

**IPB Petroleum Limited**

ABN 52 137 387 350

NOTICE OF ANNUAL GENERAL MEETING**AND****EXPLANATORY MEMORANDUM**

Date of Meeting: 28 November 2022
Time of Meeting: 11:00am
Place of Meeting: Karstens Conference Centre
Level 8
Room 801
123 Queen Street
Melbourne, Victoria 3000

Note: To be valid, the proxy form enclosed for use at the Meeting must be completed and returned no later than 11:00am on Saturday, 26 November 2022.

This Notice of Meeting and Explanatory Memorandum 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.

**IPB Petroleum Limited**

ABN 52 137 387 350

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2022 Annual General Meeting of IPB Petroleum Limited (the **Company** or **IPB**) will be held at Karstens Conference Centre, 123 Queen Street, Melbourne, Victoria on Monday 28 November 2022 at 11:00am.

ORDINARY BUSINESS**Annual Financial Report**

To receive and consider the Financial Report of the Company and the related reports of the Directors and Auditor in respect of the financial year ended 30 June 2022.

Resolution 1 Adoption of the Remuneration Report

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

“That the Remuneration Report of the Company for the year ended 30 June 2022, as set out in the Directors’ Report of the Annual Report, be adopted.”

A voting exclusion statement for this Resolution is set out below.

Resolution 2 Re-election of Director - Mr Philip Smith

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

“That Mr Philip Smith, who being eligible, offers himself for election in accordance with Section 201H(3) of the Corporations Act, 2001 be re-elected as a director.”

Resolution 3 Ratification of Issue of Shares - Listing Rule 7.1

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

“That, pursuant to and in accordance with Listing Rules 7.4 and for all other purposes, Shareholders ratify the issue of 33,333,333 Shares at an issue price of \$0.009 per Share on the terms and conditions in the Explanatory Memorandum.”

A voting exclusion statement for this Resolution is set out below.

Resolution 4 Renewal of the Employee Option Plan.

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

“That, for the purposes of section 200E of the Corporations Act 2001, ASX Listing Rule 7.2 (Exception 13) and for all other purposes, Shareholders approve the rules of the IPB Petroleum Limited Employee Option Plan (“Option Plan”) and authorise the Directors to issue options in accordance with their discretion in accordance with that Option Plan from time to time.”

A voting exclusion statement for this Resolution is set out below.

Resolution 5 Issue of Options to the Managing Director – Mr Brendan Brown.

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

“For the purpose of ASX Listing Rule 10.14 and all other purposes, the Company be authorised to issue 5,000,000 Options to Mr Brendan Brown to subscribe for Shares in the Company on the terms and conditions set out in the attached Explanatory Memorandum which accompanies this Notice of Meeting and upon exercise, to allocate IPB Petroleum Limited shares”.

A voting exclusion statement for this Resolution is set out below.

Resolution 6 Issue of Options to the Technical Director – Mr Philip Smith.

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

“For the purpose of ASX Listing Rule 10.14 and all other purposes, the Company be authorised to issue 2,500,000 Options to Mr Philip Smith to subscribe for Shares in the Company on the terms and conditions set out in the attached Explanatory Memorandum which accompanies this Notice of Meeting and upon exercise, to allocate IPB Petroleum Limited shares”.

A voting exclusion statement for this Resolution is set out below.

Resolution 7 Issue of Options to the Non-Executive Chairman – Mr Bruce McKay.

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

“For the purpose of ASX Listing Rule 10.14 and all other purposes, the Company be authorised to issue 2,500,000 Options to Mr Bruce McKay to subscribe for Shares in the Company on the terms and conditions set out in the attached Explanatory Memorandum which accompanies this Notice of Meeting and upon exercise, to allocate IPB Petroleum Limited shares”.

A voting exclusion statement for this Resolution is set out below.

Resolution 8 Issue of Options to Non-Executive Director – Mr Geoffrey King.

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

“For the purpose of ASX Listing Rule 10.14 and all other purposes, the Company be authorised to issue 2,000,000 Options to Mr Geoffrey King to subscribe for Shares in the Company on the terms and conditions set out in the attached Explanatory Memorandum which accompanies this Notice of Meeting and upon exercise, to allocate IPB Petroleum Limited shares”.

A voting exclusion statement for this Resolution is set out below.

SPECIAL BUSINESS**Resolution 9 Approval of Additional 10% Placement Capacity.**

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

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of 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 ASX Listing Rule 7.1A.2 and on the terms and conditions described in the Explanatory Memorandum accompanying this Notice of Meeting.”

A voting exclusion statement for this Resolution is set out below.

Voting Exclusion Statements

The Corporation Act and the ASX Listing Rules require that certain persons must not vote, and the Company must disregard any votes cast by certain persons, on certain resolutions to be considered at the meeting. These voting exclusions are as follows:

Resolutions 1, and 3 to 9

Resolution 1: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a Director (Note: Directors co-incidentally constitute the Company’s total Key Management Personnel) and any closely related party of such a Director. Closely related party is

defined in the Corporations Act and includes a spouse, dependent and certain other close family members, as well as any companies controlled by the Director.

However, the Company may not disregard a vote if the vote is cast as a proxy for a person entitled to vote on Resolution 1:

- In accordance with a direction as to how to vote on the proxy; or
- By the Chair pursuant to an express authorization to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of a Director.

Resolution 3: The Company will disregard any votes cast in favour of Resolution 3 by a person or persons or an associate of a persons or persons who participated in the issue of Shares on 15 July 2022 under Listing Rule 7.1 or Listing Rule 7.1A.

The Company will not disregard a vote on Resolution 3 if:

- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- It is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the Chairman decides; or
- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - The holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

Resolution 4: The Company will disregard any votes cast by an Employee as defined in the Option Plan Rules and any associate of such an Employee.

However, the Company will not disregard a vote on Resolution 4 if:

- It is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form; or
- It is cast by the Chairman of the Meeting as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form to vote as the Chairman decides; or
- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - The holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

Resolution 5: The Company will disregard any votes cast on Resolution 5 by, or on behalf of the Managing Director, Mr Brendan Brown or a closely related party of Mr Brown and by any Director (and their closely related parties) acting as proxy for Mr Brown or his closely related parties.

However, the Company will not disregard a vote on Resolution 5 if:

- it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form; or

- It is cast by the Chairman of the Meeting as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form to vote as the Chairman decides; or
- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - The holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

Resolution 6: The Company will disregard any votes cast on Resolution 6 by, or on behalf of the Technical Director, Mr Philip Smith or a closely related party of Mr Smith and by any Director (and their closely related parties) acting as proxy for Mr Smith or his closely related parties.

However, the Company will not disregard a vote on Resolution 6 if:

- It is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form; or
- It is cast by the Chairman of the Meeting as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form to vote as the Chairman decides; or
- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - The holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

Resolution 7: The Company will disregard any votes cast on Resolution 7 by, or on behalf of the Non-Executive Chairman, Mr Bruce McKay or a closely related party of Mr McKay and by any Director (and their closely related parties) acting as proxy for Mr McKay or his closely related parties.

However, the Company will not disregard a vote on Resolution 7 if:

- It is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form; or
- It is cast by the Chairman of the Meeting as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form to vote as the Chairman decides; or
- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - The holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

Resolution 8: The Company will disregard any votes cast on Resolution 8 by, or on behalf of the Non-Executive Director, Mr Geoffrey King or a closely related party of Mr King and by any Director (and their closely related parties) acting as proxy for Mr King or his closely related parties.

However, the Company will not disregard a vote on Resolution 8 if:

- it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form; or
- It is cast by the Chairman of the Meeting as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form to vote as the Chairman decides; or
- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - The holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

Resolution 9: Approval of Additional 10% Placement Capacity

The Company will disregard any votes cast by any person in favour of Resolution 9 who may participate in an issue of securities that are issued pursuant to an approval granted by this resolution and any person who might obtain a material benefit, except a benefit solely in the capacity of a holder of ordinary securities, if this resolution is passed, and any associate of such a person. However, as at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 9.

A person may cast a vote on Resolution 9 if:

- the person is acting as proxy for a person who is entitled to vote and the proxy form specifies how the proxy is to vote; or
- the person is the Chairman of the meeting acting as a proxy for the person who is entitled to vote and who does not specify the way the proxy is to vote.
- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - The holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

Other business

To conduct any other business that may be properly brought before the Meeting.

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

These Notes form part of the Notice of Meeting.

Right to Vote

The Directors have determined that, for the purpose of voting at the meeting, members are those persons who are the registered holders of shares at 7.00pm (Melbourne Time) on 26 November 2022.

Each member entitled to attend and vote at the meeting may vote by:

- (a) attending the meeting in person; or
- (b) appointing a proxy to attend and vote at the meeting on their behalf.

Appointment of Proxies

A Proxy Form accompanies this Notice of Annual General Meeting. A shareholder who is entitled to attend and vote at the meeting is entitled to appoint no more than two proxies to attend and vote in their place. A proxy may be either an individual or a corporation, and need not be a shareholder of the Company.

A single proxy exercises all voting rights. Where a shareholder wishes to appoint two proxies, an additional proxy form may be obtained by contacting the Company's Share Registry, or the shareholder may copy the enclosed Proxy Form. A shareholder appointing two proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a shareholder appoints two proxies and does not specify each proxy's voting rights, the rights are deemed to be 50% each. Fractions of votes are to be disregarded. Where two proxies are appointed, neither may vote on a show of hands.

A proxy need not vote in that capacity on a show of hands on any resolution nor (unless the proxy is the Chairman of the Meeting) on a poll. However, if the proxy's appointment specifies the way to vote on a resolution, and the proxy decides to vote in that capacity on that resolution, the proxy must vote the way specified (subject to the other provisions of these Notes, including the voting exclusions noted above). If a proxy does not attend the meeting, then the Chairman of the Meeting will be taken to have been appointed as the proxy of the relevant shareholder in respect of the meeting.

If the Chairman of the Meeting is appointed, or taken to be appointed, as a proxy, but the appointment does not specify the way to vote on a resolution, then the Chairman intends to exercise the relevant shareholder's votes in favour of the relevant resolution (subject to the other provisions of these Notes, including the voting exclusions noted above).

Alternatively, you may register your proxy or proxy instructions electronically at the Share Registry website www.linkmarketservices.com.au.

Direction to Chairman for Resolutions 1 to 9

If the Chairman of the Meeting is appointed, or taken to be appointed, as a proxy, a shareholder can direct the Chairman of the Meeting to vote for or against, or to abstain from voting on Resolutions 1 to 9 by marking the appropriate boxes opposite the resolutions in the Proxy Form. However, if the Chairman of the Meeting is a proxy and the relevant shareholder does not mark any of the boxes opposite Resolutions 1 to 9 the relevant shareholder will be directing and expressly authorising the Chairman to vote in favour of the Resolutions 1 to 9 even though some of the Resolutions are connected directly or indirectly with the remuneration of the Directors, also constituting the Company's Key Management Personnel.

Lodging Proxy Forms

For an appointment of a proxy to be effective, the proxy's appointment (and, if the appointment is signed by an attorney, the authority under which it was signed or a certified copy of the authority) must be received by Company's share registry by 11:00am on 26 November 2022.

Proxy Forms and corporate appointment of representative forms may be lodged by posting, delivery or facsimile to the Company's share registry as follows:

- by delivery (by hand, mail, or facsimile) to the IPB Petroleum Limited share registry:

Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138
Australia
Facsimile: +61 2 92870309

Or

Level 12
680 George Street
Sydney NSW 2000
Australia
Facsimile +61 2 92870309

Corporate shareholders

A Shareholder which is a body corporate and which is entitled to attend and vote at the Meeting, or a proxy which is a body corporate and which is appointed by a Shareholder entitled to attend and vote at the Meeting, may appoint a person to act as its representative in accordance with section 250D of the Corporations Act. The representative must present satisfactory evidence that they are authorised to act as the company's representative prior to admission to the Meeting. The authorisation may be effective either for this Meeting only or for all meetings of the Company.

Registration

If you are attending the Meeting, please bring your personalised Proxy Form with you. If you do not bring your form with you, you will still be able to attend the Meeting, but on registration, representatives from the Company's share registry will need to verify your identity.

Questions from Shareholders

There are two ways to ask the Directors or the Auditor a question:

1. In Writing

By post or email to the Company Secretary, IPB Petroleum Limited at:
Suite 307
530 Little Collins Street
Melbourne VIC 3000
Australia
Email: admin@ipbpet.com.au

2. Attend the meeting

Questions to the Company should relate to matters that are relevant to the Meeting, including matters arising from the 2022 Annual Report and general questions regarding the Company's management or performance. Written questions to the Auditor should relate to the conduct of the audit or the content of the Auditor's Report.

Please note that each resolution considered at the Meeting will be determined on a poll.

Please note that written questions to the Company should be received no later than 11:00am (Melbourne time) on Tuesday, 22 November 2022. Questions to the Auditor must be received no later than five (5) business days before the Meeting, being Monday, 21 November 2022.

The Company is required by law to forward all questions to the Auditor, from which the Auditor is required to prepare a list of those questions that are considered to be relevant to the conduct of the audit or the content of the Auditor's Report. The Auditor may omit questions that are the same in substance to other questions. The list of questions prepared by the Auditor will be available on the Company's website, www.ipbpet.com.au prior to the Meeting. In addition, copies of the list of questions will be available at the Meeting.

The Chairman of the Meeting will answer as many of the frequently asked questions submitted to the Company as possible at the Meeting.

Explanatory Memorandum

The accompanying Explanatory Memorandum forms part of this Notice of Annual General Meeting and should be read in conjunction with it. A Glossary of terms used in this Notice of Annual General Meeting and Explanatory Memorandum is contained in the Explanatory Memorandum.

By order of the Board

Martin Warwick
Company Secretary
26 October 2022

EXPLANATORY MEMORANDUM

This Explanatory Memorandum (which is included in, and forms part of, the Notice of Annual General Meeting) is provided to Shareholders to explain the Resolutions to be put to Shareholders at the Annual General Meeting and to assist Shareholders to determine how they wish to vote on the Resolutions.

The 2022 Annual General Meeting of IPB Petroleum Limited will be held at 11:00am on Monday, 28 November 2022 at Karstens Conference Centre, Room 801, Level 8, 123 Queen Street, Melbourne, Victoria.

1. Annual Financial Report

The full year results for the Company are available in the 2022 Annual Report sent to those Shareholders who elected to receive the annual report or online at www.ipbpet.com.au. Any relevant announcements made by the Company after the date of the 2022 Annual Report will be available on the Company's website at www.ipbpet.com.au.

The Corporations Act and the Company's Constitution require the following reports in respect of the financial year of the Company ended on 30 June 2022 to be presented to the Meeting:

- the Financial Report (which includes the Financial Statements and Directors' declaration);
- the Directors' Report (which includes the Remuneration Report); and
- the Auditor's Report.

Except for the non-binding advisory resolution in respect of the Remuneration Report (refer to Resolution 1 below), there is no requirement in the Corporations Act or the Constitution for Shareholders to approve the Financial Report, the Directors' Report or the Auditor's Report.

In accordance with the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about or make comments on the management or performance of the Company.

The Auditor of the Company is required to attend the Meeting and will be available to take Shareholder's questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the 2022 financial statements of the Company and the independence of the Auditor in relation to the conduct of the audit. The Auditor will also be allowed a reasonable opportunity to answer written questions submitted in accordance with the process described previously.

2. Adoption of the Remuneration Report (Resolution 1)

The Remuneration Report of the Company for the financial year ended 30 June 2022 is set out in the Directors' Report (included in the 2022 Annual Report) (Remuneration Report).

Shareholders are asked to adopt the Remuneration Report. However, pursuant to amendments to the Corporations Act which took effect from 1 July 2011, if the resolution to adopt the Remuneration Report receives a "no" vote of at least 25% of the votes cast at two consecutive Annual General Meetings, a resolution must then be put to Shareholders at the second AGM as to whether another general meeting of the Company should be held within 90 days at which all Directors (other than the Managing Director), who were in office at the time the Board approved the second Remuneration Report, would need to stand for re-election.

Shareholders will be afforded a reasonable opportunity at the Annual General Meeting to ask questions about or make comments on the Remuneration Report.

Recommendation:

Noting that each Director has a personal interest in their own remuneration from the Company (as such interests are described in the Remuneration Report) and, as described in the voting exclusions above, that each Director (or any closely related party of a Director) is excluded from voting their shares on this resolution, the Directors recommend that Shareholders vote in favour of the resolution to adopt the Remuneration Report.

3. Re-election of Director – Mr. Philip Smith (Resolution 2)

Technical Director

Qualifications

BSc Physics (Hons), MSc Geophysics, Grad Dip App Fin & Inv

Experience and Expertise

Mr Smith was appointed Technical Director of the Company in November 2013. He has over 30 years' experience working as an Exploration Geoscientist and commenced his career in London with Phillips Petroleum and Kufpec before coming to Australia to join Woodside Petroleum Limited and then BHP Petroleum Limited. Mr Smith's positions in his 15 years with BHP Petroleum Limited were in senior technical and managerial roles, mainly involved in offshore basins around Australia. He was involved in oil and gas discoveries in Elang, Laminaria, Maple and Argus. Later he joined Nexus Energy Limited where he was responsible for building the exploration portfolio and was involved in the Longtom and Crux appraisal and development projects.

Recommendation:

The Directors, other than Mr Smith, recommend that Shareholders vote in favour of the resolution to re-elect Mr Smith as a Director of the Company.

Ratification of Issue of Shares (Resolution 3)

General

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more 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.

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

On 15 July 2022, 33,333,333 Shares were issued by the Company pursuant to Listing Rule 7.1. Those shares were issued on the same date, 15 July 2022 and with all the same conditions, including the issue price of \$0.009 per share.

The effect of passing Resolution 3 will be to allow the Company to issue securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without obtaining prior Shareholder approval.

Resolution 3 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 3.

Specific information required by Listing Rule 7.5

In accordance with Listing Rule 7.5, information is provided in relation to Shares issued as follows:

- (a) 33,333,333 Shares were issued to institutional and sophisticated investors on 15 July 2022 under Listing Rules 7.1.
- (b) The Shares issued pursuant to Listing Rule 7.1 are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue on the same terms and conditions as existing Shares.
- (c) The Shares issued pursuant to Listing Rules 7.1 were issued for \$0.009 per Share, a discount of 10.0% to the closing market price on date of issue and for a total consideration of \$300,000.00.
- (d) The Shares issued had an attaching unlisted option on a ratio of one option for every two Shares issued at an exercise price of \$0.018 per option and an expiry date of 15 July 2023.
- (e) The Shares and attaching options were issued to institutional and sophisticated investors under section 708 of the Corporations Act, and the placement was managed by Chieftain Securities (WA) Pty Ltd.
- (f) The funds raised from the share issue are being used to:
 - (i) Fund environmental planning and technical studies and analyses for the Idris well.
 - (ii) Progress Farmout activities for permit WA-424-P (IPB 100%).
 - (iii) Progress discussions with regulators and Government for proposed work program for WA-424-P)
 - (iv) Progress technical and commercial investigation into complimentary oil and gas opportunities, and.
 - (v) General working capital.
- (g) A voting exclusion statement is included in the Notice for Resolution 3.

Director Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 3.

The Chairman of the meeting intends to vote undirected proxies in favor of this resolution.

Issue of Options to Directors (Resolution 4-8)

Background

In order to maintain the Company's cash reserve, operating costs have been kept to a minimum which have provided the Company with the best chance of executing on its stated strategy. To assist in keeping operating costs low, the Directors received below market rate compensation during the year ended 30 June 2022 - (Refer Remuneration Report). A negative consequence of the below market rate compensation is an increase to Key Person Retention Risk.

The objective of this issue of Options is to provide potential supplemental compensation to the recipient Directors in consideration of their reduced remuneration over the past twelve months, and to provide an additional loyalty bonus/retention mechanism in future in relation to such recipients.

The quantity of the options proposed to be granted to each individual Director are proportional to historical remuneration and have indicative values (as disclosed) less than that which would ordinarily be paid as additional compensation to such directors were the Company's financial resources sufficiently greater to justify such payments. (Refer Table 1 below).

For the purposes of full disclosure, in addition to the issue of Options to the Directors, requiring shareholder approval, the Directors also intend to issue 2,000,000 options to the Company Secretary under the Employee Option Plan ("Option Plan").

In accordance with Listing Rule 10.15, the Company provides the following information:

- (a) Options, over ordinary shares, will be granted to:
- In respect of Resolution 5, the Managing Director, Mr Brendan Brown, and
 - In respect of Resolution 6, the Technical Director, Mr Philip Smith, and
 - In respect of Resolution 7, the Non-Executive Chairman, Mr Bruce McKay, and
 - In respect of Resolution 8, Non-Executive Director, Mr Geoffrey King, and
- Together Mr Brown, Mr Smith, Mr McKay, and Mr King, ("The Directors").
- (b) The issue of Options to The Directors under Resolutions 4 to 8 falls under Listing Rule 10.14.1 by virtue that each of Messrs Brown, Smith, McKay and King are Directors of the Company.
- (c) The number of Options to be issued to each of The Directors is:
- Resolution 5, Mr Brendan Brown, 5,000,000 Options
 - Resolution 6, Mr Philip Smith, 2,500,000 Options
 - Resolution 7, Mr Bruce McKay, 2,500,000 Options
 - Resolution 8, Mr Geoffrey King, 2,000,000 Options
- (d) The total remuneration package of each Director for the year ended 30 June 2022 is detailed within the Remuneration Report on pages 18 to 23 of the Company's 2022 Annual Report and is detailed below:
- Mr Brendan Brown, \$157,523
 - Mr Philip Smith, \$18,500
 - Mr Bruce McKay \$18,000
 - Mr Geoffrey King \$13,200

- (e) The number of Options that have previously been issued to each of The Directors under the Option Plan, all at no cost to any of The Directors are:
- Mr Brendan Brown 3,000,000 Options
 - Mr Philip Smith 2,500,000 Options
 - Mr Bruce McKay 1,600,000 Options
 - Mr Geoffrey King 1,000,000 Options
- (f) The terms and conditions of the Options proposed to be issued to The Directors:
- The Options are to be issued at no cost.
 - The date of grant of the Options will be 5 business days after the AGM.
 - The Options will expire on 30 November 2026.
 - The Options will vest immediately.
 - The exercise price of the Options will be 2.0 cents from the date of the grant.
 - The Company only has ordinary shares on offer so Options over ordinary shares are the most appropriate manner in which to provide an incentive to the Directors.
- (g) No loans will be made to any of The Directors in relation to the issue or exercise of the Options.
- (h) Details of any Options or other Securities issued under the Option Plan will be published in the annual report of the Company relating to the period in which they are issued, along with a statement that approval for the issue was obtained under listing rule 10.14.
- (i) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Option Plan after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.
- (j) The total number of Options proposed to be issued under the Option Plan in accordance with these resolutions should all resolutions be passed would be 14 million, representing approximately 3.7% of the Company's total number of shares on issue.
- (k) A summary of the terms of the Option Plan Rules (which are set out in full on the Company's website) and are as follows:
- The Option Plan seeks to recognise the ability and efforts of employees who contribute to the success of the Company, provide an incentive to achieve its long-term objectives and improve its performance, and attract and retain persons of experience and ability.
 - The Option Plan entitles the Company making offers to employees specifying various aspects specific to the offer.
 - Employees comprise those who are in a full-time or permanent part-time employee position, or are an officer or other director of the Company.
 - Generally, no consideration is payable for the issue of Options, and consideration is only payable on exercise.
 - There are aggregate limits on the total quantity of options on issue at any point in time.
 - Options vest in accordance with any applicable exercise conditions.
 - On exercise of Options, the Company issues shares as fully paid shares.
 - Options lapse on the earlier of the expiry of the relevant Option period or following cessation of employment except in limited circumstances specified in the Option Plan Rules.
 - Various other provisions customary and usual for rules of this nature are contained in the Option Plan Rules.
- (l) The number of Options issued under the Option Plan since the date of last approval under Listing Rule 7.2 (Exception 13) was 4,750,000.

(m) The maximum number of Options proposed to be issued under the Option Plan following shareholder approval is 14,000,000.

(n) The indicative total value/amount to be expensed in the Company's accounts (expense charge) for a range of possible indicative share prices on the proposed date of grant (2 cents through to 16 cents per share) is shown in the table below.

Recipient	Proposed Number of Options to be Issued	Indicative Value/Expense Charge of Options at possible underlying Share Price on Date of Grant			
		0.5 cents	0.8 cents	1 cent	3 cents
Brendan Brown Managing Director	5,000,000	\$10,311	\$20,105	\$27,267	\$110,479
Philip Smith Technical Director	2,500,000	\$5,156	\$10,053	\$13,633	\$55,240
Bruce McKay Non Executive Chairman	2,500,000	\$5,156	\$10,053	\$13,633	\$55,240
Geoffrey King Non Executive Director	2,000,000	\$4,125	\$8,042	\$10,907	\$44,192
Martin Warwick Company Secretary	2,000,000	\$4,125	\$8,042	\$10,907	\$44,192
TOTALS	14,000,000	\$28,872	\$56,294	\$76,347	\$309,342

Assumptions used in the determination of Options Indicative Value to be expensed as disclosed in above are as follows:

- Valuation Methodology: Black Scholes as per AASB2
- Underlying Share Price on Date of Grant = Range of possible share prices on Date of Grant being : 0.5, 0.8, 1.0 and 3.0 cents per share
- Exercise Price: to be 1.2 x Underlying Share Price on Date of Grant
- Expiry Date of the Options: 30 November 2026, expected life 3.5 years.
- Volatility 100% -based on weekly share price volatility average over the past 12 months.
- Risk Free Cost of Capital: 3.44% - Based on Australian Commonwealth Bond Market indicative rates

(o) The Exercise Price of the Options has been set at 2.0 cents per option. At or around the date of this meeting the share price of IPB shares was 0.8 cents. Given the current share price on the date of grant, the issue of Options will only become dilutive and deliver an economic profit to the Directors once the share price of the Company's shares rises above 2.0 cents on the proposed Date of Grant. Furthermore, overall dilution is further limited by the expiry date of 30 November 2026 and by the quantity proposed to be issued representing 3.7% of the total number of ordinary shares on issue.

The Directors recommend that Shareholders vote in favour of these resolutions.

The Chairman of the meeting intends to vote undirected proxies in favour of Resolutions 4 to 8.

Approval of Additional 10% Placement Capacity (Resolution 9)

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital over a period up to 12 months after the Annual General Meeting (10% Placement Capacity).

The Company is an Eligible Entity, being a listed company that is not included in the S&P/ASX 300 Index and having a market capitalisation of less than \$300 million.

If Shareholders approve Resolution 9, the number of Equity Securities the Eligible Entity may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

The effect of Resolution 9 will be to allow the Company to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity available under Listing Rule 7.1.

Resolution 9 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 9 for it to be passed.

Determination of the additional capacity to issue Securities if Resolution 9 is approved.

ASX 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:

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

- A** is the number of fully paid ordinary securities on issue at the commencement of the relevant period,
- plus the number of fully paid shares issued in the relevant period under an exception in ASX Listing Rule 7.2 other than exception 9, 16 or 17,
 - plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;

- plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the relevant period; or
 - the agreement or issue was approved, or taken under these rules to have been approved, under ASX Listing Rule 7.1 or 7.4,.
- plus the number of any other fully paid ordinary securities issued in the relevant period;
- less the number of fully paid shares cancelled in the relevant period;.

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

D is 10%

E is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of ordinary securities under ASX Listing Rule 7.4.

In the 12 months before the date of this Notice of Meeting the Company had on issue 336,854,868 Shares and had a capacity to issue:

- 50,528,230 equity securities under ASX Listing Rule 7.1 (15% of A); and
- Subject to Shareholder approval being sought under Resolution 4, 33,685,486 equity securities under ASX Listing Rule 7.1A (10% of A).

The actual number of equity securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2

Notice requirements for approval under rule 7.1A

1. Minimum price. The Company will only issue equity securities for which the aggregate issue price of the equity securities is 75% or more of the volume weighted average price (VWAP) of equity securities in the same class calculated over the 15 trading days immediately before the date on which the issue price of the equity securities is agreed, or the issue date (if the equity securities are not issued within ten (10) trading days of the date on which the issue price is agreed).
2. Risk of economic and voting dilution. Shareholder approval of Resolution 9 and any subsequent issue of Shares pursuant to ASX Listing Rule 7.1A.2 may result in the economic and voting dilution of existing Shareholders. There is a risk that:
 - the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of the approval at the Meeting under rule 7.1A; and
 - the equity securities may be issued at a price that is at a discount to the market price for Company's equity securities on the issue date.

The impact upon the funds raised and existing shareholder dilution under alternative scenarios of share price and increases in Variable A from the level as at 30 September 2022 is shown in the table below. The table provides a matrix showing the number of Shares issued for a 10% dilution and the funds raised assuming Variable A is as at the 30 September 2022 level, 50% lower and 100% higher and assuming the placement Share price is at the approximate current share price of 0.8 cents (Share price as at 30 September 2022), half the Current Price at 0.4 cents and double the Current Price at 1.6 cents.

Variable A in LR 7.1A.2	Share Price (as at 30 September 2022)	Dilution		
		\$0.008/2=\$0.004 Half Share Price	\$0.008 Share Price	\$0.008*2=\$0.016 Double Share Price
Current	10% Voting Dilution	33,685,486	33,685,486	33,685,486
Variable A	Funds Raised	\$134,782	\$269,484	\$538,968
50% Increase in Variable A	10% Voting Dilution	50,528,229	50,528,229	50,528,229
	Funds Raised	\$202,113	\$404,226	\$808,452
100% Increase in Variable A	10% Voting Dilution	67,370,972	67,370,972	67,370,972
	Funds Raised	\$269,484	\$538,968	\$1,077,936

The table has been prepared on the following assumptions:

- The Company issues the maximum number of equity securities available if the additional 10% placement capacity is permitted by shareholders approving Resolution 4.
- No Options are issued and exercised into Shares before the date of the issue of the equity securities;
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table shows only the effect of issues of Securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.

The issue of equity securities under the 10% Placement Facility consists only of Shares. If the issue of equity securities includes Options or other convertible securities, it is assumed that those Options or other convertible securities are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.

An approval under Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following.

- (a) The date that is 12 months after the date of the annual general meeting at which the approval is obtained.
 - (b) The time and date of the entity's next annual general meeting.
 - (c) The time and date of the approval by holders of the eligible entity's securities of a transaction under Listing Rule 11.1.2 or Listing Rule 11.2.
- (a) The Company may seek to issue the equity securities for cash consideration where the Company intends to use the funds raised towards an acquisition of new assets or investments (including expenses associated with such acquisition, continued expenditure on the Company's current business and/or general working capital, farmout related activities and on-going permit study work and seismic testing).

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) upon issue of an equity securities.

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 equity securities will be determined on a case-by-case basis having regard to the circumstances, including but not limited to the following:

- The 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 may participate;
- The effect of the issue of the equity securities on the control of the Company;
- The financial situation and solvency of the Company; and
- Advice from corporate, financial and brokers advisers (if applicable).

The allottees under the 10% placement facility have not been determined 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 businesses, assets or investments, it is likely that the allottees under the 10% placement facility will be the vendors of the new businesses, assets or investments.

A voting exclusion statement is included in the Notice. At the date of this Notice, the Company 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 this Notice.

Additional notice requirements for approval under rule 7.3A.6

- (a) The total number of equity securities issued in the 12 months preceding the date of this Notice of Meeting was 33,333,333 which represents 10.00% of the total number of equity securities of 336,854,868 on issue on the commencement of that 12 month period.
- (b) The details of the equity issue referred to in (a) above are as follows:-
- The number of equity securities issued was 33,333,333.
 - The classes of equity securities issued were 33,333,333 ordinary Shares being any Shares that are not preferred Shares and do not have any predetermined dividend amounts. An ordinary Share represents equity ownership in a company and entitles the owner to a vote in matters put before the shareholders in proportion to their percentage ownership of the company.
 - The basis on which those persons who received ordinary Shares was determined was their status as institutional or sophisticated investors.
 - The price the ordinary Shares were issued was \$0.009 per security which represented a discount of 10.0% per share on the market price of the closing date prior to the date of the equity issue.
 - The cash consideration received was \$300,000 less brokerage and management fees. Funds raised were to be applied towards:
 - Funding environmental planning and technical studies and analyses for the Idris well.
 - Progressing farmout activities for permit WA-424-P (IPB 100%).
 - Progress discussions with regulators and Government for proposed work programme for WA-424-P.
 - Progressing technical and commercial investigation into complimentary oil and gas opportunities.
 - General working capital.

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

GLOSSARY

In this Notice and Explanatory Memorandum:

\$ or A\$ means Australian dollars (AUD);

AGM means an Annual General Meeting;

Annual General Meeting or **Meeting** mean the annual general meeting of the Company to be held at 11:00am on Monday 28 November 2022;

ASX means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires);

ASX Listing Rules means the listing rules of the ASX;

Auditor means William Buck Audit (Vic) Pty Ltd;

Board means the Board of Directors of the Company;

Constitution means the constitution of the Company;

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

Directors mean the Directors of the Company;

Explanatory Memorandum means the Explanatory Memorandum which accompanies, and is incorporated as part of, the Notice of Meeting;

IPB Petroleum, IPB or **Company** means IPB Petroleum Limited ACN 137 387 350;

Key Management Personnel means key management personnel as defined by Section 9 of the Corporations Act;

Notice, Notice of Meeting, or Notice of Annual General Meeting means the attached Notice of Meeting;

Options means options to acquire Shares;

Proxy Form means the proxy form which accompanies this Notice;

Resolution means the resolution to be put to shareholders at the Meeting, as set out in the Notice of Annual General Meeting;

Securities means Shares, Options, securities convertible into Share or rights to Shares or Options that maybe granted by the Company;

Shareholder means the registered holder of Shares; and

Shares means fully paid ordinary shares in the capital of the Company.