



norwest
E N E R G Y N L

NORWEST ENERGY NL

ACN 078 301 505

NOTICE OF GENERAL MEETING

TIME: 2.00pm (WST)

DATE: Friday, 26 August 2016

PLACE: The Park Business Centre, 45 Ventnor Avenue, West Perth WA 6005

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9227 3240.

CORPORATE DIRECTORY

NORWEST ENERGY NL
ABN 65 078 301 505
ACN 078 301 505

Directors

Mr Michael John Fry
(Non-Executive Chairman)

Mr Henry David Kennedy
(Non-Executive Director)

Mr Ronald Currie
(Non-Executive Director)

Chief Executive Officer

Mrs Shelley Robertson

Company Secretary

Ms Emma Curnow

Internet Address

www.norwestenergy.com.au

Shareholder Enquiries

shareholder@norwestenergy.com.au

Registered Office

Level 2, 6 Thelma Street
West Perth WA 6005

Tel: + 61 8 9227 3240

Fax: +61 8 9227 3211

Share Registry

Computershare Investor Services Pty Limited
GPO Box D182
Perth WA 6840

Level 11
172 St Georges Terrace
Perth WA 6000

Telephone: 1300 850 505

Australian Securities Exchange

NWE

Frankfurt Stock Exchange

NUX

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IMPORTANT INFORMATION

Time and place of Meeting

Notice is given that the Meeting will be held at 2.00pm (WST) on Friday, 26 August 2016 at:

The Park Business Centre
45 Ventnor Avenue
West Perth WA 6005

Your vote is important

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

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 2.00pm (WST) on Wednesday, 24 August 2016.

Voting in person

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

Voting by proxy

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

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

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

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

- if proxy holders vote, they must cast all directed proxies as directed; and

any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular Resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (ie as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Capitalised terms and abbreviations used in this Notice and Explanatory Statement are defined in the Glossary.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES – PRIOR PLACEMENT

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

“That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 200,000,000 Shares to clients of Argonaut Capital Limited for the purposes and on the terms set out in the Explanatory Statement.”

Voting Exclusion:

The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any of their associates. However, the Company need not disregard a vote if it is cast:

- (a) by a person as proxy for a person who is entitled to vote (in accordance with the directions on the Proxy Form); or
- (b) by the person chairing the meeting as proxy for a person who is entitled to vote (in accordance with a direction on the Proxy Form to vote as the proxy decides).

2. RESOLUTION 2 – ISSUE OF SHARES TO A DIRECTOR – MR HENRY DAVID KENNEDY

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

“That, for the purpose of Listing Rule 10.11, section 195(4) of the Corporations Act, and for all other purposes, approval is given for the Company to issue 100,000,000 Shares to Mr Henry David Kennedy, or his nominees, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion:

The Company will disregard any votes cast on this Resolution by Mr Henry David Kennedy (and his nominee) and any of their associates. However the Company need not disregard a vote if it is cast:

- (a) by a person as proxy for a person who is entitled to vote (in accordance with the directions on the Proxy Form); or
- (b) by the person chairing the meeting as proxy for a person who is entitled to vote (in accordance with a direction on the Proxy Form to vote as the proxy decides).

3. RESOLUTION 3 – ISSUE OF SHARES TO A DIRECTOR – MR RONALD CURRIE

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

“That, for the purpose of Listing Rule 10.11, section 195(4) of the Corporations Act, and for all other purposes, approval is given for the Company to issue 50,000,000 Shares to Mr Ronald Currie, or his nominees, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion:

The Company will disregard any votes cast on this Resolution by Mr Ronald Currie (and his nominee) and any of their associates. However the Company need not disregard a vote if it is cast:

- (a) by a person as proxy for a person who is entitled to vote (in accordance with the directions on the Proxy Form); or
- (b) by the person chairing the meeting as proxy for a person who is entitled to vote (in accordance with a direction on the Proxy Form to vote as the proxy decides).

4. RESOLUTION 4 – ISSUE OF SHARES TO A RELATED PARTY - KEMPRUST PTY LTD

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

“That, for the purpose of Listing Rule 10.11, section 195(4) of the Corporations Act, and for all other purposes, approval is given for the Company to issue 50,000,000 Shares to Kemprust Pty Ltd, or its nominees, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion:

The Company will disregard any votes cast on this Resolution by Kemprust Pty Ltd (and its nominee) and any of their associates. However the Company need not disregard a vote if it is cast:

- (a) by a person as proxy for a person who is entitled to vote (in accordance with the directions on the Proxy Form); or
- (b) by the person chairing the meeting as proxy for a person who is entitled to vote (in accordance with a direction on the Proxy Form to vote as the proxy decides).

5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES - TRANSERV ENERGY LTD

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

“That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 100,000,000 Shares to Transerv Energy Limited, or its nominees, for the purposes and on the terms set out in the Explanatory Statement.”

Voting Exclusion:

The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any of their associates. However, the Company need not disregard a vote if it is cast:

- (a) by a person as proxy for a person who is entitled to vote (in accordance with the directions on the Proxy Form); or
- (b) by the person chairing the meeting as proxy for a person who is entitled to vote (in accordance with a direction on the Proxy Form to vote as the proxy decides).

6. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SHARES – PRIOR PLACEMENT TO PROFESSIONAL AND SOPHISTICATED INVESTORS

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

“That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 115,000,000 Shares to sophisticated and professional investors for the purposes and on the terms set out in the Explanatory Statement.”

Voting Exclusion:

The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any of their associates. However, the Company need not disregard a vote if it is cast:

- (a) by a person as proxy for a person who is entitled to vote (in accordance with the directions on the Proxy Form); or
- (b) by the person chairing the meeting as proxy for a person who is entitled to vote (in accordance with a direction on the Proxy Form to vote as the proxy decides).

By the Order of the Board



**Emma Curnow
Company Secretary
NORWEST ENERGY NL**

Date: 22 July 2016

EXPLANATORY STATEMENT

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

1. BACKGROUND

1.1 Strategic Alliance

As announced to the ASX on 11 July 2016, the Company has formed a strategic alliance with Transerv Energy Limited (**TSV**) (**Strategic Alliance**).

As part of the Strategic Alliance, on 20 July 2016, the Company issued to TSV via a share placement, 100,000,000 fully paid ordinary shares in the capital of the Company (**Shares**) at an issue price of \$0.002 per Share to raise \$200,000 (**TSV Placement**).

In addition to the TSV Placement, 115,000,000 Shares were placed with sophisticated and professional investors at \$0.002 per Share to raise \$230,000 (**Sophisticated and Professional Investor Placement**).

In addition to the TSV Placement and the Sophisticated and Professional Investor Placement, the Company proposes, subject to obtaining shareholder approval (being sought under Resolutions 2 to 4), to issue 100,000,000 Shares at \$0.002 per Share to Director Mr Henry David Kennedy (or his nominees), 50,000,000 Shares at \$0.002 per Share to Director Mr Ronald Currie (or his nominees) and 50,000,000 Shares at \$0.002 per Share to Kemprust Pty Ltd (ACN 069 513 891) (or its nominees), an entity controlled by the father of Mr Ronald Currie, to raise an additional \$400,000 (**Related Party Placement**).

The combined TSV Placement, Sophisticated and Professional Investor Placement and Related Party Placement will raise approximately \$830,000 before costs (together the **Placement**).

The funds raised under the Placement will enable the Company to progress its three key Perth Basin projects towards drill-ready status, ensuring the projects are best positioned to attract the investment funds required to achieve the Company's exploration objectives.

1.2 Effect on capital structure

Following completion of the Placement, assuming that Resolutions 2 to 4 are approved by Shareholders, the Company's capital structure will be as follows:

	Shares
Shares on issue prior to the Placement	2,050,568,749
Shares issued under the TSV Placement	100,000,000
Shares issued under the sophisticated and professional investor Placement	115,000,000
Shares to be issued under the Related Party Placement (subject to Shareholder approval)	200,000,000
Total	2,465,568,749

	Options
Options on issue prior to the Placement ¹	54,150,000
Options issued under the TSV Placement	Nil
Options issued under the sophisticated and professional investor	Nil
Options to be issued under the Related Party Placement, subject to obtaining Shareholder approval	Nil
Total	54,150,000

Note:

1. 54,150,000 Options comprising:
 - a. 34,150,000 unlisted Options exercisable at \$0.1155 on or before 28 November 2016.
 - b. 20,000,000 unlisted options exercisable at \$0.006 on or before 30 June 2020.

1.3 Summary of Resolutions

A summary of the Resolutions is as follows:

- (a) ratification of a prior issue of 200,000,000 Shares to clients of Argonaut (Resolution 1);
- (b) the issue of 200,000,000 Shares to the following Related Party's under the Related Party Placement:
 - (i) 100,000,000 Shares to Director Mr Henry David Kennedy (or nominees) (Resolution 2);
 - (ii) 50,000,000 Shares to Director, Mr Ronald Currie (or nominees) (Resolution 3); and
 - (iii) 50,000,000 Shares to Kemprust Pty Ltd (or its nominees), an entity controlled by the father of Mr Ronald Currie, (Resolution 4);
- (c) ratification of the prior issue of 100,000,000 Shares by the Company to TSV under the TSV Placement (Resolution 5);
- (d) ratification of the prior issue of 115,000,000 Shares by the Company to sophisticated and professional investors under the Sophisticated and Professional Investor Placement (Resolution 6);

2. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES

2.1 General

On 7 December 2015, the Company issued 200,000,000 Shares at \$0.0025 per Share to clients of Argonaut raising \$500,000. The clients of Argonaut are sophisticated and professional investors and are not related parties of the Company.

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those 200,000,000 Shares.

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

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

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

2.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 1:

- (a) 200,000,000 Shares were issued;
- (b) the issue price was \$0.0025 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing shares;
- (d) The Shares were issued to clients of Argonaut who are sophisticated and professional investors. None of the subscribers were related parties of the Company; and
- (e) the funds raised from this issue are being used by the Company to progress its three key Perth Basin projects towards drill-ready status, ensuring the projects are best positioned to attract the investment funds required to achieve Norwest's exploration objectives and supplement working capital.

3. RESOLUTIONS 2 TO 4 – PLACEMENT TO RELATED PARTIES

3.1 General

Pursuant to Resolutions 2 to 4, the Company is seeking Shareholder approval for the issue of up to 200,000,000 Shares at an issue price of \$0.002 per Share to Directors, Messrs Henry David Kennedy and Ronald Currie and to Kemprust Pty Ltd, an entity controlled by the father of Mr Ronald Currie, to raise up to \$400,000 (**Related Party Placement**).

Shares issued under the Related Party Placement will be issued on the same terms as those under the Placement.

Resolutions 2 to 4 seek Shareholder approval for the issue of 200,000,000 Shares to Messrs Henry David Kennedy and Ronald Currie (or their nominees) and to Kemprust Pty Ltd (or its nominees), an entity controlled by the father of Mr Ronald Currie, from participation in the Related Party Placement (**Participation**).

3.2 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 or entity must:

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

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

The Participation will result in the issue of Shares which constitutes giving a financial benefit and:

- (a) Messrs Henry David Kennedy and Ronald Currie are each a related party of the Company by virtue of being a Director; and
- (b) Kemprust Pty Ltd, a related party of the Company by virtue of being an entity controlled by the father of Mr Ronald Currie.

Section 210 of the Corporations Act provides that shareholder approval for the purposes of section 208 of the Corporations Act is not needed to give a financial benefit on the terms that would be unreasonable in the circumstances if the public company and the related party were dealing at arms' length.

It is the view of the Directors that the issue of the Shares under the Related Party Placement falls under the arms' length exception in section 210 of the Corporations Act, as any participation in the Related Party Placement will be on the same terms as non-related party participants under the Placement. Accordingly, Shareholder approval is only being sought under Listing Rule 10.11.

3.3 ASX Listing Rule 10.11

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

As the Related Party Placement involves the issue of Shares to related parties of the Company, 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 ASX Listing Rule 10.12 do not apply in the current circumstances.

3.4 Technical Information required by Listing Rule 10.13

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

- (a) the Shares will be issued to Messrs Henry David Kennedy and Ronald Currie (or their nominees) and to Kemprust Pty Ltd (or its nominees);

- (b) the maximum number of Shares to be issued pursuant to each of Resolutions 2, 3 and 4 is 200,000,000, comprising:
 - (i) 100,000,000 Shares to Mr Henry David Kennedy (or his nominees);
 - (ii) 50,000,000 Shares to Mr Ronald Currie (or his nominees); and
 - (iii) 50,000,000 Shares to Kemprust Pty Ltd (or its nominees).
- (c) the Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (d) the issue price will be \$0.002 per Share, being the same as all other Shares issued under the Placement;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) the \$400,000 to be raised will be used for the same purposes as all other funds raised under the Placement as set out in section 1 of this Explanatory Statement.

Approval pursuant to ASX Listing Rule 7.1 is not required for the Participation as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Shares to Messrs Henry David Kennedy and Ronald Currie (or their nominees) and to Kemprust Pty Ltd (or its nominees) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

4. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES – TSV PLACEMENT

4.1 General

On 20 July 2016, pursuant to the terms of the Strategic Alliance, the Company issued 100,000,000 Shares to TSV (or its nominees) at an issue price of \$0.002 per Share to raise \$200,000 (**TSV Placement**).

Resolution 5 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those 100,000,000 Shares to TSV.

A summary of ASX Listing Rules 7.1 and 7.4 is set out in section 2.1 above.

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

4.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX listing Rule 7.5, the following information is provided in relation to Resolution 5:

- (a) 100,000,000 Shares were issued;
- (b) the issue price was \$0.002 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing shares;

- (d) the Shares were issued to TSV (or its nominees);
- (e) none of the subscribers were related parties of the Company; and
- (f) the funds raised from this issue will be used for the same purposes as all other funds raised under the Placement as set out in section 1 of this Explanatory Statement.

5. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SHARES – PLACEMENT TO PROFESSIONAL AND SOPHISTICATED INVESTORS

6. PLACEMENT

6.1 General

On 20 July 2016, in addition to the Related Party Placement and TSV Placement, the Company issued 115,000,000 Shares to sophisticated and professional investors at an issue price of \$0.002 per share to raise \$230,000 (**Professional and Sophisticated Placement**).

Resolution 6 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those 115,000,000 Shares to sophisticated and professional investors.

A summary of ASX Listing Rules 7.1 and 7.4 is set out in section 2.1 above.

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

6.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX listing Rule 7.5, the following information is provided in relation to Resolution 6:

- (a) 115,000,000 Shares were issued;
- (b) the issue price was \$0.002 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing shares;
- (d) the Shares were issued to professional and sophisticated investors;
- (e) none of the subscribers were related parties of the Company; and
- (f) the funds raised from this issue will be used for the same purposes as all other funds raised under the Placement as set out in section 1 of this Explanatory Statement.

GLOSSARY

In this Explanatory Statement and the Notice, the following terms have the following meanings unless the context otherwise requires:

\$ means Australia dollars

ASX means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited;

Argonaut means Argonaut Capital Limited (ACN 099 761 547) (AFSL No: 221476);

Board means the board of Directors of the Company;

Chair means the chair of the Board;

Company or NWE means Norwest Energy NL (ACN 078 301 505);

Corporations Act means Corporations Act 2001 (Cth);

Director means a director of the Company;

Explanatory Statement means the explanatory statement accompanying this Notice;

Listing Rules means the Listing Rules of the ASX;

Meeting means the meeting convened by this Notice

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

Option means an option to acquire a Share;

Placement has the meaning set out in section 1.1 of the Explanatory Statement;

Placement Shares means a Share issued pursuant to the Placement;

Professional and Sophisticated Investors means an investor as defined in S708A of the Corporations Act;

Proxy Form means the proxy form attached to this Notice;

Related Party Placement has the meaning set out in section 1.1 of the Explanatory Statement;

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

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

Shareholder means the holder of a Share;

Strategic Alliance has the meaning set out in section 1.1 of the Explanatory Statement;

TSV means Transerv Energy Limited (ACN 079 432 796)

WST means Australian Western Standard Time;

PROXY FORM
NORWEST ENERGY NL
ACN 078 301 505
GENERAL MEETING

For your vote to be effective it must be received by 2.00pm (WST) Wednesday, 24 August 2016

I/We:
of:

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

Name:
OR: the Chairman of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chairman, or the Chairman's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 2.00pm, on Friday, 26 August 2016 at The Park Business Centre, 45 Ventnor Avenue, West Perth WA 6005, and at any adjournment thereof.

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

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

Step 2: Voting on business of the Meeting		FOR	AGAINST	ABSTAIN
Resolution 1	Ratification of Prior Issue – Prior Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Issue of Shares to a Director – Mr Henry David Kennedy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Issue of Shares to a Director – Mr Ronald Currie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Issue of Shares to a Related Party – Kemprust Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of Prior Issue – TSV Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Ratification of Prior Issue – Professional and Sophisticated Investor Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



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

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: _____

Contact name: _____

Contact ph (daytime): _____

E-mail address: _____

Consent for contact by e-mail in relation to this Proxy Form: YES NO

Instructions for completing Proxy Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
 - **(Individual):** Where the holding is in one name, the Shareholder must sign.
 - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Norwest Energy NL, PO Box 1264, West Perth, WA 6872; or
 - (b) facsimile to the Company on facsimile number +61 8 9227 3211; or
 - (c) email to shareholder@norwestenergy.com.au

so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.