
TTE PETROLEUM LTD

ACN 109 213 470

NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:30 am (WST)

DATE: 18 January 2017

PLACE: 45 Ventnor Ave, West Perth WA 6005

The business of the Meeting affects your shareholding and your vote is important.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00 pm (WST) on 16 January 2017.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – ELECTION OF DIRECTOR – MR FLETCHER MAURICE BRAND

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

“That, for the purpose of clause 13.4 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Fletcher Maurice Brand, a Director who was appointed on 24 November 2016, retires, and being eligible, is elected as a Director.”

2. RESOLUTION 2 – ELECTION OF DIRECTOR – MR GARRY JOHN FRANK TRIGLAVCANIN

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

“That, for the purpose of clause 13.4 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Garry John Frank Triglavcanin, a Director who was appointed on 24 November 2016, retires, and being eligible, is elected as a Director.”

3. RESOLUTION 3 – CHANGE OF COMPANY NAME

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

*“That, for the purposes of section 157(1)(a) and for all other purposes, approval is given for the name of the Company to be changed to **“Global Energy Ventures Ltd.”**”*

4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES – 30 NOVEMBER 2016

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 836,112,649 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a 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 a direction on the Proxy Form to vote as the proxy decides.

5. RESOLUTION 5 – CONSOLIDATION OF CAPITAL

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

“That, subject to all other Resolutions in this Notice being passed, pursuant to section 254H of the Corporations Act and for all other purposes, the issued capital of the Company be consolidated on the basis that:

- (a) every twenty (20) Shares be consolidated into one (1) Share; and
- (b) every twenty (20) Options be consolidated into one (1) Option,
- and, where this Consolidation results in a fraction of a Share or an Option being held, the Company be authorised to round that fraction down to the nearest whole Share or Option (as the case may be)."

6. RESOLUTION 6 – ISSUE OF PERFORMANCE RIGHTS TO A RELATED PARTY – FLETCHER MAURICE BRAND

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

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 7,000,000 Performance Rights to Fletcher Maurice Brand (or his nominee) on the terms and conditions set out in the Explanatory Statement."

ASX Voting Exclusion: The Company will disregard any votes cast on this Resolution by Fletcher Maurice Brand (or his nominee) and any of their associates. However, the Company need not disregard a vote if it is cast by a **person** as a 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 a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
- (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution. However, the above prohibition does not apply if:
- (a) the proxy is the Chair; and
 - (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

7. RESOLUTION 7 – ISSUE OF PERFORMANCE RIGHTS TO RELATED PARTY – GARRY TRIGLAVCANIN

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

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 7,000,000 Performance Rights to Garry Triglavcanin (or his nominee) on the terms and conditions set out in the Explanatory Statement."

ASX Voting Exclusion: The Company will disregard any votes cast on this Resolution by Garry Triglavcanin (or his nominee) and any of their associates. However, the Company need not disregard a vote if it is cast by a **person** as a 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 a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (c) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
 - (d) the appointment does not specify the way the proxy is to vote on this Resolution.
- However, the above prohibition does not apply if:
- (c) the proxy is the Chair; and
 - (d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Dated: 12 December 2016

By order of the Board

Mr Jack Toby
Company Secretary

Voting in person

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

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9322 6955.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. RESOLUTIONS 1 AND 2 – ELECTION OF DIRECTORS – FLETCHER MAURICE BRAND AND GARRY JOHN FRANK TRIGLAVCANIN

1.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders.

Mr Brand and Mr Triglavcanin, having been appointed by other Directors on 24 November 2016 in accordance with the Constitution, will retire in accordance with the Constitution and ASX Listing Rule 14.4 and being eligible, seek election from Shareholders.

1.2 Fletcher Maurice Brand

(a) Qualifications and other material directorships

Mr Brand is a fellow of the Australian Institute of Management and of the Australian Company Directors Association. He has over 30 years' experience in the international energy industry having founded ASX listed Liquefied Natural Gas Limited in 2002 and Energy Equity Corporation Limited in 1985 (now known as ASX listed EWC). He was the driving force behind both companies as the Managing Director and Chief Executive Officer, with ASX LNG being admitted to the ASX 200 in September 2014 with a market capitalisation of A\$2.5 billion.

(b) Independence

Mr Brand has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the board and to act in the best interest of the entity and its security holders generally.

If elected the board does not consider Mr Brand will be an independent director.

1.3 Garry Triglavcanin

(a) Qualifications and other material directorships

Mr Triglavcanin holds a Bachelor of Engineering (Mechanical) and Master of Business Administration (MBA). He has over 25 years' experience in the international energy industry across commercial, technical and legal aspects of project development, negotiation and delivery.

Garry spent the past 12 years with ASX listed Liquefied Natural Gas Limited as Group Commercial Manager, developing a range of projects, including the Australian Fisherman's Landing LNG Project, Magnolia United States LNG Project and the Middle East Qeshm Island LNG Project (as Project Director for 3 years).

Garry joined Woodside Petroleum in 2001 as Senior Commercial Advisor, working on a portfolio of renewable energy projects, as well as several merger and acquisition opportunities until 2004.

As Business Development Manager of Energy Equity Corporation from October 1992 to March 2001, Garry was responsible for the assessment and development of energy projects in Australia and Indonesia.

(b) **Independence**

Mr Triglavcanin has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the board and to act in the best interest of the entity and its security holders generally.

If elected the board does not consider Mr Triglavcanin will be an independent director.

1.4 Board recommendation

The Board supports the re-election of Mr Brand and Mr Triglavcanin and recommends that Shareholders vote in favour of Resolutions 1 and 2.

2. RESOLUTION 3 – CHANGE OF COMPANY NAME

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

This Resolution seeks the approval of Shareholders for the Company to change its name to "**Global Energy Ventures Ltd.**"

If this Resolution is passed the change of name will take effect when ASIC alters the details of the Company's registration.

The proposed name has been reserved by the Company and if this Resolution is passed, the Company will lodge a copy of the special resolution with ASIC following the Meeting in order to effect the change.

3. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES – 30 NOVEMBER 2016

3.1 General

On 30 November 2016, the Company issued 836,112,649 Shares at an issue price of \$0.001355 (0.1355 cents) per Share to raise \$1,132,933.

This Resolution seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Ratification**).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary

securities on issue at the commencement of that 12 month period (**15% Placement Capacity**).

ASX Listing Rule 7.1A provides that a company which has obtained the approval of its shareholders under ASX Listing Rule 7.1A may, in addition to its 15% Placement Capacity, issue or agree to issue equity securities during a 12 month period representing up to an additional 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

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

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% Placement Capacity set out in ASX Listing Rule 7.1 and the additional 10% placement capacity set out in ASX Listing Rule 7.1A, without the requirement to obtain prior Shareholder approval.

3.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 836,112,649 Shares were issued;
- (b) the issue price was \$0.001355 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to clients of Foster Stockbroking Pty Ltd. None of these subscribers are related parties of the Company; and
- (e) the funds raised from this issue are to be applied to:
 - (i) the investigation of new projects;
 - (ii) exploration expenses on the Company's existing oil and gas projects in the United States;
 - (iii) administration expenses; and
 - (iv) general working capital.

4. RESOLUTION 5 – CONSOLIDATION OF CAPITAL

4.1 Background

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

- (a) Shares on issue will be reduced from 4,191,313,261 to 209,565,663 subject to rounding); and

- (b) Options on issue will be reduced from 777,941,899 to 38,897,094 (subject to rounding).

4.2 Legal requirements

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

4.3 Fractional entitlements

Not all Security Holders will hold that number of Shares or Options (as the case may be) which can be evenly divided by 20. Where a fractional entitlement occurs, the Company will round that fraction down to the nearest whole Security. Shareholders who currently hold less than 20 Shares will therefore not have a Shareholding in the Company following the proposed Consolidation.

4.4 Taxation

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

4.5 Holding statements

From the date two Business Days after the Consolidation is approved by Shareholders, all holding statements for Securities will cease to have any effect, except as evidence of entitlement to a certain number of Securities on a post-Consolidation basis.

After the Consolidation becomes effective, the Company will arrange for new holding statements for Securities to be issued to holders of those Securities.

It is the responsibility of each Security Holder to check the number of Securities held prior to disposal or exercise (as the case may be).

4.6 Effect on capital structure

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

Capital Structure	Shares	Unlisted Options ¹	Performance Rights
Pre-Consolidation Securities	4,191,313,261	777,941,899	Nil
Post 20:1 Consolidation of Securities (Resolution 5)	209,565,663	38,897,094	Nil
Performance Rights to be issued to Directors (Resolutions 6 and 7)	Nil	Nil	14,000,000
Completion of all Resolutions	209,565,663	38,897,094	14,000,000

1. The terms of these Options are set out in the table below.

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

Options – Pre Consolidation

Terms	Number
Options exercisable at \$0.005 on or before 30 May 2020	145,333,849
Options exercisable at \$0.02 on or before 31 May 2020	632,608,050
Total	777,941,899

Options – Post Consolidation

Terms	Number
Options exercisable at \$0.10 on or before 30 May 2020	7,266,692
Options exercisable at \$0.40 on or before 31 May 2020	31,630,402
Total	38,897,094

4.7 Timetable

If this Resolution is passed, the Consolidation will take effect as soon as possible in accordance with Appendix 7A (paragraph 8) of the ASX Listing Rules.

5. RESOLUTIONS 6 AND 7 – ISSUE OF PERFORMANCE RIGHTS TO RELATED PARTIES

5.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue a total of 14,000,000 Performance Rights (on a post-Consolidation basis) (**Related Party Performance Rights**) to Messrs Brand and Triglavcanin (**Related Parties**) on the terms and conditions set out below.

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The grant of the Related Party Performance Rights constitutes giving a financial benefit and Messrs Brand and Triglavcanin are related parties of the Company by virtue of being Directors.

In addition, ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

It is the view of the Company that the exceptions set out in sections 210 to 216 of the Corporations Act and ASX Listing Rule 10.12 do not apply in the current

circumstances. Accordingly, Shareholder approval is sought for the grant of Related Party Performance Rights to the Related Parties.

5.2 Shareholder Approval (Chapter 2E of the Corporations Act and Listing Rule 10.11)

Pursuant to and in accordance with the requirements of section 219 of the Corporations Act and ASX Listing Rule 10.13, the following information is provided in relation to the proposed grant of Related Party Performance Rights:

- (a) the related parties are Messrs Brand and Triglavcanin and they are related parties by virtue of being Directors;
- (b) the maximum number of Related Party Performance Rights (being the nature of the financial benefit being provided) to be granted to the Related Parties is (on a post-Consolidation basis):
 - (i) 7,000,000 Related Party Performance Rights to Mr Brand, being:
 - (A) 2,000,000 Class A Performance Rights;
 - (B) 2,000,000 Class B Performance Rights; and
 - (C) 3,000,000 Class C Performance Rights; and
 - (ii) 7,000,000 Related Party Performance Rights to Mr Triglavcanin, being:
 - (A) 2,000,000 Class A Performance Rights;
 - (B) 2,000,000 Class B Performance Rights; and
 - (C) 3,000,000 Class C Performance Rights;
- (c) the Related Party Performance Rights will be granted to the Related Parties no later than 1 month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Related Party Performance Rights will be issued on one date;
- (d) the Related Party Performance Rights will be granted for nil cash consideration, accordingly no funds will be raised;
- (e) the terms and conditions of the Related Party Performance Rights are set out in Schedule 1;
- (f) the value of the Related Party Performance Rights and the pricing methodology is set out in Schedule 2;
- (g) the relevant interests of the Related Parties in securities of the Company are set out below (on a pre-Consolidation basis):

Related Party	Shares	Options
Fletcher Maurice Brand ¹	193,583,395	44,495,829 ²
Garry Triglavcanin	73,800,738	19,891,916 ²

¹ Held indirectly by Sasigas Nominees Pty Ltd as trustee for the Fletcher M Brand Family

Trust. Mr Brand is a director and shareholder of Sasigas Nominees Pty Ltd and a beneficiary of the Fletcher M Brand Family Trust.

² Unlisted Options exercisable at \$0.02 each on or before 31 May 2020.

- (h) the remuneration and emoluments from the Company to the Related Parties for the previous financial year and the proposed remuneration and emoluments for the current financial year are set out below:

Related Party	Current Financial Year (proposed)	Previous Financial Year¹
Fletcher Maurice Brand	\$60,000	Nil
Garry Triglavcanin	\$120,000	Nil

¹ Messrs Brand and Triglavcanin were appointed to the Board on 24 November 2016.

- (i) if the Related Party Performance Rights granted to the Related Parties vest and are exercised into Shares, a total of 14,000,000 Shares (on a post-Consolidation basis) would be issued. This will increase the number of Shares on issue from 209,565,663 (on a post-Consolidation basis) to 223,565,663 (assuming that no Options are exercised and no other Shares are issued) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 6.26%, comprising 3.13% by Mr Brand and 3.13% by Mr Triglavcanin;
- (j) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	2.5 cents	16 th December 2015 14 th January 2016
Lowest	0.01 cents	3 rd , 4 th , 8 th , 11 th , 14 th , 15 th and 21 st November 2016 19 th and 28 th October 2016
Last	0.04 cents	12 December 2016

- (k) the primary purpose of the grant of the Related Party Performance Rights to the Related Parties is to provide a performance linked incentive component in the remuneration package for the Related Parties to motivate and reward the performance of the Related Parties in their respective roles as Directors;
- (l) Mr Brand declines to make a recommendation to Shareholders in relation to Resolution 6 due to his material personal interest in the outcome of the Resolution on the basis that he is to be granted Related Party Performance Rights in the Company should Resolution 6 be passed. However, he recommends that Shareholders vote in favour of Resolution 7 for the following reasons:
- (i) the grant of Related Party Performance Rights to the Related Party, in particular, the vesting conditions of the Related Party Performance Rights, will align the interests of the Related Party with those of Shareholders;

- (ii) the grant of the Related Party Performance Rights is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Party; and
 - (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Related Party Performance Rights upon the terms proposed;
- (m) Mr Triglavcanin declines to make a recommendation to Shareholders in relation to Resolution 7 due to his material personal interest in the outcome of the Resolution on the basis that he is to be granted Related Party Performance Rights in the Company should Resolution 7 be passed. However, he recommends that Shareholders vote in favour of Resolution 6 for the reasons set out in paragraph (l);
- (n) with the exception of the Related Parties, no other Director has a personal interest in the outcome of Resolutions 6 and 7;
- (o) Mr Paul Garner recommends that Shareholders vote in favour of Resolutions 6 and 7 for the reasons set out in paragraph (l);
- (p) in forming their recommendations, each Director considered the experience of each other Related Party, the current market price of Shares, the current market practices when determining the number of Related Party Performance Rights to be granted as well as the vesting conditions and expiry date of those Related Party Performance Rights; and
- (q) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 6 and 7.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Related Party Performance Rights to the Related Parties as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Related Party Performance Rights to the Related Parties will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Class A Performance Rights means Performance Rights issued on the terms specified for 'Class A Performance Rights' in Schedule 1.

Class B Performance Rights means Performance Rights issued on the terms specified for 'Class B Performance Rights' in Schedule 1.

Class C Performance Rights means Performance Rights issued on the terms specified for 'Class C Performance Rights' in Schedule 1.

Company means TTE Petroleum Ltd (ACN 109 213 470).

Consolidation means the proposed 20:1 consolidation of the Company's issued capital, the subject of Resolution 5.

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

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

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Performance Right means a performance right granted pursuant to Resolutions 6 and 7 with the terms and conditions set out in Schedule 1.

Proxy Form means the proxy form accompanying the Notice.

Related Party Performance Right means a performance right granted pursuant to Resolutions 6 and 7 with the terms and conditions set out in Schedule 1.

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

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF RELATED PARTY PERFORMANCE RIGHTS

The terms of the Performance Rights are set out below:

- (a) Each Performance Right gives the recipient the right to acquire one Share.
- (b) The Class A Performance Rights will expire on 31 July 2018, the Class B Performance Rights will expire on 31 January 2019 and the Class C Performance Rights will expire on 31 January 2020, such that if they are not exercised before Expiry Date they will lapse.
- (c) The issue price for each Performance Right is \$Nil and no amount will be payable on the exercise of a Performance Right.
- (d) Shares issued on exercise of the Performance Rights will rank equally with all existing Shares from the date of issue. The Company will apply for quotation of the Shares issued on the exercise of each Performance Right.
- (e) The Performance Rights are transferrable with the prior consent of the Board.
- (f) The vesting of each class of Performance Rights will be conditional on the satisfaction of the following hurdles:
 - (i) **Class A Rights** – will vest where
 - (A) the Company's Share price has equalled or has been greater than a 30 day Volume Weighted Average Price of \$0.10 per Share at any time subsequent to the date of grant; and
 - (B) other than for reasons outside the control of the participant (such as invalidity, bona fide redundancy, or death), the participant, remains employed or engaged with the Company for a continuous period of 12 months from the date of grant.
 - (ii) **Class B Rights** – will vest where
 - (A) the Company's Share price has equalled or has been greater than a 30 day Volume Weighted Average Price of \$0.20 per Share at any time subsequent to the date of grant; and
 - (B) other than for reasons outside the control of the participant (such as invalidity, bona fide redundancy, or death), the participant, remains employed or engaged with the Company for a continuous period of 12 months from the date of grant.
 - (iii) **Class C Rights** – will vest where
 - (A) the Company's Share price has equalled or has been greater than a 30 day Volume Weighted Average Price

of \$0.30 per Share at any time subsequent to the date of grant; and

- (B) other than for reasons outside the control of the participant (such as invalidity, bona fide redundancy, or death), the participant, remains employed or engaged with the Company for a continuous period of 12 months from the date of grant.
- (g) When a Performance Right vests, the Company will issue a vesting notification to the holder of the Performance Right, after which the vested Performance Rights will be automatically exercised within a period specified by the Board.
- (h) Lapsing Conditions: Unless otherwise determined by the Board in its sole and absolute discretion, any unvested Performance Rights will lapse on the earlier of:
 - (i) where a participant has acted fraudulently, dishonestly or wilfully breaching their duties to the Company; or
 - (ii) where a participant resigns from the Company; or
 - (iii) the expiry date of the Performance Right.
- (i) Performance Rights do not give holders any right to participate in new issues of securities in the Company made to Shareholders generally or to participate in dividends unless the Performance Rights are exercised and the resultant Shares are issued prior to the record date to determine entitlements to the securities or dividend (as applicable).
- (j) Performance Rights do not give holders any right to vote.
- (k) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company:
 - (i) the number of Performance Rights will be reconstructed (as appropriate) in a manner consistent with the Listing Rules but with the intention that such reconstruction will not result in any benefits being conferred on the Performance Right holder which are not conferred on Shareholders; and
 - (ii) subject to the provisions with respect to rounding of entitlements as sanctioned by a meeting of Shareholders approving a reconstruction of capital, in all other respects the terms for the exercise of the Performance Rights will remain unchanged.
- (l) If there is a change in control event in relation to the Company (eg, a takeover bid for all the Shares in the Company or any other scheme of arrangement by which more than 50% of the Shares in the Company change ownership) the Board may determine, that some or all unvested Performance Rights will vest and be automatically exercised.

SCHEDULE 2 – VALUATION OF RELATED PARTY PERFORMANCE RIGHTS

The Performance Rights to be issued to Messrs Brand and Triglavcanin pursuant to Resolution 6 and Resolution 7 have been valued by internal management.

The Performance Rights have valued using a Monte-carlo pricing model that simulates the share price of TTE Petroleum Ltd over the period until expiration. For rights that pass the performance barrier during the period, the value is recorded as the share price barrier. For rights that do not pass the performance barrier, a zero value is recorded. The process is repeated for multiple iterations.

Expected volatility is a measure of the amount by which a price is expected to fluctuate during a period. Volatility was calculated using the square root of the mean of the squared deviations of closing share prices for all days in the sample time period chosen.

The Australian Government bond rate of 1.7% was used as the risk free rate.

Using the methodology set out above and based on the assumptions set out below expressed on a post-consolidation basis, the Performance Rights were ascribed the following value range:

Assumptions:			
	Class A	Class B	Class C
Underlying share spot price (\$)	0.08	0.08	0.08
Exercise price	Nil	Nil	Nil
Share price barrier (\$)	>\$0.10	>\$0.20	>\$0.30
Issue Date	18/01/2017	18/01/2017	18/01/2017
Expiration Date	31/07/2018	31/01/2019	31/01/2020
Risk free interest rate	1.7%	1.7%	1.7%
Volatility	131%	131%	131%
Number of Performance Rights	4,000,000	4,000,000	6,000,000
Valuation per tranche	\$208,000	\$186,400	\$288,000

Note: The valuation ranges noted above are not necessarily the market prices that the Performance Rights could be traded at and they are not automatically the market prices for taxation purposes.

PROXY FORM

TTE PETROLEUM LTD
ACN 109 213 470

GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR: the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 10:30 am (WST), on 18 January 2017 at 45 Ventnor Ave, West Perth WA 6005, and at any adjournment thereof.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 6 and 7 (except where I/we have indicated a different voting intention below) even though Resolutions 6 and 7 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

Voting on business of the Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Election of Director – Fletcher Maurice Brand	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Director – Garry Triglavcanin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of Issue of Shares – 30 November 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Consolidation of Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Issue of Performance Rights to a Related Party – Fletcher Maurice Brand	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Issue of Performance Rights to a Related Party – Garry Triglavcanin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: _____

Contact name: _____

Contact ph (daytime): _____

E-mail address: _____

Consent for contact by e-mail
in relation to this Proxy Form:

YES NO

Instructions for completing Proxy Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
 - **(Individual):** Where the holding is in one name, the Shareholder must sign.
 - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** 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. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to TTE Petroleum Ltd at Suite 3, 28 Outram St, WEST PERTH, WA, 6005; or
 - (b) facsimile to the Company on facsimile number +61 8 6267 8155,so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.