



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 26 October 2023 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 2023 and the related Directors' report and audit report.

(Note: An electronic version of the Financial Year 2023 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 2023 be adopted."

2. Election of Director - Mr Patrick W V M Sam Yue

"That Mr Patrick W V M Sam Yue 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 1,200,000,000 new shares

"That approval is given in accordance with Listing Rule 7.1 of ASX Limited for the issue and allotment of up to 1,200,000,000 fully paid ordinary shares as detailed in the Explanatory Statement."

VOTING EXCLUSIONS

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 7.1 of ASX, the Company will disregard any votes cast on Resolution 3 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, the voting exclusions for Resolutions 1 and 3 do not apply to a vote cast in favour of the resolutions by:

- a person as 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

- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the 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 the beneficiary is not excluded from voting, and is 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 (attached) for use at the meeting must be completed and received by the Company no later than 10:00 am Sydney Time on 24 October 2023.

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 24 October 2023. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Dated this 21st day of September 2023.

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 **26 October 2023 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.

Receipt of Financial, Directors' and Auditor's Reports

The first item of business deals with the Financial Report of the Company, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2023. Shareholders are to consider these reports and seek explanations, if required, from the Directors when the reports are presented to the meeting. No resolution is required on these reports and they are only required to be laid at the meeting in accordance with Section 317 of the Corporations Act 2001.

Resolution 1 - Adoption of the Remuneration Report

The Remuneration Report contained in the Directors' Report of the Annual Report must be put to the vote for its adoption in accordance with Section 250R(2) of the Corporations Act 2001. 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 11 to 16 of the 2023 Annual Report.

Resolution 2 – Election of Director - Mr Patrick W V M Sam Yue

Mr Patrick W V M Sam Yue is an Executive Director. Details of his qualifications and experience are on page 11 of the 2023 Annual Report.

Resolution 3 - Approval for issue of up to 1,200,000,000 new Shares

The Company proposes to issue under Listing Rule 7.1 up to 1,200,000,000 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.

Information required under Listing Rule 7.3 of ASX Limited are as follows:

Listing Rule 7.3.1: 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 who may have previously participated in private placements or share purchase plans or pro rata offers of shares of the Company or may be in the top 20 shareholders list and/or introduced by stockbrokers who have previously assisted the Company in private placements and/or new stockbrokers who may offer to assist in capital raising. The stockbrokers may select prospective investors from their in-house database of professional and sophisticated clients who have interests in investing in small to medium resources listed entities. 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 substantial shareholders or advisers of the Company or their associates.

Listing Rule 7.3.2: Up to 1,200,000,000 fully paid ordinary shares.

Listing Rule 7.3.3: All shares to be issued will be fully paid ordinary shares and will have the same rights as other fully paid ordinary shares of the Company already on issue.

Listing Rule 7.3.4: 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. 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.

Listing Rule 7.3.5: The shares will be issued 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.

Listing Rule 7.3.6: The amount to be raised is to be applied to fund the Company's 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.

Listing Rule 7.3.7: Not applicable.

Listing Rule 7.3.8: Not applicable.

Listing Rule 7.3.9: See the voting exclusion on page 1.

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.

SHAREHOLDER COMMUNICATIONS

Receiving your shareholder communications electronically is the best way to stay informed and will assist Gas2Grid Limited with minimising paper usage. If you have not already, we encourage you to make the switch to paperless communications and provide us with your email address. To make the change:

- If you have already set up an online account on Gas2Grid's share register, go to <https://www.registrydirect.com.au/login/next-registries/gas2grid-limited/> and log into your account. Then:
 1. Click on your Name (located in the top right-hand corner).
 2. From the dropdown menu, select User settings.
 3. On the Your account settings and preferences page, click Edit.
 4. You can update your communication preferences for the following communications:
 - Annual reports
 - Issuer information
 - Statements
 - Notice of meeting and proxy
 5. Click Save.
 6. Confirm your updates by entering a verification code which will be sent to your registered mobile phone number via SMS. Alternatively, you can send a verification code to your alternate email address (in the event that you do not have access to your phone or cannot receive an SMS to it).
- If you have not already set up an online account, please contact our share registry, Next Registries, at mail@nextregistries.com.au or phone 02 9276 1700.

You can also make a one-off request to receive a document in physical or electronic form by contacting the registry at mail@nextregistries.com.au or phone 02 9276 1700.

You will also be able to access Shareholder Documents such as our Annual Report, Notice of Meeting and other documents relating to shareholder meetings when they are published on our website www.gas2grid.com or made available on the ASX platform.

Gas2Grid Limited

ABN 46 112 138 780
("Company")

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 24 OCTOBER 2023

A hard copy of the Notice of Meeting and Explanatory Statement has not been mailed with this Proxy Form and may be viewed and downloaded from the Company's website <https://www.gas2grid.com/AGM>. You may call the Company Secretary on +61 2 9241 1927 if you require a hard copy mailed or emailed to you.



Attending the Meeting

Please bring this form with you to assist registration.

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 Company or the registered security holder 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.

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 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 security holder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry or the Company. 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 24 October 2023**. 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

<input type="checkbox"/> 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.
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Annual General Meeting of Gas2Grid Limited to be held on 26 October 2023 at 10:00 am
See overleaf for details

STEP 1 - Appointment of Proxy

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

<input type="checkbox"/> 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.
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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 26 October 2023 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 Patrick W V M Sam Yue as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Approval for issue of 1,200,000,000 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	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name Contact Telephone/Email Date / / 2023