



NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Gas2Grid Limited ("Company") will be held at **Level 2, 22 Pitt Street, Sydney 2000 on 9 February 2018 at 11:00 am.**

ORDINARY BUSINESS

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

Resolution 1: Removal of Auditor - as an ordinary resolution

"That, subject to the passing of Resolution 3, PricewaterhouseCoopers the current auditor of the Company, be removed as the auditor of the Company in accordance with the Corporations Act, effective from the date of the Meeting."

Resolution 2: Approval for issue of up to 350,000,000 new shares

"That approval is given in accordance with Listing Rule 7.1 of ASX Limited for the issue and allotment of up to 350,000,000 fully paid ordinary shares as detailed in the Explanatory Statement."

SPECIAL BUSINESS

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

Resolution 3: Appointment of Auditor - as a special resolution

"That, subject to the passing of Resolution 1, Stantons International Audit and Consulting Pty Ltd being qualified to act as auditor of the Company and having consented to act as auditor of the Company, be appointed as the Company's auditor in accordance with the Corporations Act, effective from the date of the Meeting and the Directors be authorised to agree the remuneration."

VOTING EXCLUSION

Resolution 2

In accordance with Listing Rule 7.3.8 of ASX, the Company will disregard any votes cast on Resolution 2 by:

- a person who may participate in the proposed issue of securities and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed; and
- an associate of that person.

However, with respect to all resolutions the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with the direction on the proxy form to vote as the proxy decides.

HOW TO VOTE

If you wish to vote on the resolutions contained in this notice, you should either attend the meeting in person, or appoint a proxy or proxies to attend on your behalf. In relation to the appointment of proxies, refer to the notes on proxies on the Proxy Form. A body corporate may appoint a representative to attend in accordance with the Corporations Act 2001. An executed notice evidencing the appointment of the person attending is required when registering at the General Meeting.


To be valid, forms of proxy (enclosed) for use at the meeting must be completed and returned to the Company no later than 11:00 am NSW Standard Time on 7 February 2018.

ENTITLEMENT TO VOTE

For the purpose of the meeting, and in accordance with regulation 7.11.37 of the Corporations Regulations 2001, it has been determined that shares in the Company will be taken to be held by the persons who are registered holders as at 11:00 pm (NSW Standard Time) on 7 February 2018. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Dated this 4th day of January 2018.

By Order of the Board of Directors of Gas2Grid Limited

A handwritten signature in black ink, appearing to read "Patrick Sam Yue".

Patrick Sam Yue
Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement provides information to shareholders for the General Meeting of shareholders of Gas2Grid Limited to be held on **9 February 2018 at 11:00 am at Level 2, 22 Pitt Street, Sydney 2000** and it should be read in conjunction with the accompanying Notice of General Meeting.

Resolution 1 – Removal of PricewaterhouseCoopers as Auditor

The Company has received notice of intention by a shareholder to move a resolution for the removal of PricewaterhouseCoopers as auditor of the Company. A copy of such notice has been provided to PricewaterhouseCoopers in accordance with the Corporations Act.

PricewaterhouseCoopers have provided audit services to the Company since its incorporation and there has not been any disagreement with PricewaterhouseCoopers at either the Board or management level of the Company in relation to the conduct of the audit or in relation to any accounting treatment or the application of accounting policies or otherwise. The Company has been pleased with the service level PricewaterhouseCoopers has provided over the past twelve years.

The Company is actively reducing its operating expenses and has established that material cost savings can be made by appointing a quality mid-tier audit firm to provide audit services rather than utilising top-tier audit firm.

The Company does not believe that the audit quality will be diminished as a result of changing auditors.

Resolution 2 - Approval for issue of up to 350,000,000 new Shares

Subject to the approval of shareholders, the Company proposes to issue up to 350,000,000 Shares at a price per Share that is at least 80% of the average market price for the Share calculated over the last 5 days on which sales in the Shares were recorded before the day on which the issue is made.

The Shares proposed to be issued have the same rights as other Shares of the Company already on issue.

The amount to be raised is to be applied to the Company's exploration activities, appraisal of corporate opportunities, participation in new ventures, if any, the cost of placement of the Shares and to general working capital.

The Company proposes to offer the Shares to professional and sophisticated investors and other investors who do not require a disclosure document under section 708 of the Corporations Act that are known to the Company and/or introduced by stockbrokers. No approaches have yet been made to investors or stockbrokers on any offer at this time. The Shares will only be issued to those persons that accept an offer, if and after the proposed issue is approved by shareholders at the General Meeting. The Shares will not be offered to related parties. The Company may not issue all the Shares for which approval is given and may issue the Shares progressively as the Company places the Shares with investors.

No Shares approved under this Resolution 2 will be issued and allotted by the Company later than three months after the date of the General Meeting.

Resolution 3 – Appointment of Stantons International Audit and Consulting Pty Ltd as Auditors

The Board has received a notice of nomination by a shareholder for the appointment of Stantons International Audit and Consulting Pty Ltd as auditor of the Company (see attached notice).

The Board resolved to recommend the appointment of Stantons International Audit and Consulting Pty Ltd as auditors having regards to the estimate of cost for audit services for the financial year ending 30 June 2018 that they have submitted to the Company.

Stantons International Audit and Consulting Pty Ltd have provided their consent to be appointed as auditor.

Interdependence

Resolutions 1 and 3 are interdependent, with the result that if only one Resolution is passed by members, the other does not become effective.

Recommendation

The Board recommends that shareholders approve Resolutions 1, 2 and 3.

Chairman's Proxies

The Chairman intends to vote all available proxies in favour of Resolutions 1, 2 and 3.



WALCOTT & ASSOCIATES PTY. LTD.

EXPLORATION SERVICES

21 December 2017

The Secretary
Gas2Grid Limited
Level 2
22 Pitt Street
Sydney NSW 2000

Dear Sir

Removal and appointment of auditor

I, Michael Walcott, director of Walcott Super Fund Pty Ltd <The Walcott Super Fund A/C>, a shareholder of Gas2Grid Limited ("Company"), request the Company to convene a general meeting of the Company in accordance with section 329 of the Corporations Act 2001 to consider, and if thought fit, pass the resolution that PricewaterhouseCoopers be removed as auditor of the Company.

In accordance with section 327D of the Corporations Act 2001 I nominate Stantons International Audit and Consulting Pty Ltd to be appointed as auditor of the Company at the general meeting of the Company.

Yours faithfully

Michael Walcott

Director

Walcott Super Fund Pty Ltd <The Walcott Super Fund A/C>

"Willowie" Delegate Road
Bombala NSW 2632

Gas2Grid Limited

ABN 46 112 138 780

FOR ALL ENQUIRIES CALL:

+61 2 8298 3688

FACSIMILE

+61 2 8298 3699

ALL CORRESPONDENCE TO:

Gas2Grid Limited
Level 2, 22 Pitt Street
Sydney NSW 2000
Australia



Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction on the form. Security holders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

YOUR VOTE IS IMPORTANT

FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 11:00 AM ON 7 FEBRUARY 2018

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 Appointment of Proxy

Indicate here who you want to appoint as your Proxy.

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

Proxy which is a Body Corporate

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

Appointment of a Second Proxy

You are entitled to appoint up to two 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 securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 Voting Directions to your Proxy

You can tell your Proxy how to vote

To direct your proxy how to vote, place 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 a given item, 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.

STEP 3 Sign the Form

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

Individual: This form is to be signed by the security holder.

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

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

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

STEP 4 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below not later than 48 hours before the commencement of the meeting that is at **11:00 am on 7 February 2018**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxies may be lodged:

BY MAIL: PO Box R1911 Royal Exchange NSW 1225

BY FAX: + 61 2 8298 3699

BY EMAIL: office@gas2grid.com

IN PERSON: Level 2, 22 Pitt Street SYDNEY NSW 2000

Attending the Meeting

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

STEP 1 - Appointment of Proxy

I/We being a member/s of Gas2Grid Limited and entitled to attend and vote hereby appoint

☐ the Chairman of the Meeting (mark with an 'X') **OR**

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered security holder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy at the **General Meeting of Gas2Grid Limited** to be held at **Level 2, 22 Pitt Street, Sydney 2000 on 9 February 2018 at 11:00 am** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting instruction below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of each resolution. The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

STEP 2 - Voting directions to your Proxy – please mark ☒ or ☒ to indicate your directions

	For	Against	Abstain*
Ordinary Resolutions			
1. Removal of PricewaterhouseCoopers as auditor of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval for issue of 350,000,000 new Shares under ASX Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolution			
3. Appointment of Stantons International Audit and Consulting Pty Ltd as auditor of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In addition to the intentions advised above, the Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business.

*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.

STEP 3 - PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name Contact Telephone/Email Date / / 2018