



LUMIRA ENERGY LIMITED
ACN 115 712 162
NOTICE OF ANNUAL GENERAL MEETING

The annual general meeting of the Company for 2022 will be held at:

TIME: 2:00pm (AEDT)

DATE: Wednesday, 29 November 2023

PLACE: Suite 106, Ground Floor
101 Moray Street
SOUTH MELBOURNE, VIC 3205

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter relating to this Notice please contact the Company Secretary on +61 3 8679 2219.

Shareholders are urged to attend or vote by lodging the proxy form attached to this Notice.

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LUMIRA ENERGY LIMITED
ACN 115 712 162
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2022 annual general meeting of shareholders of Lumira Energy Limited (**Company**) will be held at Suite 106, Ground Floor, 101 Moray Street, South Melbourne, VIC 3205 on Wednesday 29 November 2023 at 2:00pm (AEDT) (**Meeting**).

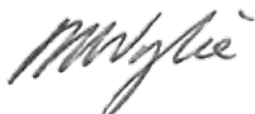
The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

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 as Shareholders on Monday 27 November 2023 at 5:00pm (AEDT).

Terms and abbreviations used in this Notice (including the Explanatory Memorandum) are defined in Schedule 1.

Dated: 3 November 2023

By order of the Board



Mr Murray Wylie

Company Secretary

AGENDA

1. ANNUAL REPORT

To consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2022, which includes the Financial Report, the Directors' Report and the Auditor's Report.

2. RESOLUTION 1 - RE-ELECTION OF MR. MURRAY WYLIE AS DIRECTOR

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

"That, pursuant to and in accordance with article 15.2 of the Constitution and for all other purposes, Mr. Murray Robert Wylie, Director, retires and being eligible, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum."

3. RESOLUTION 2 – ELECTION OF MR. BENJAMIN JACOBS AS DIRECTOR

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

"That, pursuant to and in accordance with article 15.4 of the Constitution and for all other purposes, Mr. Benjamin Jacobs, a Director who was appointed casually on 1 December 2022, retires, and being eligible, is elected as a Director on the terms and conditions in the Explanatory Memorandum."

4. RESOLUTION 3 – ELECTION OF MR. ANDREW CASAZZA AS DIRECTOR

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

"That, pursuant to and in accordance with article 15.4 of the Constitution and for all other purposes, Mr. Andrew Casazza, a Director who was appointed casually on 8 February 2023, retires, and being eligible, is elected as a Director on the terms and conditions in the Explanatory Memorandum."

EXPLANATORY MEMORANDUM

1. INTRODUCTION

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at **Suite 106, Ground Floor, 101 Moray Street, South Melbourne, VIC 3205** on Wednesday 29 November 2023 at 2:00pm (AEDT).

This Explanatory Memorandum forms part of the Notice which should be read in its entirety. This Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

A Proxy Form is located at the end of this Explanatory Memorandum.

2. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders should read the Notice including this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Returning the Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Where the proportion or number is not specified, each proxy may exercise half of the votes.

Proxy Forms must be received by the Company no later than 2:00pm (AEDT) on Monday 27 November 2023, being at least 48 hours before the Meeting.

The Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.2 Voting in person

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

3. ANNUAL REPORT

In accordance with section 317(1) of the Corporations Act the Annual Report must be laid before the annual general meeting. There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at www.lumiraenergy.com; and
- (b) ask questions about, or comment on, the management of the Company.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- (a) the preparation and the content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies of the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five business days before the Meeting to the Company Secretary at the Company's registered office.

4. RESOLUTION 1 – RE-ELECTION OF MR. MURRAY WYLIE AS DIRECTOR

4.1 General

Article 15.2 of the Constitution requires one third of all Directors, or if their number is not a multiple of three, then the number nearest one third (rounded upward in the case of doubt) to retire at each annual general meeting.

Article 15.2 states that a Director who retires under article 15.2 is eligible for re-election.

Resolution 1 provides that Mr. Murray Wylie retires by rotation and seeks re-election as a Director.

Resolution 1 is an ordinary resolution. The Chairman intends to exercise all available proxies in favour of Resolution 1.

4.2 Qualifications and other material directorships

Mr. Wylie has more than 30 years' experience in governance and accounting roles in both the public and private sectors. Mr Wylie holds a Bachelor of Commerce degree and is a member of the Governance Institute of Australia. Mr Wylie has been Company Secretary for several ASX and AIM listed companies.

4.3 Independence

If re-elected, the Board does not consider Mr. Murray Wylie will be an independent Director.

4.4 Board recommendation

The Board (excluding Mr. Murray Wylie) supports the re-election of Mr. Murray Wylie to the Board and recommends that shareholders vote in favour of Resolution 1.

5. RESOLUTION 2 – ELECTION OF MR. BENJAMIN JACOBS AS DIRECTOR

5.1 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, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Jacobs, having been appointed by other Directors on 1 December 2022 in accordance with the Constitution, will retire in accordance with the Constitution and being eligible, seeks election from Shareholders at this Meeting.

5.2 Qualifications and other material directorships

Mr Jacobs has a diverse background in law and financial services in the areas of corporate law, general insurance, property, construction, wealth management and not for profits. In his current and previous legal roles, Mr Jacobs duties have included mergers & acquisitions, commercial contract review, direct stakeholder engagement, policy work and strategic advice to internal clients. Mr Jacobs practices law, specifically focusing on corporate strategic planning, structuring of deals, corporate re-structures, private capital raises, share sale agreements, business and asset sale agreements, corporate documents (resolutions) for private and ASX listed companies. Mr Jacobs holds a Bachelor of Commerce, from University of Western Australia and Juris Doctor (Masters of Laws) from Monash University.

5.3 Independence

If elected the Board considers Mr Jacobs will be an independent Director.

5.4 Board recommendation

The Board (excluding Mr. Benjamin Jacobs) supports the election of Mr. Benjamin Jacobs to the Board and recommends that shareholders vote in favour of Resolution 2.

6. RESOLUTION 3 – ELECTION OF MR. ANDREW CASAZZA AS DIRECTOR

6.1 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, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Casazza, having been appointed by other Directors on 8 February 2023 in accordance with the Constitution, will retire in accordance with the Constitution and being eligible, seeks election from Shareholders at this Meeting.

6.2 Qualifications and other material directorships

Mr Casazza was the former chief financial officer and co-founder of Windy Cove Energy II. Mr Casazza was also the former vice president of Paxton U.S., heading up business development activities in enhanced oil recovery. Previously, he was chief operating officer of Rancher Energy, where he oversaw the land, business development, and finance departments. Mr Casazza holds a B.A. degree from Claremont McKenna College.

6.3 Independence

If elected the Board considers Mr. Andrew Casazza will be an independent Director.

6.4 Board recommendation

The Board (excluding Mr. Andrew Casazza) supports the election of Mr. Andrew Casazza to the Board and recommends that shareholders vote in favour of Resolution 3.

SCHEDULE 1: DEFINITIONS

In the Notice and this Explanatory Memorandum, words importing the singular include the plural and vice versa.

\$ means Australian Dollars.

Annual Report means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ended 30 June 2022.

Auditor's Report means the auditor's report on the Financial Report.

AEDT means Australian Eastern Daylight Time, being the time in Melbourne, Victoria.

Board means the board of Directors.

Chairman means the person appointed to chair the Meeting, or any part of the Meeting, convened by the Notice.

Closely Related Party means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

Company means Lumira Energy Limited (ACN 115 712 162).

Constitution means the constitution of the Company as at the commencement of the Meeting.

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

Director means a director of the Company.

Directors' Report means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice.

Financial Report means the annual financial report prepared under chapter 2M of the Corporations Act of the Company and its controlled entities.

Managing Director means the managing director of the Company.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means the notice of meeting which comprises of the notice, agenda, Explanatory Memorandum and Proxy Form.

Office means office as a Director.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution contained in the Notice.

Schedule means a schedule to this Explanatory Memorandum.

Section means a section of this Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

LUMIRA ENERGY LIMITED
ACN 115 712 162

PROXY FORM

2022 AGM

The Company Secretary
Lumira Energy Limited

By delivery:

Suite 106, Ground Floor, 101 Moray
Street, South Melbourne, VIC 3205

By post:

Suite 106, Ground Floor, 101 Moray
Street, South Melbourne, VIC 3205

By email:

admin@lumiraenergy.com

Name of Shareholder:

Address of Shareholder:

Number of Shares entitled to vote:

Please mark to indicate your directions. Further instructions are provided overleaf.

Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the meeting.

Step 1 - Appoint a Proxy to Vote on Your Behalf

The Chairman of the Meeting (mark box)

OR if you are NOT appointing the Chairman as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including 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 Meeting of the Company to be held at 2:00pm (AEDT) on Wednesday 29 November 2023, at Suite 106, Ground Floor, 101 Moray Street, South Melbourne, VIC 3205, and at any adjournment or postponement of that Meeting.

Important – If the Chairman is your proxy or is appointed as your proxy by default

The Chairman intends to vote all available proxies in favour of each Resolution. If the Chairman is your proxy or is appointed your proxy by default, unless you indicate otherwise by ticking either the 'for', 'against' or 'abstain' box in relation to a Resolution, you will be expressly authorising the Chairman to vote in accordance with the Chairman's voting intentions on that Resolution even if the Resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel or a Closely Related Party of Key Management Personnel.

Step 2 - Instructions as to Voting on Resolutions

The proxy is to vote for or against the Resolutions referred to in the Notice as follows:

		For	Against	Abstain*
Resolution 1	Re-Election of Mr. Murray Wylie as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Mr. Benjamin Jacobs as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Mr. Andrew Casazza as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman intends to vote all available proxies in favour of each Resolution.

In exceptional circumstances, the Chairman may change his voting intent on any Resolution, in which case an announcement will be made on the Company's website at www.lumiraenergy.com.

Authorised signature/s

This section *must* be signed in accordance with the instructions overleaf to enable your voting instructions to be implemented.

Individual or Shareholder 1 <div style="border: 1px solid black; height: 20px; width: 100%;"></div>	Shareholder 2 <div style="border: 1px solid black; height: 20px; width: 100%;"></div>	Shareholder 3 <div style="border: 1px solid black; height: 20px; width: 100%;"></div>
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name	Contact Daytime Telephone	Date
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Proxy Notes:

A Shareholder entitled to attend and vote at the Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting, the representative of the body corporate to attend the Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

You must sign this form as follows in the spaces provided:

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

- Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

- Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received at the Melbourne office of the Company:

By delivery: at Suite 106, Ground Floor, 101 Moray Street, South Melbourne, VIC 3205;

By mail at: Suite 106, Ground Floor, 101 Moray Street, South Melbourne, VIC 3205;

By email at: admin@lumiraenergy.com,

to be received not less than 48 hours prior to the time of commencement of the Meeting (AEDT).