity analyst in the US Armed Forces, has over 20 years' experience in the mining industry specialising in general mine, turnaround and productivity management. Mr Shedd also holds an MBA from Regis University, Colorado, USA. He has lived and worked in over 14 countries worldwide including Tanzania, Indonesia and Australia. He has held positions in Indonesia, Senegal and Western Australia as a performance improver in mines on behalf of McKinsey Consultants.

➤ **Directors' Recommendation**

The Directors (with Mr Shedd abstaining) are strongly supportive of the appointment and recommend that Shareholders vote **in favour** of Resolution 2B.

Resolution 3- Re-election of Director – Graeme Robertson

Pursuant to Listing Rule 14.4 and clause 13.2 of the Company's Constitution, one-third of the Directors of the Company (rounded up to the nearest whole number) must retire each year, excluding the Managing Director. A retiring Director may then be eligible for re-election. Mr Robertson retires by rotation and being eligible, seeks re-election to the Board.

Mr Robertson has been Chairman of the Company since November 2010. From 1983 to 2005, Mr Robertson was CEO and Managing Director of New Hope Corporation Limited (ASX:NHC). During this period he pioneered the development of major international companies including as President Director of Adaro Indonesia, the largest single open cut coal mine in the Southern Hemisphere, President Director of Indonesia Bulk Terminal, a 12 mtpa capacity bulk coal port and as an advisor to the development of the 1,230MW Paiton Power station, the first IPP in Indonesia. Mr Robertson's career has spanned both public and private energy related developments including directorships with the Port of Brisbane Authority and Washington H. Soul Pattinson & Co Ltd, one of Australia's oldest listed companies.

Mr Robertson was the recipient of the Asia 500 Award in 2000 and the Coaltrans Lifetime Achievement Award in 2010 for his contribution to the coal industry and is both a Fellow of the Australian Institute of Company Directors and a Member of the Australian Institute of Energy.

➤ **Directors' Recommendation**

The Directors (with Mr Robertson abstaining) are strongly supportive of the re-appointment and recommend that Shareholders vote **in favour** of Resolution 3.

Resolution 4 – Approval of the Issue of Equity Securities for the purpose of ASX Listing Rule 7.1A

Resolution 4 seeks Shareholder approval by way of special resolution for the Company to have the ability to issue Equity Securities pursuant to the 10% Placement Capacity available under ASX Listing Rule 7.1A.

Overview

Listing Rule 7.1A allows mid to small cap listed entities to seek Shareholder approval to issue Equity Securities equivalent to an additional 10% of the number of ordinary securities on issue 12 months before the issue date or date of agreement to issue by way of placements over a 12 month period (**10% Placement Capacity**). This is in addition to the 15% permitted under listing rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less at the time of the Annual General Meeting. The Company is currently an eligible entity for the purpose of Listing Rule 7.1A. The Board expects that the Company will be an eligible entity as at the date of the Annual General Meeting. However, if the Company is not eligible, Resolution 4 will be withdrawn.

Shareholder Approval

The ability to issue Equity Securities under Listing Rule 7.1A is subject to Shareholder approval by way of special resolution at the Annual General Meeting. Approval cannot be sought at any other Shareholder's meeting and Equity Securities issued under the approval (if obtained) must be issued within 12 months after the date of the Annual General Meeting.

No Equity Securities can be issued under Listing Rule 7.1A before the special resolution is passed. The issue of securities under this rule cannot be subsequently approved by security holders and then be treated as if the issue had received prior approval.

Equity Securities

Any Equity Securities issued by the Company under the 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the Company. As at the date of the Notice the Company has only one class of Equity Securities on issue being Shares.

Formula for calculating the 10% Placement Capacity

The Company may issue Equity Securities during the 12 month period after the date of approval calculated in accordance with the following formula as contained in ASX Listing Rule 7.1A.2:

$(A \times D) - E$

A is the number of fully paid ordinary Securities on issue 12 months before the date of issue or agreement to issue:

- plus the number of fully paid ordinary Securities issued in the 12 months under an exception in Listing Rule 7.2;
- plus the number of partly paid ordinary Securities that became fully paid in the 12 months;
- plus the number of fully paid ordinary Securities issued in the 12 months with approval of holders of ordinary securities under Listing Rule 7.1 or 7.4;
- less the number of fully paid ordinary Securities cancelled in the 12 months.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with approval of holders of ordinary Securities under Listing Rule 7.1 or 7.4.

Additional Disclosure

For the purpose of Listing Rule 7.3A, the following information is provided in relation to the approval of the 10% Placement Capacity:

▪ Minimum issue price

The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- a) the date on which the price at which the Equity Securities are to be issued is agreed; or
- b) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph a, the date on which the Equity Securities are issued.

▪ Risk of dilution

If the Company issues Equity Securities under the 10% Placement Capacity, there is a risk that the economic and voting power of existing Shareholders will be diluted.

There is also a risk that:

- the market price for the Company's Equity Securities in that class may be significantly lower on the issue date than the date of approval under Listing Rule 7.1A at the Annual General Meeting; and
- the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the issue date.

The below table shows the risk of dilution to existing Shareholders if the Company issues Equity Securities under the 10% Placement Capacity on the basis of:

- the current market price of Shares and the current number of Shares calculated in accordance with Listing Rule 7.1A.2 variable “A”;
- a 50% decrease in the current market price of Shares and a 50% increase in the current number of Shares calculated in accordance with Listing Rule 7.1A.2 variable “A”; and
- a 100% increase in the current market price of Shares and a 100% increase in the current number of Shares calculated in accordance with Listing Rule 7.1A.2 variable “A”.

Variable “A” in Listing Rule 7.1A.2		Dilution / Effect		
		\$0.005 50% decrease in Issue Price	\$0.009 Issue Price	\$0.018 100% increase in Issue Price
Current Variable A 387,724,030 Shares	10% Voting Dilution	38,772,403	38,772,403	38,772,403
	Funds Raised	\$193,862	\$348,951	\$697,903
50% increase in current Variable A 581,586,045 Shares	10% Voting Dilution	58,158,605	58,158,605	58,158,605
	Funds Raised	\$290,793	\$523,427	\$1,046,855
100% increase in current Variable A 775,448,060 Shares	10% Voting Dilution	77,544,806	77,544,806	77,544,806
	Funds Raised	\$387,724	\$697,903	\$1,395,807

The table has been prepared on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Placement Capacity.
- The table does not show any examples of the dilution that may be caused to a specific Shareholder based on that Shareholder’s holding at the date of the Annual General Meeting.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.
- The table only shows the effect of issues under Listing Rule 7.1A and does not consider the effect of any issues under the 15% placement capacity under Listing Rule 7.1 during the 12 month period or any other issues.
- The Issue Price of the Shares is \$0.009, being the closing price of the Shares on ASX on 2 September 2019.

▪ **Final issue date**

The final date that the Company can issue Equity Securities under the 10% Placement Capacity is 12 months from the date of the Annual General Meeting, being 5 November 2020.

The approval under Resolution 4 will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

▪ **Purpose of the issue**

The Company may seek to issue the Equity Securities for the following purposes:

- cash consideration to be applied to the acquisition of new assets or investments, expenditure associated with the Company’s coal production operations; or
- non-cash consideration for the acquisition of new resources, assets or investments.

If the Equity Securities are issued for non-cash consideration, the Company will release to the market a valuation of the non-cash consideration which demonstrates that the issue price of the securities complies with Listing Rule 7.1A.3.

▪ **Allocation policy**

The Company's allocation policy for the issue of Equity Securities pursuant to the 10% Placement Capacity is largely dependent on the prevailing market conditions and the circumstances of the Company at the time of any proposed issue. The time frame over the 12-month period which the Company expects to make placements under the Resolution 4 approval therefore cannot yet be accurately determined.

As at the date of the Notice the Company has not formed an intention to issue securities under a placement pursuant to Listing Rule 7.1A to any particular party. The Company may approach existing Shareholders, a class or group of existing Shareholders, or new investors who have not previously been Shareholders to participate in a placement of Equity Securities.

When determining to issue the 10% Placement Capacity securities the Company will have regard to a range of factors including but not limited to:

- the effect of the issue of Equity Securities on the control of the Company;
- the financial circumstances of the Company;
- whether the raising of funds could be carried out by means of a pro-rata entitlement offer or other similar issue to allow existing Shareholders to participate;
- advice from the Company's corporate, financial and professional advisors;
- whether a placement of Equity Securities to a vendor(s) as non-cash consideration for the acquisition of new resources, assets or investments is the best alternative for the Company.

▪ **Previous approval**

For the purposes of Listing Rule 7.3A.6 the following information is provided.

The Company obtained Shareholder approval for the 10% Placement Capacity at its 2018 Annual General Meeting. During the 12 months prior to the date of this Meeting, the Company has not issued any Equity Securities.

Voting exclusion statement

A voting exclusion statement is set out on page 3 of this Notice.

As at the date of this Notice, the Company does not yet know, nor has it formed an intention in relation to how it will decide, which parties it may approach to participate in any issue that may ultimately be made. Therefore, no Shareholders will be excluded from voting on Resolution 4 as no Shareholder has an interest in the outcome of the Resolution that is potentially different from that of any other Shareholder.

➤ **Directors' Recommendation**

The Directors unanimously recommend that Shareholders vote in favour of the 10% Placement Capacity.

Resolution 5 – Amendment to Constitution

Resolution 5 seeks to repeal clause 2.11 of the Constitution and replace it with a new clause 2.11 in order to bring the clause in line with recent amendments to the Listing Rules. It is a requirement under the new Listing Rule 9.1(a) that ASX listed entities must include in its constitution the provisions set out in Listing Rule 15.2. Listing Rule 15.2 prescribes the required clause for the Constitution on Restricted Securities. Listing Rule 15.2 has also been amended, and it is those amendments that are captured in the new clause 2.11 of the Constitution.

The new clause 2.11 is to read:

2.11 Restricted Securities

The Company shall comply in all respects with the requirements of the Listing Rules with respect to Restricted Securities. Without limiting the generality of the above and despite any other provision of this Constitution:

- (a) a holder of Restricted Securities must not dispose of, or agree or offer to dispose of, the Restricted Securities during the escrow period applicable to those securities except as permitted by the Listing Rules or the ASX;
- (b) if the Restricted Securities are in the same class as quoted securities, the holder will be taken to have agreed in writing that the Restricted Securities are to be kept on the Company's issuer sponsored subregister and are to have a holding lock applied for the duration of the escrow period applicable to those securities;

- (c) the Company must refuse to acknowledge any disposal (including, without limitation, to register any transfer) of the Restricted Securities during the escrow period applicable to those securities except as permitted by the Listing Rules or the ASX;
- (d) a holder of Restricted Securities will not be entitled to participate in any return of capital on those securities during the escrow period applicable to those securities except as permitted by the Listing Rules or the ASX; and
- (e) if a holder of Restricted Securities breaches a restriction deed or a provision of this Constitution restricting a disposal of those securities the holder will not be entitled to any dividend or distribution, or to exercise any voting rights, in respect of those securities for so long as the breach continues.

➤ ***Directors' Recommendation***

The Directors unanimously recommend that Shareholders vote **in favour** of amending the Constitution.

Instructions for Completing 'Appointment of Proxy' Form

1. A member entitled to attend and vote at an Annual General Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, each proxy must be allocated a proportion of the member's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
3. Corporate Shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - 3.1. 2 Directors of the company;
 - 3.2. a Director and a company secretary of the company; or
 - 3.3. for a proprietary company that has a sole Director who is also the sole company secretary – that Director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who signs the document or witnesses the affixing of a common seal and who is the sole Director and sole company secretary of the company must state that next to his or her signature.

4. Completion of a Proxy Form will not prevent individual Shareholders from attending the meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the meeting
5. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as the Proxy Form.
6. You can direct your proxy how to vote on each Resolution by completing **STEP 2** on the Proxy Form.
7. If you appoint the Chairman as your proxy by marking the box in **STEP 1** on the Proxy Form then you are providing express authorisation for the Chairman to vote on all Resolutions in accordance with his intentions as set out in this Notice and the Proxy Form (except where you have indicated a different voting intention by marking the voting boxes in **STEP 2** on the Proxy Form).

This express authorisation acknowledges that the Chairman may exercise your proxy in relation to Resolution 1 even though it is connected with remuneration of a member of KMP.

Votes cast by the Chairman on Resolution 1 other than as authorised proxy holder will be disregarded because of his interest in the outcome of Resolution.

The Chairman intends to vote available proxies in favour of all Resolutions.

8. If you do not mark the box at **STEP 1** on the Proxy Form and you do not direct the Chairman how to vote on Resolution 1 at **STEP 2**, the Chairman will not cast any votes in respect of this Resolution that rise from undirected proxies. If you appoint a KMP other than the Chairman at **STEP 1**, and do not complete **STEP 2**, your vote will not be counted in respect of Resolution 1.

GLOSSARY

In this Notice of Meeting:

\$ means Australian Dollars.

AGM, General Meeting or Meeting means the Annual General Meeting of Shareholders convened for the purposes of considering the Resolutions.

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

ASIC means the Australian Securities and Investments Commission.

Associate has the same meaning as in the Corporations Act.

ASX means ASX Limited ACN 008 624 691 or the market it operates known as the Australian Securities Exchange, as applicable.

Auditor means the auditor of the Company.

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

Board or Board of Directors means the board of Directors of the Company.

Chair or Chairman means the person appointed the chair of the Meeting convened by this Notice.

Closely Related Party has the meaning given in section 9 of the Corporations Act.

Company or IEC means Intra Energy Corporation Limited ABN 65 124 408 751.

Constitution means the constitution of the Company.

Control has the same meaning as in the Corporations Act.

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

Director means a Director of the Company.

Directors' Report means the annual Directors' report.

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

Explanatory Statement means the Explanatory Statement accompanying the Notice of Meeting.

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

Key Management Personnel or KMP means key management personnel as identified in the Remuneration Report for the financial year ended 30 June 2019.

Listing Rules means the Listing Rules of the ASX.

Managing Director means the Managing Director of the Company.

Notice of Meeting or Notice means the notice convening the Annual General Meeting accompanying this Explanatory Statement.

Proxy Form means a proxy form accompanying this Notice of Meeting.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means a resolution to be considered at the Annual General Meeting as contained in the Notice of Meeting.

Share means a fully paid ordinary share in the Company.

Shareholder means a person registered as a holder of a Share.

Sydney Time means Australian Eastern Daylight Time.

In this Notice and the Explanatory Statement words importing the singular include the plural and vice versa.



INTRA ENERGY

Intra Energy Corporation Limited
ABN 65 124 408 751

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

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



ALL ENQUIRIES TO

Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Intra Energy Corporation 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 of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am (Sydney time) on Tuesday, 5 November 2019 at Level 40, 2 Park Street, Sydney NSW 2000 (the Meeting)** and at any postponement or adjournment of the Meeting.

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

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

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

1 Remuneration Report

For Against Abstain*

☐	☐	☐
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4 Approval of the Issue of Equity Securities for the purpose of ASX Listing Rule 7.1A

For Against Abstain*

☐	☐	☐
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2A Election of Director – Marc Schwartz

☐	☐	☐
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5 Amendment to Constitution

☐	☐	☐
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2B Election of Director – James Shedd

☐	☐	☐
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3 Re-election of Director – Graeme Robertson

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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

IEC PRX1901C

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

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

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

CORPORATE REPRESENTATIVES

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

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 **11:00am (Sydney time) on Sunday, 3 November 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

www.linkmarketservices.com.au

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



BY MAIL

Intra Energy Corporation 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.



ONLINE

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).

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