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MAGNUM GAS & POWER LIMITED
(Formerly Ormil Energy Limited)
ACN 107 708 305

NOTICE OF ANNUAL GENERAL MEETING

TIME: 1:00 pm (WST)
DATE: Wednesday, 28 November 2012
PLACE: The Celtic Club, 48 Ord Street,
Perth Western Australia

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) 9380 6755.

IMPORTANT INFORMATION

HOW TO VOTE

Shareholders can vote by either:

- * attending the meeting and voting in person or by attorney or, in the case of corporate shareholders, by appointing a corporate representative to attend and vote; or
- * appointing a proxy to attend and vote on their behalf using the proxy form accompanying this Notice of Meeting and by submitting their proxy appointment and voting instructions in person, by post or by facsimile.

VOTING IN PERSON (OR BY ATTORNEY)

Shareholders, or their attorneys, who plan to attend the meeting are asked to arrive at the venue 10 minutes prior to the time designated for the meeting. Attorneys should bring with them an original or certified copy of the power of attorney.

VOTING BY A CORPORATION

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment, including any authority under which it is signed.

PROXIES

A Shareholder entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the Shareholder. A proxy need not be a Shareholder and can be either an individual or a body corporate. If a Shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- * appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the Corporations Act; and
- * provides satisfactory evidence of the appointment of its corporate representative.

If such evidence is not received, then the body corporate (through its representative) will not be permitted to act as a proxy.

A Shareholder that is 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. If two proxies are appointed and the appointment does not specify the proportion or number of votes that the proxy may exercise, section 249X of the Corporations Act takes effect so that each proxy may exercise half of the Shareholder's votes.

If a proxy is not directed how to vote on an item of business, the proxy may vote, or abstain from voting, as they think fit. Should any Resolution, other than those specified in this Notice, be proposed at the meeting, a proxy may vote on that Resolution as they think fit. If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the shares that are the subject of the proxy appointment will not be counted in calculating the required majority.

Shareholders who return their proxy forms with a direction how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the meeting as their proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the meeting, the Chairman of the meeting will act in place of the nominated proxy and vote in accordance with any instructions. A Restricted Voter who is appointed as a proxy will not vote on Resolutions 1 or 6 unless:

- it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed Resolution; and
- the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolutions 1 and 6.

A Proxy Form accompanies this Notice of Meeting and to be effective must be received at the Company's corporate registry/registered office **by no later than 1.00 pm on 26 November 2012:**

- * Computershare Investor Services, GPO Box 242, Melbourne Victoria 3001 **OR** By facsimile: 1800 783 447 or +61 3 9473 2555
- * Magnum Gas & Power Limited, 78 Churchill Avenue, Subiaco Western Australia 6008 **OR** By facsimile: + 61 8 9380 4026

NOTICE OF MEETING

AGENDA

Notice is given that the Annual General Meeting of Shareholders of Magnum Gas & Power Limited ("Company") (Formerly Ormil Energy Limited) will be held at The Celtic Club Park, 48 Ord Street, West Perth, Western Australia, at 1:00 pm (WST) on Wednesday, 28 November 2012.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the proxy form are part of this Notice of Meeting.

The Directors have determined in accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 5:00 pm (WST) on 26 November 2012.

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2012 together with the declaration of the directors, the director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2012."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion

1. The Company will disregard any votes cast on Resolution 1 by or on behalf of a Restricted Voter. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed Resolution; and
- (b) it is not cast on behalf of a Restricted Voter.

2. Further, a Restricted Voter who is appointed as a proxy will not vote on Resolution 1 unless:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed Resolution; and
- (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 1. Shareholders may also choose to direct the Chair to vote against Resolution 1 or to abstain from voting.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR BRETT MONTGOMERY

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

"That, for the purpose of clause 13.5 of the Constitution and for all other purposes, Mr Brett Montgomery, a Director, retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR TRENT WHEELER

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

"That, for the purpose of clause 13.4 of the Constitution and for all other purposes, Mr Trent Wheeler, a Director who was appointed on 6 August 2012, retires, and being eligible, is re-elected as a Director."

5. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MR RAALIN WHEELER

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

“That, for the purpose of clause 13.4 of the Constitution and for all other purposes, Mr Raalin Wheeler, a Director who was appointed on 6 August 2012, retires, and being eligible, is re-elected as a Director.”

6. RESOLUTION 5 – RE-ELECTION OF DIRECTOR – MR EDWARD ELLYARD

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

“That, for the purpose of clause 13.4 of the Constitution and for all other purposes, Mr Ted Ellyard, a Director who was appointed on 22 November 2011, retires, and being eligible, is re-elected as a Director.”

7. RESOLUTION 6 – APPROVAL OF 10% PLACEMENT CAPACITY– SHARES

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

“That, for the purpose of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the issued capital, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion

The Company will disregard any votes cast on this Resolution by any person who may participate in the issue of Equity Securities under this Resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

8. RESOLUTION 7 - ISSUE OF OPTIONS TO TRENT WHEELER:

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 ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 4,000,000 unlisted options to Mr Trent Wheeler in accordance with the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting Exclusion

1. The Company will disregard any votes cast on Resolution 7 by Mr Trent Wheeler and any of his associates. However, the Company need not disregard a vote if the vote 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 the vote is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.
2. Further, a Restricted Voter who is appointed as proxy will not vote on Resolution 7 unless:
 - (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed Resolution; and
 - (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 7. Shareholders may also choose to direct the Chair to vote against Resolution 7 or to abstain from voting.

9. RESOLUTION 8 - ISSUE OF OPTIONS TO RAALIN WHEELER:

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 ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 2,000,000 unlisted options to Mr Raalin Wheeler in accordance with the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting Exclusion

1. The Company will disregard any votes cast on Resolution 8 by Mr Raalin Wheeler and any of his associates. However, the Company need not disregard a vote if the vote 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 the vote is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.
2. Further, a Restricted Voter who is appointed as proxy will not vote on Resolution 8 unless:
 - (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed Resolution; and
 - (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 8. Shareholders may also choose to direct the Chair to vote against Resolution 8 or to abstain from voting.

10. RESOLUTION 9 - ISSUE OF OPTIONS TO BRETT MONTGOMERY:

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 ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 1,000,000 unlisted options to Mr Brett Montgomery in accordance with the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting."

Voting Exclusion

1. The Company will disregard any votes cast on Resolution 9 by Mr Brett Montgomery and any of his associates. However, the Company need not disregard a vote if the vote 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 the vote is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.
2. Further, a Restricted Voter who is appointed as proxy will not vote on Resolution 9 unless:
 - (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed Resolution; and
 - (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 9. Shareholders may also choose to direct the Chair to vote against Resolution 9 or to abstain from voting.

11. RESOLUTION 10 - APPOINTMENT OF AUDITOR

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

"That, for the purpose of Section 327D of the Corporations Act and for all other purposes, N G Neill of HLB Mann Judd, being qualified and having consented to act, be appointed as auditors of the Company."

DATED: 19 OCTOBER 2012

BY ORDER OF THE BOARD



**MARK PITTS
COMPANY SECRETARY**

EXPLANATORY STATEMENT

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Meeting.

The Directors recommend Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions. Terms used in this Explanatory Memorandum will, unless the context otherwise requires, have the same meaning given to them in the Glossary to this Explanatory Memorandum.

The following information should be noted in respect of the various matters contained in the accompanying Notice of Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2012 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

The Company's auditor will be in attendance to take questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company and the independence of the auditor in relation to the conduct of the audit.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.magnumpl.com.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Board is submitting its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding Resolution.

The Remuneration Report forms part of the Directors' Report, included in the 2012 Annual Report. The Remuneration Report:

- * explains the Board's policy for determining the nature and amount of remuneration of executive Directors and senior executives of the Company;
- * explains the relationship between the Board's remuneration policy and the Company's performance;
- * sets out remuneration details for each Director and the senior executives of the Company (who are defined as being key management personnel); and
- * details and explains any performance conditions applicable to the remuneration of executive Directors and senior executives of the Company.

The vote on this Resolution is advisory only and does not bind the Directors of the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

Following recent changes to the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, Shareholders will be required to vote at the second of those AGMs on a resolution ('spill resolution') that another meeting be held within 90 days at which all of the Company's Directors (excluding the Managing Director) must offer themselves for re-election. If more than 50% of Shareholders vote in favour of the spill resolution, the Company must convene an extraordinary general meeting ('spill meeting') within 90 days of the second AGM. All of the Directors who were in office when the relevant Directors' Report was approved, other than the Managing Director, will (if required) need to stand for re-election at the spill meeting.

The Company will disregard any votes cast on Resolution 1 by any person, defined as Key Management Personnel (KMP) and their Closely Related Parties. KMP of the Company includes each of the Directors and members of management as described in the Company's Annual Report.

The Board considers that its current practices of setting executive and non-executive remuneration are well within normal industry expectations, and provides an effective balance between the need to attract and retain the services of the highly skilled key management personnel that the Company requires. As such the Directors recommend that shareholders vote in favour of the Company's Remuneration Report at Resolution 1.

Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

If you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy, you must direct your proxy how to vote on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

If you appoint the Chair as your proxy (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member). You acknowledge that the Chairman will exercise your proxy in line with his stated intention, even if he has an interest in the outcome of the resolution.

The Chairman of the meeting intends to vote undirected proxies that are available to be voted in favour of the remuneration report.

If you appoint any other person as your proxy you do not need to direct your proxy how to vote on this Resolution, and you do not need to mark any further acknowledgement on the Proxy Form.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR BRETT MONTGOMERY

Clause 13.5 of the Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

A Director who retires by rotation under clause 13.5 of the Constitution is eligible for re-election.

The Directors, other than Mr Brett Montgomery, recommend that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR TRENT WHEELER

Clause 13.4 of the Constitution allows the Directors to appoint at any time a person to be a Director 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.

Any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

Mr Trent Wheeler, a Director who was appointed on 6 August 2012, will retire in accordance with clause 13.4 of the Constitution at the Meeting and, being eligible, seeks re-election.

The Directors, other than Mr Trent Wheeler, recommend that Shareholders vote in favour of Resolution 3

5. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MR RAALIN WHEELER

Clause 13.4 of the Constitution allows the Directors to appoint at any time a person to be a Director 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.

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

Mr Raalin Wheeler, a Director who was appointed on 6 August 2012, will retire in accordance with clause 13.4 of the Constitution at the Meeting and, being eligible, seeks re-election.

The Directors, other than Mr Raalin Wheeler, recommend that Shareholders vote in favour of Resolution 4

6. RESOLUTION 5 – RE-ELECTION OF DIRECTOR – MR EDWARD ELLYARD

Clause 13.4 of the Constitution allows the Directors to appoint at any time a person to be a Director 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.

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

Mr Edward Ellyard, a Director who was appointed on 22 November 2011, will retire in accordance with clause 13.4 of the Constitution at the Meeting and, being eligible, seeks re-election.

The Directors, other than Mr Edward Ellyard, recommend that Shareholders vote in favour of Resolution 5

7. RESOLUTION 6 – APPROVAL OF 10% PLACEMENT CAPACITY– SHARES

7.1 General

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 (**10% Placement Capacity**).

The Company is an Eligible Entity.

As outlined in section 6.2 below, Listing Rule 7.1A can only be utilised by a company that is an Eligible Entity on the date of the company's annual general meeting.

In the event that on the date of the Annual General Meeting the Company:

- (a) is included in the S&P/ASX 300 Index; and/or
- (b) has a market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) in excess of \$300,000,000,

then Resolution 6 will not be considered or voted on at the Meeting. A resolution to approve a 10% Placement Capacity cannot then be proposed at any Shareholders meeting held before the Company's next annual general meeting. However at each subsequent annual general meeting, the Company may consider whether it is an Eligible Entity and whether it will seek approval under LR7.1A for the following 12 month period.

If Shareholders approve Resolution 6, 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 (as set out in section 6.2 below).

The effect of Resolution 6 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 granted under Listing Rule 7.1.

Resolution 6 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 6 for it to be passed.

7.2 ASX Listing Rule 7.1A

ASX Listing Rule 7.1A came into effect on 1 August 2012 and enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$11.3 million.

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has 3 classes of Equity Securities on issue, being the Shares (ASX Code: OMX), and 2 classes of unlisted Options.

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

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

Where:

A is the number of Shares on issue 12 months before the date of issue or agreement:

plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;

plus the number of partly paid shares that became fully paid in the previous 12 months;

plus the number of Shares issued in the previous 12 months with approval of holders of Shares under Listing Rules 7.1 and 7.4; and

less the number of Shares cancelled in the previous 12 months.

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 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of Ordinary Securities under ASX Listing Rule 7.1 or 7.4.

7.3 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 6:

(a) **Minimum Price**

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in section 7.3(b), the date on which the Equity Securities are issued.

(b) **Date of Issue**

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid).

or such longer period if allowed by ASX (**10% Placement Capacity Period**).

(c) **Risk of voting dilution**

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 6 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue	Dilution			
	Issue Price (\$0.022 per Share)	50% decrease in Issue Price	Issue Price	100% increase in Issue Price
594,871,111 (Current)	Shares issued	59,487,111	59,487,111	59,487,111
	Funds raised	\$654,358	\$1,308,716	\$2,617,432
892,306,667 (50% increase)	Shares issued	89,230,667	89,230,667	89,230,667
	Funds raised	\$981,537	\$1,963,074	\$3,926,148
1,189,742,222 (100% increase)	Shares issued	118,974,222	118,974,222	118,974,222
	Funds raised	\$1,308,716	\$2,617,432	\$5,234,864

**The number of Shares on issue (variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.*

The table above uses the following assumptions:

1. There are currently 594,871,111 Shares on issue.
2. The issue price set out above is the closing price of the Shares on the ASX on 15 October 2012.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
6. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(d) **Purpose of Issue under 10% Placement Capacity**

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) as cash consideration If Equity Securities are issued for cash consideration, the Company intends to use the funds to advance the Company's exploration projects, fund potential acquisition or exploration opportunities that may arise and to provide working capital; or

- (ii) as non-cash consideration for the acquisition of new assets. If Equity Securities are issued for non-cash consideration, the Company will comply with the minimum issue price limitation under Listing Rule 7.1A.3 in relation to such issue and will release the valuation of the non-cash consideration to the market.

(e) **Allocation under the 10% Placement Capacity**

The allottees of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

(f) **Previous Approval under ASX Listing Rule 7.1A**

The Company has not previously obtained approval under ASX Listing Rule 7.1A.

(g) **Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it will give to ASX:

- (i) a list of the allottees of the Equity Securities and the number of Equity Securities allotted to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (ii) the information required by Listing Rule 3.10.5A for release to the market.

7.4 Voting Exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 6.

8. RESOLUTIONS 7, 8 AND 9 – APPROVAL OF GRANT OF OPTIONS TO DIRECTORS – MR TRENT WHEELER, MR RAALIN WHEELER AND MR BRETT MONTGOMERY

Shareholder approval is sought for the grant of 7,000,000 options to acquire ordinary shares in the Company on the following terms:

Director	Number of Options	Terms
Trent Wheeler	4,000,000	Exerciseable on or before 30 June 2015 by payment of 6 cents each
Raalin Wheeler	2,000,000	Exerciseable on or before 30 June 2015 by payment of 6 cents each
Brett Montgomery	1,000,000	Exerciseable on or before 30 June 2015 by payment of 6 cents each

The Options

ASX Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a director of the entity, an associate of the director, or a person whose relationship with the entity, director or associate of the director is, in ASX's opinion, such that approval should be obtained.

Chapter 2E of the Corporations Act

The grant of Options to Mr Trent Wheeler, Mr Raalin Wheeler and Mr Brett Montgomery will constitute the giving of a financial benefit to a related party of the Company, for which member approval is usually required pursuant to section 208 of the Corporations Act.

However it is the Board's view that the granting of the Options as contemplated by Resolutions 7, 8 and 9 constitutes reasonable remuneration in accordance with Section 211 of the Corporations Act, having regard to the circumstances of the Company.

There are various exceptions to the requirement for member approval. This includes, in accordance with section 211 of the Corporations Act, where the benefit is remuneration to a related party as an officer or employee of the Company, and to give the remuneration would be reasonable given:

- * the circumstances of the Company in giving the remuneration; and
- * the related party's circumstances (including the responsibilities involved in the office or employment).

The Board is of the view that the exception in section 211 of the Corporations Act is relevant to the financial benefits to be granted to Messrs Trent Wheeler, Raalin Wheeler and Brett Montgomery in respect to the performance of their duties as officers of the Company.

Accordingly, the Company is not seeking the approval of members under section 208 of the Corporations Act.

Listing Rules Disclosure

Listing Rule 10.13 requires the following information to be provided in relation to the Options which may be granted pursuant to Resolutions 7, 8 and 9.

- * The Options will be allotted and issued to Mr Trent Wheeler (or his Nominee), Mr Raalin Wheeler (or his Nominee), and Mr Brett Montgomery (or his Nominee) who are Director's of the Company.
- * The maximum number of Options to be issued is 7,000,000. (Trent Wheeler – 4,000,000; Raalin Wheeler – 2,000,000 and Brett Montgomery – 1,000,000)
- * The Options 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.
- * The Options will be issued to Mr Trent Wheeler, Mr Raalin Wheeler and Mr Brett Montgomery for nil consideration, and as such no funds will be raised from the grant of the securities.
- * The Options will be issued on terms and conditions set out in Appendix A and as stated above.
- * A voting exclusion statement is included in the Notice. If you choose to appoint a proxy you are encouraged to direct your proxy how to vote on Resolution 7, 8 and 9 by either marking For, Against or Abstain on the voting form.

Directors Recommendations

The Directors Mr Tom Fontaine and Mr Edward Ellyard who are not beneficiary's of the proposed issue of Options recommend that Shareholders vote in favour of resolutions 7, 8 and 9.

9. RESOLUTION 10 - APPOINTMENT OF AUDITOR

Deloitte Touche Tomatsu, the Company's existing auditor, have applied to the ASIC for consent to resign their appointment effective from the date of the conclusion of this Annual General Meeting. The Board would like to thank Deloitte for the manner in which audit services have been delivered during their appointment.

Following the relocation of the Company's administration function to Perth from Sydney, the Company has sought an alternative provider of audit services to the Company, and having made the appropriate investigations, the Directors consider that Mr N G Neill of HLB Mann Judd is the preferred candidate, and therefore seek approval to appoint N G Neill of HLB Mann Judd as auditor of the Company.

The nomination to the appointment of HLB Mann Judd as auditor of the Company has been properly received from Mr Trent Wheeler in accordance with Section 328B of the Corporations Act 2001 (Cth), and a copy is provided to Shareholders with this Notice at Appendix B.

In accordance with section 328A of the Corporations Act, Mr Neill has consented to act in this capacity and all other requirements of the Corporations Act in relation to the appointment of auditors have been, or, at the date of this Notice, will be met.

If approval is received from Shareholders and the ASIC, N G Neill of HLB Mann Judd will commence as auditor of the Company on the date and from the conclusion of this Annual General Meeting.

The Board of Directors recommends that Shareholders vote in favour of this resolution.

GLOSSARY

\$ means Australian dollars.

10% Placement Capacity has the meaning given in section 7.1 of this Notice.

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

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

Company means Magnum Gas & Power Limited (Formerly Ormil Energy Limited) (ACN 107 708 305).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Eligible Entity means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

Explanatory Statement means the explanatory statement accompanying the Notice.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

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

Option means an option to acquire a Share.

Proxy Form means the proxy form accompanying the Notice.

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 a holder of a Share.

Variable A means "A" as set out in the calculation in section 7.2 of this Notice.

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

For personal use only

APPENDIX A – TERMS AND CONDITIONS OF DIRECTOR OPTIONS

1. Entitlement

Each Option (together the **Options**) entitles the holder (**Holder**) to subscribe for and be issued one fully paid ordinary share (**Share**) in Magnum Gas & Power Limited ACN 107 708 305 (Formerly Ormil Energy Ltd) (**Company**) upon exercise of each Option.

2. Vesting Date

The Options shall vest upon the date of issue to the Holder (**Vesting Date**).

3. Exercise Price

The Exercise Price of each of the Options is 6 cents.

4. Expiry Date

The Options will expire at 5.00 pm (Western Standard Time) on the earlier of:

- (a) the date the Executive ceases to be a director of the Company; and
- (b) 30 June 2015 (**Expiry Date**).

5. Exercise Period

Each Option is exercisable at any time after the Vesting Date and before the Expiry Date (**Exercise Period**).

6. Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company and payment of the Exercise Price for each Option being exercised (**Notice of Exercise**). Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.

7. Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then Shares of the Company.

8. Quotation of Shares on exercise

Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the Options.

9. Timing of issue of Shares

Within 15 Business Days after the receipt of the Notice of Exercise and payment of the Exercise Price for each Options being exercised by the Holder, the Company will:

- (a) allot and issue the Shares pursuant to the exercise of the Options;
- (b) give ASX a notice that complies with section 708A(5)(e) of the Corporations Act or lodge a prospectus with ASIC that qualifies the Shares for resale under section 708A(11) of the Corporations Act; and
- (c) apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

10. Participation in new issues

There are no participation rights or entitlements inherent in the Options and Holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options.

However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least ten business days after the issue is announced. This will give the Holder the opportunity to exercise the Options prior to the date for determining entitlements to participate in any such issue.

Subject to clauses 10, 11 and 12, the Exercise Price and the number of Shares to be issued on the exercise of Options will not change in the event of a new issue of securities by the Company.

11. Adjustment for bonus issues of Shares

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

- (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Holder would have received if the Holder had exercised the Option before the record date for the bonus issue; and
- (b) no change will be made to the Exercise Price.

12. Adjustment for rights issue

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the Exercise Price of an Option will be reduced according to the following formula:

$$\text{New exercise price} = O - \frac{E [P - (S + D)]}{N + 1}$$

O = the old Exercise Price of the Option.

- E = the number of underlying Shares into which one Option is exercisable.
P = average market price (as defined in the ASX Listing Rules) per Share weighted by reference to volume of the underlying Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date.
S = the subscription price of a Share under the pro rata issue.
D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).
N = the number of Shares with rights or entitlements that must be held to receive a right to one new share.

13. Adjustments for reorganisation

If there is any reconstruction of the issued share capital of the Company, the rights of the Holder will, be varied to the extent necessary to comply with the ASX Listing Rules which apply to the reconstruction at the time of the reconstruction.

14. Quotation of Options

No application for quotation of the Options will be made by the Company.

15. Options Transferable

Subject to compliance with the Corporations Act, the Options are transferable as follows:

- (a) prior to the occurrence of a Change in Control Event, the Options may only be transferred to a Related Party of the Holder or the Employee; and
- (b) after the occurrence of a Change in Control Event, the Options are transferrable.

16. Lodgement Instructions

Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for Shares on exercise of the Options with the appropriate remittance should be lodged at the Company's Registry.

17. Definition

In this terms and conditions:

Change in Control Event means:

- (a) in respect of a takeover offer under Chapter 6 of the Corporations Act involving an acquisition of all of the issued share capital of the Company, the date upon which a person's voting power (as defined in section 610 of the Corporations Act) in the Company increases above 35% pursuant to acceptances lodged under the takeover offer;
- (b) in respect of a scheme of arrangement pursuant to Part 5.1 of the Corporations Act involving an acquisition of all of the issued share capital of the Company, the date the Company despatches a scheme booklet to its members in respect of the scheme of arrangement; or
- (c) the date on which person's voting power (as defined in section 610 of the Corporations Act) in the Company increases above 35%.

APPENDIX B – AUDITOR NOMINATION LETTER

18 October 2012

The Company Secretary
Magnum Gas & Power Limited
(Formerly Ormil Energy Limited)
Suite 8, 7 The Esplanade
Mt Pleasant WA 6153

Dear Sir,

Nomination of Auditor

Pursuant to section 328 B (1) of the Corporations Act 2001, I Trent Wheeler, being a member of Magnum Gas & Power Limited, hereby give you notice of the nomination of Mr N G Neill of HLB Mann Judd of Level 4, 130 Stirling Street, Perth Western Australia as auditor of Magnum Gas & Power Limited.

Yours Faithfully,



Trent Wheeler

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