



GAS2GRID LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Gas2Grid Limited ("Company") will be held at the **Offices of Piper Alderman, Level 23, Governor Macquarie Tower, 1 Farrer Place, Sydney 2000 on 27 November 2020 at 10:00 am.**

BUSINESS

FINANCIAL REPORT AND DIRECTORS' AND AUDIT REPORTS

To receive and consider the financial report, including the Directors' declaration, for the year ended 30 June 2020 and the related Directors' report and audit report.

(Note: An electronic version of the Financial Year 2020 Annual Report is available for download at the Company's website www.gas2grid.com. The Annual Report will only be mailed to those shareholders who previously elected to receive a hard copy.)

ORDINARY RESOLUTIONS

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

1. Remuneration Report

"That the Remuneration Report for the year ended 30 June 2020 be adopted."

(Note: The vote on this resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report can be found on pages 14 to 17 of the 2020 Annual Report.)

2. Election of Director - Mr David A Munns

"That Mr David A Munns who retires according to the Constitution of the Company and who, being eligible, offers himself for election, be elected a Director of the Company."

3. Approval for issue of up to 400,000,000 new shares

"That approval is given under and for the purposes of Listing Rule 7.1 of ASX Limited for the issue and allotment of up to 400,000,000 fully paid ordinary shares as detailed in the Explanatory Statement."

VOTING EXCLUSIONS STATEMENT

Resolution 1

The Company will disregard any votes cast on Resolution 1 by or on behalf of either:

- a member of the key management personnel (KMP) as disclosed in the Remuneration Report; or
- a closely related party of such a member.

Resolution 3

In accordance with Listing Rule 7.3.9 of ASX Limited, the Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being the holder of ordinary securities in the entity); and
- an associate of that person.

However, with respect to all resolutions the Company will not disregard a vote where it is cast in favour by or on behalf of:

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

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 Annual General Meeting.

To be valid, forms of proxy (enclosed) for use at the meeting must be completed and received by the Company no later than 10:00 am Sydney Time on 25 November 2020.

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 (Sydney Time) on 25 November 2020. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Dated this 16th day of October 2020

By Order of the Board of Directors of Gas2Grid Limited

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

Patrick W V M Sam Yue
Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement provides information to shareholders for the Annual General Meeting of shareholders of Gas2Grid Limited to be held on **27 November 2020 at 10:00 am** at the **Offices of Piper Alderman, Level 23, Governor Macquarie Tower, 1 Farrer Place, Sydney 2000** and it should be read in conjunction with the accompanying Notice of Annual General Meeting.

Resolution 2 – Election of Director - Mr David A Munns

Mr David A Munns is a founding Director and the Chairman of the Board since 2004. Details of his qualifications and experience are on page 12 of the 2020 Annual Report.

Resolution 3 - Approval for issue of up to 400,000,000 new Shares

The Company proposes to issue up to 400,000,000 fully paid ordinary shares (“Future Issue”) at a price per share that is at least 80% of the volume weighted 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 fully paid ordinary shares of the Company already on issue.

The amount to be raised is to be applied to fund the Company’s exploration activities, appraisal of corporate opportunities, investment in new ventures, if any, repayment of debts, the cost of placement of the shares and for general working capital.

The Company proposes to offer the shares to professional and sophisticated investors and other investors not requiring a disclosure document under section 708 of the Corporations Act that are known to the Company and/or introduced by stockbrokers. The shares will only be issued to those persons that accept an offer, if and when the proposed issue is approved by shareholders at the Annual General Meeting. The shares will not be offered to related parties or key management personnel or their associates. The Company may not issue all the securities for which approval is given. The Company may issue and allot the securities progressively as the Company places the securities with investors.

Shares approved under this Resolution 3 will be issued and allotted by the Company no later than three months from the date of the Annual General Meeting.

Application of Listing Rules of ASX Limited to Resolution 3

Subject to a number of exceptions, Listing Rule 7.1 of ASX Limited limits the amount of equity securities that the 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.

The Future Issue does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Company’s shareholders under Listing Rule 7.1.

If Resolution 3 is passed, the Company will be able to proceed with the Future Issue and raise capital as may be required to fund its activities. In addition, the Future Issue will be excluded from the calculation of the number of equity securities that the Company can issue without shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the Future Issue and will be restricted to raise capital with the issue of new shares without shareholder approval within the 15% limit in Listing Rule 7.1.

Resolution 3 seeks the required shareholder approval to the Future Issue under and for the purposes of Listing Rule 7.1.

Recommendation of Directors

The Directors recommend shareholders to vote in favour of all resolutions.

Gas2Grid Limited

ABN 46 112 138 780



FOR ALL ENQUIRIES CALL:

+61 2 9241 1927

ALL CORRESPONDENCE TO:

Gas2Grid Limited
Suite 22, Level 5, 58 Pitt Street
Sydney NSW 2000
Australia

YOUR VOTE IS IMPORTANT

FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 10:00 AM ON 25 NOVEMBER 2020

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 or email.

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 securityholder.

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 **10:00 am on 25 November 2020**. 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 EMAIL: office@gas2grid.com

IN PERSON: Suite 22 Level 5, 58 Pitt Street SYDNEY NSW 2000

Attending the Meeting

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

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. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

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 Securityholder) 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 **Annual General Meeting of Gas2Grid Limited** to be held at the **Offices of Piper Alderman, Level 23, Governor Macquarie Tower, 1 Farrer Place, Sydney 2000 on 27 November 2020 at 10:00 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, even though a resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel. 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

Ordinary Resolutions		For	Against	Abstain*
1	Approval of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Election of Mr David A Munns as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Approval for issue of 400,000,000 new shares under ASX Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*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

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary