



ABN 69 009 196 810
(Incorporated in Western Australia)

Level 2, 30 Richardson Street
West Perth, WA 6005
PO Box 1786, West Perth WA 6872
T+61 8 9321 9886 F+61 8 9321 8161

23 October 2020

Dear Shareholder

Prominence Energy NL ABN 69 009 196 810 (**PRM** or the **Company**) is convening an Annual General Meeting (**Meeting**) to be held at PRM's Office Level2, 30 Richardson Street, West Perth, Western Australia, 6005 on Friday, 27 November 2020 at 10:00am (AWST).

The Company and the Board are very aware of the current circumstances resulting from COVID-19 and the impact it is having, and is likely to continue to have, on physical meetings. Accordingly, the Board has made the decision that it will hold a physical Meeting with any appropriate social gathering and physical distancing measures in place to comply with the State and Federal Government's current restrictions for physical gatherings.

In accordance with subsection 5(f) of the Corporations (Coronavirus Economic Response) Determination (No. 3) 2020, the Company will not be dispatching physical copies of the Notice of Annual General Meeting (Notice). Instead, a copy of the Notice will be available under the "ASX announcements" section of PRM's website at <http://www.prominenceenergy.com.au/irm/content/asx-announcements.aspx?RID=8>

As you have not elected to receive notices by email, a copy of your personalised proxy form is enclosed for your convenience. Shareholders are encouraged to complete and lodge their proxies online or otherwise in accordance with the instructions set out in the proxy form and the Notice.

Your proxy voting instruction must be received by 10:00am (AWST) on Wednesday, 25 November 2020, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company's share registry, Computershare Investor Services on, 1300 850 505 (within Australia) or +61 (3) 9415 4000 (overseas).

Circumstances relating to COVID-19 are changing rapidly. The Company will update shareholders if changing circumstances will impact the planning or arrangements for the Meeting by way of announcement on ASX and the details will also be made available on our website at <https://www.ProminenceEnergy.com.au/>

The Company appreciates the understanding of shareholders during this time.

Yours faithfully

Alexander Parks
Managing Director



PRM

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00 AM (AWST) on Wednesday, 25 November 2020.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999 I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Prominence Energy NL hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

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 to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Prominence Energy NL to be held at Level 2, 30 Richardson Street, West Perth, WA 6005 on Friday, 27 November 2020 at 10:00 AM (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

Step 2 Items of Business

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

	For	Against	Abstain
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director Mr Ian McCubbing	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of Issue of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Issue of Placement Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approve Issue of Winform Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval of Issue of Advisor Options to GTT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically





PROMINENCE ENERGY NL
ABN 69 009 196 810

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT

AND

PROXY FORM

Date of Meeting

Friday 27 November 2020

Time of Meeting

10:00am AWST

Place of Meeting

Level 2, 30 Richardson Street
West Perth WA 6005

CONTENTS

- A. Notice of Annual General Meeting
- B. Explanatory Statement
- C. Proxy Form

IMPORTANT NOTE

This booklet sets out information to assist Shareholders to assess the resolutions to be considered at the Annual General Meeting.

You should read this information carefully and in its entirety before making a decision as to how to vote at the Meeting. No responsibility is taken for the contents of this booklet by ASIC, ASX or any of their officers.

If you do not fully understand the contents of this information you should consult your financial or legal adviser for assistance.

A Notice of Annual General Meeting, Explanatory Statement, Proxy Form and Appointment of Corporate Representative Form are included in this booklet. Shareholders are urged to complete and return the enclosed Proxy Form as soon as possible, irrespective of whether or not they intend to attend the Meeting.

QUESTIONS

If you have any queries regarding the contents of this booklet or in relation to the Annual General Meeting, please contact the Company Secretary, Mr Alex Parks on (08) 9321 9886.

ELECTRONIC COPIES OF COMPANY REPORT

The 2020 Annual Report is now available on the Prominence Energy NL website www.ProminenceEnergy.com.au.

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders of Prominence Energy NL will be held on:

Friday 27 November 2020 commencing at 10am AWST

at: Prominence's Office - Level 2, 30 Richardson Street, West Perth, Western Australia 6005

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. The meeting will commence at 10am AWST.

VOTING BY PROXY

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

- Online: at <http://www.investorvote.com.au/>
- Mobile: scan the QR Code on the enclosed Proxy Form and follow the prompts
- By mail: Computershare Investor Services Pty Limited
GPO Box 242, Melbourne VIC 3001 Australia
- By Fax: In Australia, 1800 783 447
outside Australia, +61 3 9473 2555
- Custodian voting: For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.
- so that it is received not later than 10am AWST on Wednesday 25 November 2020.

Your Proxy Form is enclosed.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Prominence Energy NL will be held on Friday 27 November 2020 at 10am AWST, at the office of Prominence Energy, Level 2, 30 Richardson Street, West Perth, Western Australia 6005.

The following matters are to be considered at the meeting and Resolutions 1 to 7 (inclusive) are discussed in the Explanatory Statement to Shareholders which forms part of this notice.

AGENDA

ORDINARY BUSINESS

1. Financial Statements

To receive and consider the Annual Financial Report, together with the Directors' and Auditor's Reports, for the financial year ended 30 June 2020.

2. Resolution 1 - Remuneration Report

To consider and, if thought fit, pass the following as an **non-binding resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as set out in the Annual Report for the financial year ended 30 June 2020."

Voting Restriction: A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) member of the Key Management Personnel details of whose remuneration is included in the Remuneration Report; and/ or
- (b) a Closely Related Party of such a member of the Key Management Personnel.

However, the above persons may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution (directed proxy); or
- (b) the voter is the Chairperson and the appointment of the Chairperson as proxy:
 - (1) does not specify the way the proxy is to vote on the resolution; and
 - (2) expressly authorises the Chairperson to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. Resolution 2 – Re-election of Director Mr Ian McCubbing

To consider and, if thought fit, pass the following as an **Ordinary Resolution**:

"That, for all purposes, Mr Ian McCubbing, who retires from the office of Director in accordance with ASX Listing Rule 14.4 and Article 16.3(a) of the Company's Constitution, and being eligible and offering himself for re-election, is re-elected as a Director."

4. Resolution 3 – Ratification of Issue of Placement Shares

Ratification of issue of securities (Shares) under Placement Capacity (Resolution 3)

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

That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the issue of 30,000,000 fully paid ordinary Shares at A\$0.005 per share made in August 2020, made to four sophisticated investors as described in the Explanatory Statement accompanying this Notice of Meeting, be ratified and approved.

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of the participants or by an associate of the participants. However, this does not apply to a vote cast in favour of a resolution by a person as a proxy or attorney for a 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, or 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: (i) 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 (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5. Resolution 4 – Issue of Placement Options

To consider and, if thought fit, pass the following as an **Ordinary Resolution**:

That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, the issue of **15,000,000** listed Options (at an exercise price of \$0.02 per share and with an expiry date of 1 September 2023), be issued as free attaching options on a one for two shares subscribed basis, as per the Announcement of 31 July 2020, be approved. The Placement was made to sophisticated and professional investors, with the free attaching options to be issued subject to shareholder approval at the next AGM, as described in the Explanatory Statement accompanying this Notice of Meeting.

Voting Exclusion: *The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of the participants or by an associate of the participants. However, this does not apply to a vote cast in favour of a resolution by a person as a proxy or attorney for a 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, or 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: (i) 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 (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

6. Resolution 5 – Approve Issue of Winform Options

To consider and, if thought fit, pass the following as an **Ordinary Resolution**:

That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, the issue of **15,000,000** listed Options (at an exercise price of \$0.02 per share and with an expiry date of 1 September 2023), be issued to Winform Nominees Pty Ltd (or their Nominee) as part consideration for restructure of the converting Loan Agreement as detailed in the Prospectus dated 8 September 2020 and subject to shareholder approval at the next AGM, as described in the Explanatory Statement accompanying this Notice of Meeting.

Voting Exclusion: *The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of Winform Nominees Pty Ltd or by an associate of Winform Nominees Pty Ltd. However, this does not apply to a vote cast in favour of a resolution by a person as a proxy or attorney for a 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, or 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: (i) 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 (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

7. Resolution 6 Approval of Issue of Advisor Options to GTT

To consider and, if thought fit, pass the following as an **Ordinary Resolution**:

That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, the issue of **50,000,000** listed Options (at an exercise price of \$0.02 per share and with an expiry date of 1 September 2023), be issued to GTT Ventures Pty Ltd (or their Nominee) as Corporate Advisor and Lead Manager to the Company in Completion of the Placement and Rights-Issue which were to be issued subject to shareholder approval at the next AGM, as described in the Explanatory Statement accompanying this Notice of Meeting.

Voting Exclusion: *The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of GTT Ventures or Mr Patric Glovac or an associate of Mr Glovac or GTT Ventures. However, this does not apply to a vote cast in favour of a resolution by a person as a proxy or attorney for a 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, or 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: (i) 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 (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

8. Resolution 7 – Approval of 10% Placement Facility

To consider and, if thought fit, pass the following as a **Special Resolution**:

That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for 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 formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.

Voting Exclusion: *The Company has no current plans to utilise this placement capacity, so no voting exclusion currently applies. However, should these plans change prior to the meeting, the Company will disregard any votes cast in favour of Resolution 7 by or on behalf of any likely participant or beneficiary. However, this does not apply to a vote cast in favour of a resolution by a person as a proxy or attorney for a 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, or 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: (i) 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 (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

9. Other Business

To transact any other business that may be brought forward in accordance with the Company's Constitution.

EXPLANATORY STATEMENT

Shareholders are referred to the Explanatory Statement accompanying and forming part of this Notice of Annual General Meeting.

VOTING ENTITLEMENT

Regulation 7.11.37 of the Corporations Regulations 2001 permits the Company to specify a time, not more than 48 hours before the meeting, at which a "snapshot" of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the Meeting.

For the purposes of determining voting entitlements at the Annual General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 14pm AWST on Wednesday 25 November 2020. Accordingly, transactions registered after that time will be disregarded in determining entitlements to vote at the meeting in the event of a poll.

PROXIES - A Proxy Form with related information and instructions accompanies this Notice of Meeting.

CORPORATE REPRESENTATIVE

If a representative of a Shareholder corporation is to attend the meeting, the attached Appointment of Corporate Representative Form should be completed and produced prior to the meeting commencing. A Corporate Representative Form can be obtained by contacting the Company Secretary.

Dated at Perth this **23rd day of October 2020**.
By order of the Board of Directors.

Alexander Parks
Managing Director & Company Secretary

EXPLANATORY STATEMENT

INTRODUCTION AND BACKGROUND

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the resolutions contained in the accompanying Notice of Annual General Meeting of Prominence Energy NL.

Shareholders at the Annual General Meeting will be asked to consider resolutions:

- to receive the Annual Financial Report;
- to adopt the Remuneration Report;
- to re-elect Mr Ian McCubbing as a Director;
- to ratify the issue of 30,000,000 shares and thus restore the Company's 15% placement capacity
- to approve the Issue of 15,000,000 listed attaching Options to Placement Participants.
- to approve the Issue of 15,000,000 listed Options to Winform Nominees
- to approve the Issue of 50,000,000 listed Options to GTT Ventures and
- to approve the Company's 10% Placement Facility.

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting to be held at the offices of Prominence Energy, Level 2, 30 Richardson Street, West Perth, Western Australia 6005 on Friday 27 November 2020 commencing at 10am AWST.

The purpose of this Explanatory Statement is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the resolutions.

The Directors recommend that Shareholders read this Explanatory Statement before determining whether to support the resolutions or otherwise.

1 COVID-19 IMPACTS

In accordance with subsection 5(f) of the Corporations (Coronavirus Economic Response) Determination (No. 3) 2020, the Company will not be dispatching physical copies of this Notice unless specifically requested to do so. Accordingly, Shareholders will not receive a hard copy of this Notice of Annual General Meeting.

Instead, this Notice will be available for download from the Company's website at www.prominenceenergy.com.au.

Should you wish to receive a hard copy of the Notice, please contact the Company Secretary by email at Alex@prominenceenergy.com.au

2 FINANCIAL STATEMENTS

The Company seeks approval to receive and consider the Financial Statements for the year ended 30 June 2020 together with the Directors' Declaration and the reports of the Directors and Auditors.

Shareholders are referred to the 2020 Annual Report and more particularly to the Independent Auditor's Report commencing on page 53 where the Independent Auditors advise that the financial report of the Company is in accordance with the Corporations Act and other mandatory financial reporting requirements in Australia.

3 RESOLUTION 1 - REMUNERATION REPORT

This Resolution seeks the adoption of the Remuneration Report.

Shareholders are referred to the 2020 Annual Report which incorporates the Remuneration Report. The Remuneration Report sets out the remuneration details for each Director and specified executives of the Company. Further details of the Company's remuneration and performance evaluation policies are contained on pages 8 to 15 (inclusive) of the 2020 Annual Report.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting. Under section 250R(2) of the Corporations Act, a resolution that the Remuneration Report be adopted must be put to the vote. This item is included for advisory purposes only and any vote taken at the Meeting does not bind the Directors or the Company.

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director and CEO) must go up for re-election.

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, the Shareholder is considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

The Company's Remuneration Report did not receive a Strike at the 2019 annual general meeting. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2021 annual general meeting, this may result in the re-election of the Board

The Directors recommend that Shareholders vote in favour of this Resolution.

4 RESOLUTION 2– RE-ELECTION OF DIRECTOR: MR IAN MCCUBBING

4.1 Introduction

Resolution 2 seeks approval to re-elect as a Director of the Company, Mr Ian McCubbing, who retires in accordance with the ASX Listing Rules and the Constitution and being eligible, offers himself for re-election.

Article 16.3(b) of the Constitution provides that one third of the Directors must retire at each Annual General Meeting. Article 16.4 provides that the Director who must retire by rotation is the Director who has held office the longest since their last re-election. Mr McCubbing was last re-elected on 28 November 2018 and, accordingly, seeks re-election as a Director at the Annual General Meeting.

Shareholders are referred to the 2020 Annual Report on page 5 where details of Mr McCubbing may be obtained.

If Resolution 2 is passed Mr McCubbing will be able to serve on the Board of PRM, if Resolution 2 is not passed, the Company will need to find a new Director and Chairman.

If re-elected, Mr McCubbing is considered by the Board as an Independent Director.

4.2 Directors' recommendation

The Directors recommend that Shareholders vote in favour of this Resolution.

5 RESOLUTION 3– RATIFICATION OF THE ISSUE OF PLACEMENT SHARES

Introduction

As Announced on 31 July 2020, the Company and Advisor GTT Ventures arranged a share placement to raise \$150,000 under the Company's 7.1 Placement Capacity, the Options proposed under that placement were to be issued subject to Shareholder approval.

The details of the Placement were as follows

The Company and GTT received firm commitments for a placement of 30,000,000 shares at a price of 0.5 cents per share, to raise \$150,000 before costs, to exempt investors (under section 708 of the Corporations Act (2001)).

GTT was entitled, as lead manager, to a 6% capital raising fee for these services and it was agreed to issue 7,500,000 options (Subject to Shareholder approval), with a strike price of 2 cents and expiry date of 1 September 2023.

- 30 million shares were issued under the Company's placement capacity in accordance with Listing Rule 7.1A, (**Placement Shares**)
- 15 million free attaching ~~un~~listed options will be issued on a one for every two placement shares, subject to approval of shareholders. The Options will have a strike price of 2 cents and expiry date of 1 September 2023. (**Placement Options**)

The Company is seeking shareholder ratification for the issue of the 30 million Shares pursuant to ASX Listing Rule 7.4.

Purpose of approval

In general terms, ASX Listing Rule 7.1 (15%) and 7.1A (10%) provides that a listed company must not issue or agree to issue equity securities that total more than 25% of its fully paid ordinary shares in a 12 month period without the approval of its shareholders (25% Capacity), subject to certain exceptions. However, ASX Listing Rule 7.4 allows an issue of securities made without shareholder approval to be treated as having been made with approval for the purposes of ASX Listing Rule 7.1, if the issue did not breach ASX Listing Rule 7.1 and 7.1A and is subsequently ratified by the shareholders. Accordingly, if shareholders approve Resolution 3, the 30 million Placement Shares will be treated to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1 and 7.1A, and will no longer be counted towards utilising the Company's 25% Capacity. This effectively refreshes the Company's 7.1 15% Capacity and 7.1A 10% capacity in respect of the placement Securities, and the Company will be able to issue further equity securities up to its 25% Capacity in the next 12 months without requiring shareholder approval.

Given the intent to progress toward drilling Bowsprit-1 as soon as practical, and the Company's stated intention to evaluate and pursue addition assets for the Company, the Directors consider it to be in the best interests of the Company to maintain the Company's ability to issue up to 25% of its fully paid ordinary shares under ASX Listing Rule 7.1 and 7.1A.

The Placement Shares were issued under the Company's 7.1 15% Capacity on 15 May 2019. The following information, in respect of the issue of Placement Shares, is provided for the purposes of ASX Listing Rule 7.5:

- The number of securities issued: 30,000,000 Shares
- Issue price of the securities: A\$0.005 (with 1 free attaching 2C option exp 1 September 2023 for every 2 shares)
- Recipients of the securities: XS Resources Ltd, Tribeca Nominees, CITI Corp Nominees (2 holders).
- Terms of the securities: The Shares issued rank equally with the Company's existing Shares on issue.
- The Company applied to the ASX for official quotation of the Shares.
- Intended use of the funds raised: The Company used the funds for working capital

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of the participants or by an associate of the participants. However, this does not apply to a vote cast in favour of a resolution by a person as a proxy or attorney for a 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, or 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: (i) 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 (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

If Resolution 3 is passed the Company will have its 15% Placement Capacity restored. If Resolution 3 is not passed, the Company will only have its current unused placement capacity of 36.7 million (approximately 7.5%).

The Chairman intends to exercise all undirected proxies in favour of Resolution 3. If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 3, by signing and returning the Proxy Form, the Shareholder is considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

The Directors recommend that Shareholders vote in favour of this Resolution.

6 RESOLUTION 4 – APPROVAL OF ISSUE OF PLACEMENT OPTIONS

As Announced on 31 July 2020, the Company and Advisor GTT Ventures arranged a share placement, the free attaching Options proposed under that placement were to be issued subject to Shareholder approval.

The details of the Placement were as follows

The Company and GTT received firm commitments for a placement of 30,000,000 shares at a price of 0.5 cents per share, to raise \$150,000 before costs, to exempt investors (under section 708 of the Corporations Act (2001)).

GTT was entitled, as lead manager, to a 6% capital raising fee for these services and it was agreed to issue 7,500,000 options (Subject to Shareholder approval), with a strike price of 2 cents and expiry date of 1 September 2023.

- 30 million shares were issued under the Company's placement capacity in accordance with Listing Rule 7.1 (**Placement Shares**),
- 15 million free attaching ~~un~~listed options will be issued on a one for every two placement shares, subject to approval of shareholders. The Options will have a strike price of 2 cents and expiry date of 1 September 2023. (**Placement Options**).

Resolution 4 seeks Shareholder Approval to issue the Placement Options

That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the issue of 15,000,000 listed Options (at an exercise price of \$0.02 per share and with an expiry date of 1 September 2023), be issued as free attaching options to the placement participants on a one for two shares subscribed basis. The Placement was made to four sophisticated and professional investors.

Information required under Listing Rule 7.3

- The Maximum Number of Securities - 15,000,000 (PRMOB)
- If the Resolution is approved the Placement Options will be issued within 30 days of the AGM
- The Options have an exercise price of \$0.02 per share and with an expiry date of 1 September 2023
- The Terms of the Options are included in Schedule A.
- Recipients of the securities: XS Resources Ltd, Tribeca Nominees, CITI Corp Nominees (2 holders).
- Nil funds will be raised through the issue of the Options. The \$150,000 from the associated placement was/will be used to progress the Bowsprit-1 well, fund farm out activities, and for working capital.
- Value of Options
- The Closing price for the Listed Options on 20 October 2020 was 0.3c.
- Using Black & Scholes the 2c Options (assuming a share price of 0.6c, Maturity of 2.8years, Annual risk-free Interest rate of 1.08% and a volatility of 150%) is 0.388c per option. The Total value for the Options at 21 October 2020 is assessed to be \$58,200.

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of the participants or by an associate of the participants. However, this does not apply to a vote cast in favour of a resolution by a person as a proxy or attorney for a 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, or 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: (i) 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 (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

If Resolution 4 is passed the Company will be able issue Options to the Placement participants. If Resolution 4 is not passed, the Company will not be able to issue the Placement Options to the placement participants. This may result in no further support from those shareholders or PRM not being able to raise future capital by the same structure in the future.

7 RESOLUTION 5– APPROVE ISSUE OF WINFORM OPTIONS

7.1 Introduction

The Company has reached an agreement with Winform Nominees Pty Ltd (ACN 152 706 717) (Winform) in respect of the loan the subject of the Converting Loan Agreement entered into in February 2015 that is repayable on the earlier of 31 March 2021 and the Company entering into a "Transaction" (capital raising of at least \$15 million or takeover). Due to the delay in the Company finalising a farm-out of its interest in the Bowsprit Project due to COVID-19, the debt the subject of the Converting Loan Agreement has been restructured in a deal that is acceptable to both parties. Under this deal, Winform has agreed to accept the following in consideration of releasing the Company of its obligations under the Converting Loan Agreement and as consideration for the release of the security provided for the loan:

- \$150,000 payable by the Company to Winform from the proceeds of the issue of Shares under the Prospectus Dated 8 September 2020.
- the issue by the Company of 15 million Options on the terms set out Schedule A, subject to the Company obtaining, if required to effect the issue, the approval of its Shareholders; and
- a 1% royalty granted by its subsidiary, Sun Louisiana LLC, on the Company's net production of hydrocarbons produced from the Bowsprit Project.

Resolution 5 seeks Shareholder Approval to issue the Winform Options

That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the issue of 15,000,000 listed Options (at an exercise price of \$0.02 per share and with an expiry date of 1 September 2023), be issued to Winform Nominees Pty Ltd (or its Nominee)

Information required under Listing Rule 7.3

- The Maximum Number of Securities - 15,000,000 (PRMOB)
- If the Resolution is approved the Placement Options will be issued within 30 days of the AGM
- The Options have an exercise price of \$0.02 per share and with an expiry date of 1 September 2023
- The Terms of the Options are included in Schedule A.
- The Options will be issued to Winform Nominees Pty Ltd or their Nominee.
- Nil funds will be raised through the issue of the Options, however the Issue of the Options is part of the settlement of the Converting Loan Agreement.
- Value of Options
- The Closing price for the Listed Options on 20 October 2020 was 0.3c.
- Using Black & Scholes the 2c Options (assuming a share price of 0.6c, Maturity of 2.8years, Annual risk-free Interest rate of 1.08% and a volatility of 150%) is 0.388c per option. The Total value for the Options at 21 October 2020 is assessed to be \$58,200.

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of Winform Nominees Pty Ltd or by an associate of Winform Nominees Pty Ltd. However, this does not apply to a vote cast in favour of a resolution by a person as a proxy or attorney for a 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, or 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: (i) 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 (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

If Resolution 5 is passed the Company will be able issue Winform Options to Winform Nominees Pty Ltd and complete the terms on the Deed of Settlement to extinguish the Converting Loan Agreement. If Resolution 5 is not passed, the Company will not be able to issue the Options to Winform Nominees and complete the debt Restructure and the Company will owe Winform Nominees the full loan (A\$957,806 + interest). This may result in either conversion of that loan into shares by Winform or the requirement for further capital raising by PRM to repay the debt to Winform by March 2021.

7.2 Directors' recommendation

The Directors recommend that Shareholders vote in favour of this Resolution.

8 RESOLUTION 6 - APPROVAL OF ISSUE OF ADVISOR OPTIONS

Introduction

As Announced on 31 July 2020, the Company and Advisor GTT Ventures arranged a share placement for \$150,000 followed by a Rights Issue for \$1.2million before costs. The Advisor Options to the GTT as lead Manager totalling 50 million Options were to be issued subject to Shareholder approval.

The details of the Placement were as follows

The Company and GTT received firm commitments for a placement of 30,000,000 shares at a price of 0.5 cents per share, to raise \$150,000 before costs, to exempt investors (under section 708 of the Corporations Act (2001)).

GTT was entitled, as lead manager, to a 6% capital raising fee for these services and it was agreed to issue 7,500,000 options (Subject to Shareholder approval), with a strike price of 2 cents and expiry date of 1 September 2023.

- 30 million shares were issued under the Company's placement capacity in accordance with Listing Rule 7.1.
- 15 million free attaching unlisted options will be issued on a one for every two placement shares, subject to approval of shareholders (Resolution 3 Placement Options). The Options will have a strike price of 2 cents and expiry date of 1 September 2023.

The details of the Rights Issue Offer were as follows

For a pro rata non-renounceable entitlement issue for up to 240,791,173 new Shares on the basis of one (1) New Share for every one (1) existing Share held at an issue price of \$0.005 per New Share. The Offer included one free attaching option for every two shares subscribed for. The Offer was to raise up to \$1.2 million (before expenses). The Company received valid entitlement applications for 158,922,395 shares (\$794,611.98) representing a 66% take up of entitlements, furthermore Shareholders applied for \$811,981 in Shortfall.

The Shortfall Offer was for a total of 81,868,778 shares. The Company allocated Shortfall in accordance with the terms in Section 1.7 of the Company's Prospectus dated 8 September 2020. The Shortfall was issued only to Shareholders who accepted their full entitlement and applied for additional Shortfall. Due to the quantum of over subscriptions not all Shortfall applications were filled, and some were scaled back. Excess funds were returned to applicants.

As Lead Manager GTT was entitled to 6% of all funds raised from shortfall placed by GTT (Nil) For their role as Lead Manager and subject to the Full Offer (including Shortfall) being placed, GTT were to receive 42.5 million options, subject to shareholder approval at the next general meeting. (2c exercise price and with an expiry date of 1 September 2023)

Resolution 6 seeks Shareholder Approval to issue the Advisor Options That, for the purpose of ASX Listing Rule 10.14, 7.4 and for all other purposes, the issue of 50,000,000 Options (at an exercise price of \$0.02 per share and with an expiry date of 1 September 2023), be issued to GTT Ventures Pty Ltd (Or their Nominee)

Information regarding the Company's relationship with GTT.

GTT is engaged as the Company's Corporate Advisor and has provided corporate advisory and capital raising services for the Company.

Mr Patric Glovac is a Non-Executive Director of Prominence Energy NL, and is also a Director and Shareholder of GTT.

Whilst GTT is not an entity controlled by Mr Glovac, and therefore not a related party under section 208 of the Corporations Act, GTT may be considered an Associate of Mr Glovac under listing Rule 10.11.4.

8.1 Chapter 2E of the Corporations Act

Under section 208 of the Corporations Act, 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 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 Advisor Options will result in the issue of Securities to an Associate of one of the Company's Directors Mr Patric Glovac. Whilst not deemed a related party under Section 208, this constitutes the giving of a financial benefit to an Associated Party as GTT is an associate of Mr Glovac under listing Rule 10.11.4.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Advisor Options because the Options to be issued to GTT will be issued on the same terms as securities that would be issued to non-related parties. Accordingly, the Directors consider that the issue of the Advisor Options to GTT (or their nominees) is on arm's length terms in accordance with section 210 of the Corporations Act.

8.2 Listing Rule 10.11

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 an Associated Party unless an exception in Listing Rule 10.12 applies.

As the Company is proposing to issue Securities to GTT Ventures who are deemed an Associated party of one of the Directors (10.11.4), Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in Listing Rule 10.12 do not apply to the issue of the Advisor Options.

8.3 Information required by Listing Rule 10.13 and 14.1

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the Advisor Options:

- The Maximum Number of Securities - 50,000,000 (PRMOB listed options)
- If the Resolution is approved the Advisor Options will be issued within 30 days of the AGM
- The Options have an exercise price of \$0.02 per share and with an expiry date of 1 September 2023
- The Terms of the Options are included in Schedule A.
- The Options will be Issued to GTT Ventures for their Role as Lead Manager of the Capital Raising (Placement and Rights Issue). GTT are deemed an associate of Mr Patric Glovac who is a Director of both GTT and PRM. This issue is not part of Mr Glovac's remuneration, but issued in accordance with the GTT Mandate Agreement as detailed in the prospectus dated 8 September 2020.
- Nil funds will be raised through the issue of the Options. The \$1,350,000 was/will be used to progress the Bowsprit-1 project, fund farm out activities, extinguish debts and for working capital. As Detailed in the Prospectus dated 8 September 2020.
- Value of Options
- The Closing price for the Listed Options on 20 October 2020 was 0.3c.
- Using Black & Scholes the 2c Options (assuming a share price of 0.6c, Maturity of 2.8 years, Annual risk-free Interest rate of 1.08% and a volatility of 150%) is 0.388c per option. The Total value for the Options at 21 October 2020 is assessed to be \$194,000.

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of GTT Ventures or Mr Patric Glovac or an associate of Mr Glovac or GTT Ventures. However, this does not apply to a vote cast in favour of a resolution by a person as a proxy or attorney for a 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, or 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: (i) 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 (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

If Resolution 6 is passed the Company will be able issue Options to GTT. If Resolution 6 is not passed, the Company will not be able to issue the Advisor Options to GTT. This may result in no further services from GTT or support from GTT in future capital raisings for the Company.

Approval pursuant to Listing Rule 7.1 is not required for the Advisor Options as Shareholder approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Advisor Options to GTT will not use up the Company's 15% annual placement capacity under Listing Rule 7.1.

The Chairperson of the meeting intends to exercise all undirected proxies in favour of Resolution 6. If the Chairperson of the Meeting is appointed as your proxy and you have not specified the way the Chairperson is to vote on Resolution 6, by signing and returning the Proxy Form, the Shareholder is considered to have provided the Chairperson with an express authorisation for the Chairperson to vote the proxy in accordance with the Chairperson's intention.

The Directors recommend that Shareholders vote in favour of Resolution 6.

9 RESOLUTION 7 – APPROVAL OF 10% PLACEMENT FACILITY

9.1 Introduction

ASX Listing Rule 7.1A came into effect on 1 August 2012 and enables an eligible entity to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the eligible entity's Annual General Meeting (10% Placement Facility). The 10% Placement Facility is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of ASX 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. The Company is an eligible entity for the purposes of Listing Rule 7.1A.

The effect of Resolution 7 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the period up to 12 months after the Meeting without subsequent Shareholder approval and without using the Company's 15% placement capacity under Listing Rule 7.1.

If Resolution 7 is not passed, the Company will not be able to utilise the expanded placement capacity and will be limited to the 15% capacity under 7.1 only.

Resolution 7 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

9.2 Summary of ASX Listing Rule 7.1A

9.2.1 Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. At the date of this Notice, the Company has only two classes of quoted Equity Securities, being its Shares (ASX.PRM) and Listed Options (ASX.PRMOB).

9.2.2 Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained Shareholder approval at an Annual General Meeting may issue or agree to issue, during the 12-month period after the date of the Annual General Meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

- A is the number of shares on issue 12 months before the date of the issue or agreement:
- (a) plus, the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
 - (b) plus, the number of partly paid shares that became fully paid in the 12 months;
 - (c) plus, the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without Shareholder approval;
 - (d) less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

B is 10%

C 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 the approval of Shareholders under Listing Rules 7.1 or 7.4.

9.2.3 Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1. At the date of this Notice, the Company has a capacity to issue:

- (i) 36,710,811 Shares under Listing Rule 7.1; and
- (ii) 45,807,206 Shares under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 7.2.2 above).

9.2.4 Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the volume weighted average price of Equity Securities in the same class calculated over the 15 ASX trading days immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in Section 7.2.4(i), the date on which the Equity Securities are issued.

9.2.5 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the Annual General Meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained; or

- (ii) the date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), (10% Placement Period).

Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an Annual General Meeting.

9.2.6 Information required by ASX Listing Rule 7.3A

ASX Listing Rule 7.3A sets out several matters which must be included in a notice of meeting seeking an approval under ASX Listing Rule 7.1A. The following information is provided for the purposes of Listing Rule 7.3A:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the volume weighted average price for the Company's Equity Securities over the 15 ASX trading days immediately before:
- the date on which the price at which the Equity Securities are to be issued is agreed; or
 - if the Equity Securities are not issued within 5 ASX trading days of the date in paragraph 7.3(a)(i), the date on which the Equity Securities are issued.
- (b) If the Company issues Equity Securities under the 10% Placement Facility, existing Shareholders' voting power in the Company will be diluted as shown in the table below. There is a risk that:
- the market price for the Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
 - the Equity Securities may be issued at a price that is at a discount to the market price for the Equity Securities on the issue date,

which may influence the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing Shareholders based on the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Dilution				
Variable "A" in Listing Rule 7.1A.2	Issue Price (per Share)	50% decrease in Current Issue Price \$0.003	Current Issue Price \$0.006	50% increase in Current Issue Price \$0.009
Current Variable "A" 490,072,072 Shares	10% dilution - Shares issued	49,007,207 Shares	49,007,207 Shares	49,007,207 Shares
	Funds raised	\$147,022	\$294,043	\$441,065
50% increase in current Variable "A" 735,108,108 Shares	10% dilution - Shares issued	73,510,811 Shares	73,510,811 Shares	73,510,811 Shares
	Funds raised	\$220,532	\$441,065	\$661,597
100% increase in current Variable "A" 980,144,144 Shares	10% dilution - Shares issued	98,014,414 Shares	98,014,414 Shares	98,014,414 Shares
	Funds raised	\$294,043	\$588,086	\$882,130

The table has been prepared on the following assumptions:

- The current issue price is \$0.006, being the Closing price of the Company's Shares on ASX on 20 October 2020.
- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.

- (iii) No Options are exercised into Shares before the date of the issue of the Equity Securities;
 - (iv) The 10% dilution reflects the aggregate percentage voting dilution against the issued share capital at the time of issue. Therefore, the dilution is shown in each example as 10%.
 - (v) The table does not show an example of dilution that may be caused to a Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
 - (vi) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 7 for the issue of the Equity Securities 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 Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue the Equity Securities for the following purposes:
- ~~(i) as non-cash consideration for the acquisition of new resources, assets and investments (including expenses associated with such acquisitions). In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or~~
 - (i) for cash consideration in which case the Company intends to use the funds raised for drilling or development activities on the Bowsprit Project in the US or
 - (ii) ~~or~~ towards the acquisition of new resources, assets or investments (including expense associated with such acquisitions).

Although the Company may seek to issue Equity Securities for the acquisition of new resources, assets and investments (including expenses associated with such acquisitions), the particular resources, assets and investments which may be acquired by the Company have yet to be ascertained.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

- (e) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of the Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
- (i) the purpose of the issue;
 - (ii) alternative methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
 - (iii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iv) the circumstances of the Company, including, but not limited to, the financial situation and solvency of the Company; and
 - (v) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company. Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new resources, assets or investments.

- (f) Since the 29 November 2019 Annual General Meeting the Company has issued a total of 358,116,390 ordinary shares and 120,395,580 listed options

Schedule – Issues of Equity Securities since 29 November 2019

Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) <small>Error! Reference source not found.</small>	Form of consideration
30/7/2020 EGM approved	78,823,491	Shares	Issued to Exempt Investors	\$0.004 per share	Cash Amount Raised - \$315,293.96 Amount Spent - \$315,293.96 Use of Funds – debt conversion Amount remaining - \$0 Proposed Use of remaining funds – N/A
31/7/2020 Rule 7.1 capacity	30,000,000	Shares	Issued to Exempt Investors	\$0.005 per share	Cash Amount Raised - \$150,000 Amount Spent - \$150,000 Use of Funds – general working capital. Amount remaining - \$0 Proposed Use of remaining funds – N/A
14/9/2020 Listed option conversion	12,000	Shares	Option holder	\$0.1 per share	Cash Amount Raised - \$1,200 Amount Spent - \$ Use of Funds: general working capital. Amount remaining - 0 Proposed Use of remaining funds – N/A
7/10/2020 Rights Issue	158,922,395	Shares	Shareholders	\$0.005	Cash Amount Raised - \$749,611.98 Amount Spent - \$ Use of Funds: debt & general working capital. Amount remaining – See Below Proposed Use of remaining funds – See below
7/10/2020 Rights Issue	79,461,185	Free attaching option	Shareholders	Nil	Non cash value - \$308,309
13/10/2020 Rights Issue	81,868,778	Shares	Shareholders	\$0.005	Cash Amount Raised - \$409,343.89 Amount Spent - \$ Use of Funds: general working capital. Amount remaining – See Below Proposed Use of remaining funds – See Below

13/10/2020 Rights Issue	40,934,395	Free attaching option	Shareholders	Nil	Non cash value - \$158,825
13/10/2020 EGM approved	6,489,726	Shares	GTT Ventures Pty Ltd	\$0.004	Cash Amount Raised - \$25,958.90 Amount Spent - \$ 25,958.90 Use of Funds: debt conversion Amount remaining - 0 Proposed Use of remaining funds – N/A
13/10/2020 Rule 7.1 capacity	2,000,000	Shares	Petrodip	\$0.005	Cash Amount Raised - \$10,000 Amount Spent - \$ 10,000 Use of Funds: services Amount remaining - 0 Proposed Use of remaining funds – N/A

Remaining Funds & Use of Funds

- Since 1 July 2020 the Company raised \$1,353,956 before costs
- As of 21 October 2020 the Company has remaining cash holdings of \$990,700

The funds spent have been used to retire loans and creditors and for working capital as detailed in the prospectus dated 8 September 2020.

The remaining use of funds will be

\$150,000 for Settlement of Winform Debt (subject to Resolution 5)
\$165,000 in payment of historical Director and Management Fees as per prospectus dated 8 September 2020

The Balance will be used for the advancement and farm-out of Bowsprit Project, for new asset evaluation and for general Working Capital

358,116,390 ordinary shares represent 271% of the total number of equity securities on issue as at the date of the last AGM and 120,395,580 options represents 161% of options on issue as at the date of the last AGM.

Further Details are available in the 3B and 2A Notices issued by the Company during the year.

- All Shares issued in the above issues were Fully Paid Ordinary shares with full voting rights
- 272,791,173 ordinary shares were issued at 0.5c per share (with free attaching Options)
- 85,313,217 ordinary shares were issued at 0.4c per share for Convertible Note Debt repayment (No Options)
- 120,395,580 listed options were issued attached to the shares with an exercise price of 2c per share and an expiry date of 1 September 2023 (T&C Schedule A)
- The total value of funds raised were \$1,706,409 and was/will be spent on the repayment of Convertible Note Loans, Director Loans, evaluation and development of the Bowsprit Oil Project, evaluation of potential new assets and general working capital.
- As of 21 October 2020 the Company has cash holdings of \$990,700

(g) Value of Options

Using Black & Scholes. The 2c Options (assuming a share price of 0.6c, Maturity of 2.8 years, Annual risk-free interest rate of 1.08% and a volatility of 150%) is 0.388c per option. The Total Value of the 2c options granted as of 20 Oct 2020 is calculated to be A\$467,135

- (h) A voting exclusion statement is not included in the Notice. At the date of the Notice, the Company has no plans to use this capacity to make a placement, and has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

9.3 Directors' recommendation

The Directors intend to vote in favour of Resolution 7 and recommend that Shareholders also vote in favour of the Resolution.

7 GLOSSARY

- In the Notice of Meeting and this Explanatory Statement:
- (a) "10% Placement Facility" has the meaning given in Section 7.2.2.
 - (b) "10% Placement Period" has the meaning given in Section 7.2.5.
 - (c) "2020 Annual Report" means the Annual Report for the Company for the financial year ended 30 June 2020.
 - (d) "Annual General Meeting" or "Meeting" means the Annual General Meeting of the Company the subject of the Notice of Meeting.
 - (e) "ASIC" means Australian Securities & Investments Commission.
 - (f) "ASX" means the Australian Securities Exchange operated by ASX Limited.
 - (g) "ASX Listing Rules" and "Listing Rules" means the listing rules of the ASX.
 - (h) "AWST" means Australian Western Standard Time, being the time in Perth, Western Australia.
 - (i) "Board" means the Directors of the Company as at the date of this Notice of Meeting.
 - (j) "Chairman" or "Chairperson" means the person appointed to chair the Meeting.
 - (k) "Closely Related Party" (as defined in the Corporations Act) of a member of the Key Management Personnel for an entity means:
 - i. a spouse of child of that member; or
 - ii. a child of the member's spouse; or
 - iii. a dependant of the member or the member's spouse; or
 - iv. anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the members dealings with the entity; or
 - v. a company that the member controls; or
 - vi. a person described by the regulations for the purposes of the definition of closely related party.
 - (l) "Company" means Prominence Energy NL ABN 69 009 196 810.
 - (m) "Constitution" means the constitution of the Company.
 - (n) "Corporations Act" means the *Corporations Act 2001* (Cth).
 - (o) "Director" means a director of the Company and, where the context permits, includes a retired Director.
 - (p) "Equity Securities" has the same meaning as in the ASX Listing Rules.
 - (q) "Explanatory Statement" means the explanatory statement to the Notice of Meeting.
 - (r) "Key Management Personnel" has the definition given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any Director (whether executive or otherwise) of that entity.
 - (s) "Notice" or "Notice of Meeting" means this notice of Annual General Meeting.
 - (t) "Option" means an option to acquire a Share.
 - (u) "Proxy Form" means the proxy form attached to the Notice of Meeting.
 - (v) "Remuneration Report" means the remuneration report contained in the 2020 Annual Report.
 - (w) "Resolution" means a resolution contained in this Notice of Meeting.
 - (x) "Share" means fully paid ordinary share in the capital of the Company.
 - (y) "Shareholder" means a holder of Shares.

SCHEDULE A - TERMS AND CONDITIONS OF OPTIONS

The terms of the issue of the Options are:

- a. Each Option gives the holder the right to subscribe for one Share. To obtain the right given by each Option, the holder must exercise the Options in accordance with the terms and conditions of the Options.
- b. The exercise price of the Options is A\$0.02 (**Exercise Price**).
- c. The Options are exercisable at any time prior to 5.00 pm WST on the date being 1 September 2023 (**Expiry Date**). Any Option not exercised before the relevant Expiry Date will automatically lapse on the Expiry Date.
- d. The Options are listed under the ASX CODE PRMOB.
- e. The Options held by each holder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion. Where less than 1,000 Options are held, all Options must be exercised together.
- f. A holder may exercise their Options by lodging with the Company, before the Expiry Date:
 - i. a written notice of exercise of Options specifying the number of Options being exercised; and
 - ii. a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised (**Exercise Notice**).
- g. An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price for the number of Options being exercised in cleared funds.
- h. Within 10 business days of receipt of the Exercise Notice and cleared funds for the Exercise Price for the number of Options being exercised, the Company will issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice. The Company will do all such acts, matters and things to obtain the grant of official quotation of the Shares on ASX no later than five business days after issuing the Shares.
- i. All Shares issued upon the exercise of Options will upon issue rank equally in all respects with other Shares.
- j. If at any time the issued capital of the Company is reconstructed, all rights of a holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
- k. There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any issue, the record date will be after the issue is announced. This will give holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
- l. Other than pursuant to paragraph J, an Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
- m. In the event the Company proceeds with a bonus issue of securities to Shareholders after the date of issue of the Options (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), the number of securities over which an Option is exercisable may be increased by the number of securities which the holder would have received if the Option had been exercised before the record date for the bonus issue and no change will be made to the Exercise Price.