
SPRINT ENERGY LIMITED**ACN 119 749 647****NOTICE OF GENERAL MEETING**

TIME: 10.00am**DATE:** Wednesday 8 October 2014**PLACE:** Level 1, 981 Wellington Street, West Perth WA 6005

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6555 2950

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IMPORTANT INFORMATION

Time and place of Meeting

Notice is given that the Meeting will be held at 10am (WST) on Wednesday 8 October 2014 at:

Level 1, 981 Wellington Street, West Perth WA 6005

Your vote is important

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

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5pm (WST) on Monday 6 October 2014.

Voting in person

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

Voting by proxy

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

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

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

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

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

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

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

Transfer of non-chair proxy to chair in certain circumstances

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

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

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

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – CHANGE TO NATURE AND SCALE OF ACTIVITIES

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

"That, subject to the passing of all of the Transaction Resolutions (as defined in the Explanatory Statement accompanying this Notice), for the purpose of ASX Listing Rules 11.1.2, 11.1.3 and for all other purposes, approval is given for the Company to make a significant change in the nature and scale of its activities as described in the Explanatory Statement accompanying this notice."

Short Explanation: The Company proposes to acquire Voyager Global Choice Pty Ltd (**Voyager**), which owns the Voyager Global Choice business, being a business model that facilitates investment by Australian retail investors into a range of individual offshore-based fund managers. If the acquisition of Voyager is successful, it will result in the Company changing the nature of its activities from an oil and gas exploration and development company to a financial services company. ASX has advised the Company that it is required to seek Shareholder approval to change the nature and scale of its activities by acquiring Voyager. ASX Listing Rule 11.1.2 requires the Company to seek Shareholder approval where it proposes to make a significant change to the nature or scale of its activities. Please refer to the Explanatory Statement for further details.

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may obtain a benefit, except a benefit solely in the capacity of a shareholder, if this Resolution is passed and any associates of those persons. However, the Company need 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.

2. RESOLUTION 2 – CONSOLIDATION OF CAPITAL

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

"That, subject to the passing of all of the Transaction Resolutions and in accordance with Section 254H of the Corporations Act and for all other purposes, the issued capital of the Company be consolidated with immediate effect on the basis that:

- (a) every eight (8) Shares be consolidated into one (1) Share; and*
- (b) all Options on issue be adjusted in accordance with ASX Listing Rule 7.22,*

and where this consolidation results in a fraction of a security being held by a security holder, the Directors be authorised to round that fraction up to the nearest whole Share or Option."

3. RESOLUTION 3 – CHANGE OF COMPANY NAME

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

"That, pursuant to section 157(1) of the Corporations Act 2001 and for all other purposes, approval is given for the Company to change its name from "Sprint Energy Limited" to "Voyager Global Group Ltd".

4. RESOLUTION 4 – ISSUE OF SECURITIES UNDER PROSPECTUS

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

"That, subject to the passing of all the Transaction Resolutions, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue a minimum of 15,000,000 and up to a maximum of 35,000,000 post Consolidation Shares under the Prospectus and otherwise 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 proposed issue 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 need 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.

5. RESOLUTION 5 – ISSUE OF CONSIDERATION SHARES

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

"That, subject to the passing of the Transaction Resolutions, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 62,283,457 post Consolidation Shares 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 proposed issue 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 need 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.

6. RESOLUTION 6 – ISSUE OF OPTIONS TO OFFSHORE FUNDS

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

"That, subject to the passing of the Transaction Resolutions, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 17,437,519 post-Consolidation Options to Offshore Funds only 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 proposed issue 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 need 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.

7. RESOLUTION 7 – PARTICIPATION OF MR ANDREW CHAPMAN IN THE PROSPECTUS

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

"That, subject to the passing of all of the Transaction Resolutions, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 250,000 post Consolidation Shares to Mr Andrew Chapman (or his nominees) under the Prospectus and otherwise on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Mr Andrew Chapman (and his nominee) and any of their associates. However, the Company need 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 8 – PARTICIPATION OF MR ROD CORPS IN THE PROSPECTUS

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

"That, subject to the passing of all of the Transaction Resolutions, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 250,000 post Consolidation Shares to Mr Rod Corps (or his nominees) under the Prospectus and otherwise on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Mr Rod Corps (and his nominee) and any of their associates. However, the Company need 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.

9. RESOLUTION 9 – PARTICIPATION OF MR GARY ROPER IN THE PROSPECTUS

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

"That, subject to the passing of all of the Transaction Resolutions, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 250,000 post Consolidation Shares to Mr Gary Roper (or his nominees) under the Prospectus and otherwise on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Mr Gary Roper (and his nominee) and any of their associates. However, the Company need 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.

10. RESOLUTION 10 – RATIFICATION OF PRIOR PLACEMENT OF SHARES

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 11,168,000 Shares at an issue price of 1.25 cents per share (pre-Consolidation) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need 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.

Dated: 4 September 2014

By order of the Board

Andrew Chapman
Director

EXPLANATORY STATEMENT

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

1. ACQUISITION OF VOYAGER GLOBAL CHOICE PTY LTD

1.1 Background

On 13 May 2014, the Company announced to ASX that it had entered into a binding terms sheet (**Terms Sheet**) with Gemelli Nominees Pty Ltd trading as Titan Capital Partners (**Titan**) and Voyager Global Choice Pty Ltd (ACN 169 457 041) (**Voyager**). Under the Terms Sheet, the Company conditionally agreed to acquire 100% of the issued capital of Voyager by making an offer to each Voyager shareholder to acquire all of their respective Voyager shares (**Acquisition**).

Voyager holds the Voyager Global Choice business, which is a business model intended to facilitate the investment by Australian retail investors into a range of individual offshore-based fund managers. The proposed offshore-based fund managers will all be highly credible groups with large industry profiles and have an official investment-grade (or similar) rating from industry ratings group Morningstar or other similar groups (**Offshore Funds**).

The Acquisition is subject to the satisfaction of certain conditions precedent including shareholder approval under this Notice. For further details of the terms of the Terms Sheet refer to Section 1.7 below.

1.2 Background on Voyager

Voyager is a Sydney-based company established in 2014 by a small number of individuals who have extensive experience in the financial services sector. Further details on these key personnel are provided below.

Voyager has identified a market opportunity to provide an efficient conduit for domestic investors to access offshore investment funds. Specifically, self-managed super fund investors who represent a growing segment of the domestic superannuation sector, with assets currently exceeding \$500b. However, data sourced from the Australian Taxation Office suggests that exposure to overseas investments by self-managed super fund investors is approximately 1% while institutional superannuation funds have overseas exposure in most cases of approximately 30%.

To capture this commercial opportunity, the Principals of Voyager have conducted extensive due diligence on and entered into early stage discussions with, a range of offshore fund managers and related investment funds that it believes will be of interest to domestic investors. These discussions confirm that the Australian superannuation sector is of interest to offshore groups keen to tap into the growing demand for high quality, offshore investment products.

Voyager aims to develop a cost efficient platform for investors to gain access to these offshore fund managers and their related investment products.

These fund managers will be required to demonstrate:

- (a) Long term track records in managing their selected asset class;
- (b) High quality management teams;

- (c) A clearly defined investment process; and
- (d) High and consistent performance numbers and a willingness to commit to a growing Australian market place.

Voyager will invest in building a sales and marketing team and promoting these funds to Australian investors via Australian legal structures (i.e. managed investment schemes managed by Voyager) and the ASX mFund platform which:

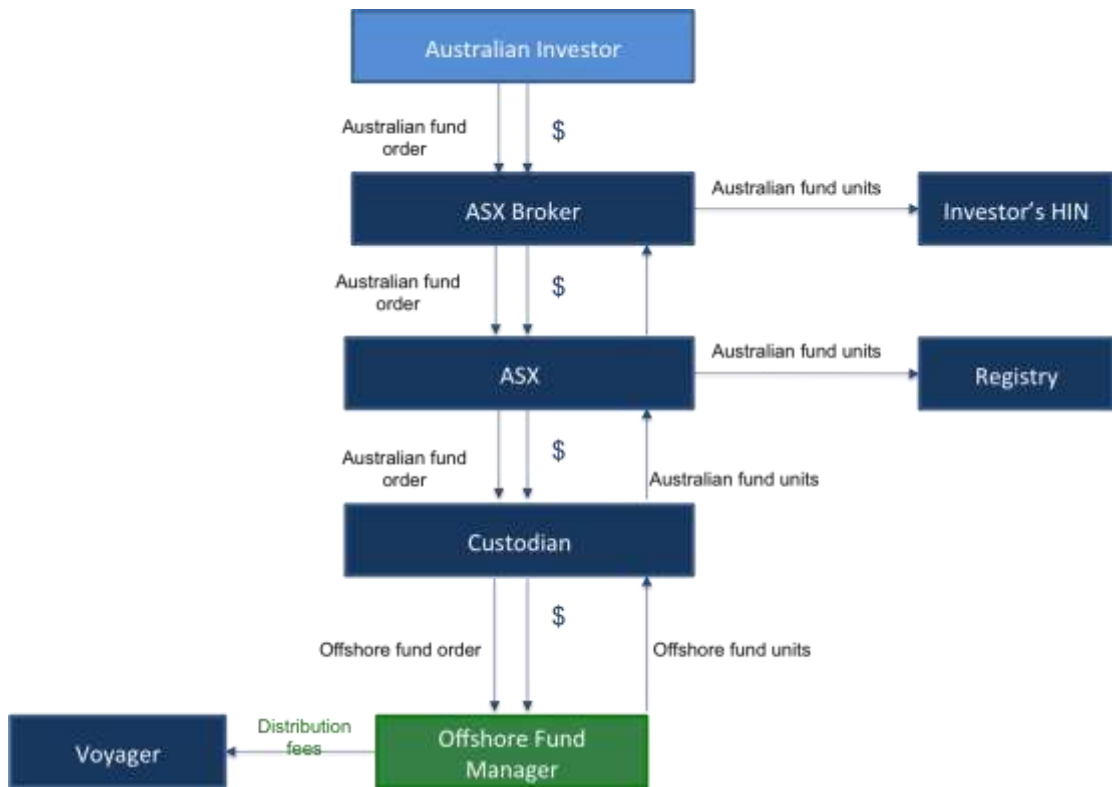
- (a) enables the automation of the settlement of applications and redemptions for managed funds on the ASX using its electronic settlement system, CHESS; and
- (b) provides fund managers with processing efficiencies and investors with execution, settlement and reporting benefits via ASX brokers. This platform essentially will allow Australian investors to access offshore investment products in exactly the same way as buying or selling shares listed on the Australian Securities Exchange significantly simplifying the process of investing offshore and increasing the choice of available investment opportunities.

Voyager will adopt a model that focuses on developing a strong internal capability in the sales and marketing space and out-sourcing most other functions including legal, settlement and regulatory functions.

Voyager will be required to hold or be an authorized representative of an Australian Financial Services Licence (**AFSL**) with the appropriate authorizations to enable it to conduct the proposed activities. Initially, Voyager will operate as a corporate authorised representative and will conclude current negotiations with potential licensors as a condition of re-listing on the ASX upon Settlement. It is the intention that Voyager move towards applying for its own AFSL once funding has been secured and operations commence.

In addition to the above AFSL, Voyager intends to out-source the provision of Responsible Entity Services to existing, highly experienced groups providing such services to a range of funds management groups in Australia.

It is not the intention that Voyager provides investment advice to investors or to manage investment pools internally. Voyager will focus solely on sales and marketing activities of selected fund managers and their related investment funds. It will be up to the individual investor to seek investment advice with Voyager merely facilitating the process of connecting investors with investment products.



1.3 Commercial Arrangements

As part of the development of Voyager's operations, the Company will seek commercial arrangements with those offshore fund managers who are benefitting from Voyager's activities. These arrangements will be structured to generate revenue for Voyager based on the quantum of assets under management at any given time and may also comprise contributions towards the sales and marketing activities of Voyager.

As Voyager is a newly incorporated entity designed to bring together key stakeholders it has no operating assets but does provide Sprint with access to a key executive team bringing with them their combined experiences, networks, relationships and expertise to implement Voyager's business plan and generate wealth for all shareholders.

The Directors of Sprint have structured the proposed transaction to ensure that the Shares to be issued to Voyager shareholders are subject to forfeiture and cancellation should the Voyager executive team fail to deliver minimum third party revenues (refer Section 1.7 below).

The consideration offered by Sprint for the acquisition of Voyager was negotiated on an arm's length basis between the Company and the vendors of Voyager.

In determining the appropriate level of consideration to be provided to Voyager shareholders for the sale of Voyager:

- (a) The Company took into account that it is essentially purchasing a business concept which will be conducted by several of the vendors of Voyager, each of which have extensive experience in the financial services industry and connections with overseas fund managers and, for this reason, it is difficult to value Voyager;
- (b) For the reasons set out in paragraph (a), it was determined that the consideration payable was to entirely consist of scrip which would be subject to escrow provisions (no cash component) so that the value of Voyager would ultimately be dependent upon the success of the business itself post completion of the acquisition. In addition, the Company negotiated that the consideration shares would be subject to forfeiture and cancellation as set out in section 1.7(a);
- (c) The number of Shares offered to the vendors of Voyager was ultimately determined by reference to the current market value of an ASX listed shell in the oil and gas space and the shareholding split between existing Sprint shareholders and Voyager shareholders in the Company following its re-compliance with Chapters 1 and 2 of the ASX Listing Rules.

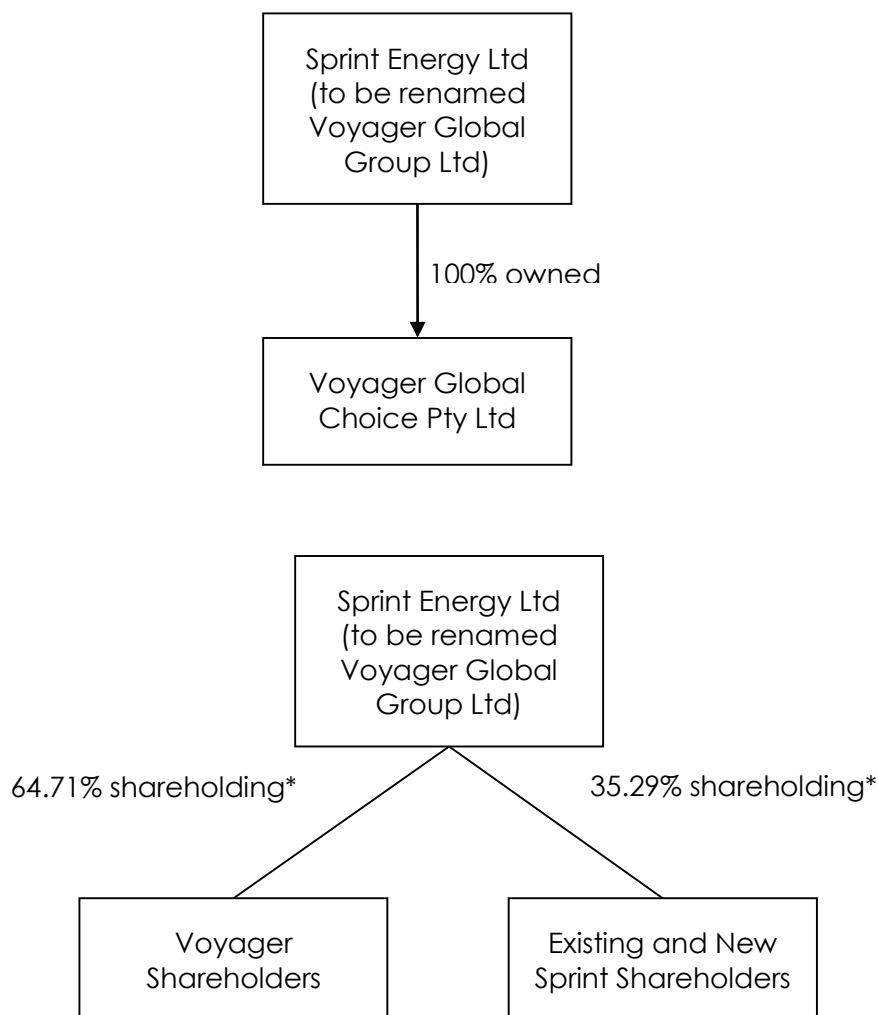
1.4 Existing Activities

Sprint is an independent oil and gas exploration and production Company listed on the Australian Securities Exchange (ASX: SPS).

After conducting a review of the Company's current suite of oil and gas assets in the Gulf of Mexico, Padre Island and the Tomsk Region, Russia and in conjunction with the Voyager Acquisition, the Board of Sprint will look to divest its Oil & Gas interests. Sprint will be concentrating on a strategy to maximise any divestment opportunities, including finding suitable joint venture partners.

1.5 Proposed Company Structure

Following settlement of the Acquisition, the corporate and ownership structure of the Company will be as set out below. The ownership structure is based on the assumption that no Voyager shareholders are issued any Shares under the Prospectus and that only \$3m will be raised under the Prospectus:



** Based upon a \$3m capital raising; the shareholding percentages will be 53.58% and 46.42% respectively following a \$7m capital raising*

1.6 Executive Team

It is proposed that upon completion of the Acquisition, Messrs Harry Karelis and David Jones-Prichard will be appointed to the board of the Company to replace Messrs Rod Corps and Gary Roper who intend to resign. Mr Andrew Chapman will also remain on the Board. This will provide the company with a relevant, highly experienced and qualified leadership team.

In addition, upon completion of the Acquisition, the Company will begin building a focused sales and marketing team with a key hire being the Strategic Head of Marketing who will lead a national sales team most likely from a Sydney base. This team will be responsible for the implementation of national sales and marketing activities including the use of seminars, on-line media and traditional advertising channels in both mainstream and industry-specific channels.

The Company will enter into certain consulting arrangements with key individuals the Board believes have the capacity to materially benefit the growth of the

Company. The intention is to secure the services of Mr Bill Ireland as a strategic consultant. Further details on Mr Ireland can be found below.

Harry Karelis B.Sc(Hons) MBA CFA F.Fin FAICD

Harry is the founder of Titan Capital Partners - a privately held investment group involved in a range of projects. Harry graduated from The University of Western Australia with Bachelors and Honours in Science majoring in Biochemistry and Microbiology as well as a Masters in Business Administration.

He is a Fellow of the Financial Services Institute of Australia, a Fellow of the Australian Institute of Company Directors and has qualified as a Chartered Financial Analyst (CFA) from the CFA Institute in the United States.

Prior to establishing Titan, Harry worked in the financial services industry with roles in financial analysis and funds management both in Australia and Singapore including extended periods at Hartley Poynton (now Hartleys) and Challenger Group.

He has in excess of 22 years diversified experience in the financial services sector including fundamental analysis, funds management and private equity investing and has acted as a Director on several public and private companies in Australia and the United Kingdom.

David Jones-Prichard B.Com

David Jones-Prichard has over 20 years' financial markets experience. Over that time, David has lived and worked in Europe, the United States, Asia and Australia. Most recently, David was Head of Structured Products for JPMorgan Australia and then Head of Equity Derivatives/Structured Products for Investec in Australia.

David holds a Bachelor of Commerce from the University of Auckland.

Andrew Chapman B.Bus (Econ) DFP GradDipAppFin (Investment Management)

Mr Chapman holds a Bachelor of Business and Economics, a Diploma in Financial Planning and a Graduate Diploma of Applied Finance and Investment. Andrew is currently the Managing Director of Merchant Funds Management Pty Ltd and the Portfolio Manager of the Merchant Opportunities Fund.

Prior to establishing Merchant, Andrew was involved in stockbroking and funds management for 12 years.

Andrew is a current Director of Sprint.

William (Bill) Ireland

Bill is a well known executive in the Australian financial services sector and has over forty years financial markets experience. Bill founded Challenger International Ltd (now Challenger Ltd) and was their CEO and Chairman for a period of 16 years growing the business from a start-up to having a market capitalisation in excess of \$1 billion and over 1,000 employees. When Bill left the firm, Challenger was the dominant player in the Australian annuity space (now has over 90% market share) and had a funds management business with approximately \$20b under management. Challenger is currently a member of the S&P ASX Top 100 companies. Following his departure from Challenger, Bill established Mariner Corporation which was a corporate finance and funds

management business, mainly in the infrastructure and property spaces. This business was sold in 2010.

1.7 Terms Sheet Terms

The key terms of the Terms Sheet pursuant to which the Company has agreed to acquire 100% of the issued share capital in Voyager are as follows:

- (a) On completion of the Acquisition, Sprint will issue 62,283,457 Shares (post-Consolidation) to the Voyager Shareholders as consideration for the Acquisition (as per Resolution 5).

As mentioned in section 1.11(a)(ii), the Company will seek to enter into Commercial Arrangements whereby over time Voyager will seek financial commitments from a number of Offshore Funds. These financial commitments may comprise contributions towards advertising and marketing expenditure in combination with a trailing fee payable based upon total assets under management. As part of this transaction, Voyager must secure commitments from these offshore managers totalling a minimum of US\$3.6m per annum to be spent on advertising and marketing expenditure, subject to certain terms and conditions. If within 12 months from the issue of the Consideration Shares, the Company has entered into Commercial Arrangements valued at less than US\$3.6m, some or all of the share consideration provided to the Voyager Shareholders will be subject to forfeiture and cancellation in accordance with the following formula:

$$\text{Forfeited and cancelled Consideration} = \left(1 - \frac{C}{\text{US\$3,600,000}}\right) \times N$$

C: the value of the Commercial Arrangements (in US dollars) entered into between the Company and the Offshore Funds

N: 62,283,457.

- (b) Sprint may issue up to 17,437,519 (post-Consolidation) unlisted options only to the Offshore Funds under Resolution 6 as part of the Commercial Arrangements and to assist in negotiations with these Offshore Funds. These Options will be issued to the Offshore Funds only upon the execution of Commercial Arrangements with the Company.
- (c) The Acquisition is conditional upon:
- (i) Sprint entering into acceptable service agreements with key personnel;
 - (ii) Sprint re-complying with Chapters 1 & 2 of the ASX Listing Rules, including:
 - (A) raising sufficient funds so that Sprint holds a minimum of AU\$3,000,000 cash (net of fees and expenses) following Sprint being relisted on the ASX (Resolution 4);
 - (B) obtaining the approval of Sprint shareholders to the Acquisition (Resolution 1);
 - (C) a Consolidation of Sprint's capital (Resolution 2);

- (D) Sprint obtaining conditional ASX approval to reinstatement of the Company to official quotation on the ASX on conditions satisfactory to Sprint; and
- (E) Sprint entering into Share Sale Agreements with the Voyager Shareholders such that:
 - (I) following execution by the Voyager shareholders of all of the Share Sale Agreements, Sprint will be unconditionally entitled to acquire 100% of the issued shares in Voyager; and
 - (II) such other terms as agreed between the parties that are necessary for completion of the Acquisition.
- (d) Voyager to appoint to the Sprint board that number of Directors that is in proportion to its holding in Sprint; and
- (e) following successful completion of the Acquisition, Sprint will change its name to "Voyager Global Group Ltd" (Resolution 3).

1.8 Pro-forma balance sheet

An unaudited pro-forma balance sheet of the Company following completion of the change of activities and the Acquisition and other matters is set out at Schedule 1 to this Notice of Meeting. The figures for Voyager are un-audited because it was only registered in May 2014 and has no tangible assets or liabilities.

1.9 Pro-forma capital structure

The pro-forma capital structure of the Company following completion of the change of activities and the Terms Sheet is set out below:

	Shares (\$3m raise)	Options (\$3m raise)	Shares (\$7m raise)	Options (\$7m raise)
Current issued capital	151,733,359	1,200,000 ¹	151,733,359	1,200,000 ¹
Capital following Consolidation	18,966,670	150,000	18,966,670	150,000
Number of Prospectus Shares	15,000,000	0	35,000,000	0
Issue of Shares to Voyager shareholders	62,283,457	0	62,283,457	0
Issue of Options to Offshore Funds	0	14,437,519	0	17,437,519
Total	96,250,127	14,587,519	116,250,127	17,587,519

Notes:

1. Comprising Options on the following terms:
 - (a) 1,100,000 \$3.00 options (pre-Consolidation) with an expiry date of 31 March 2015; and
 - (b) 100,000 \$2.00 options (pre-Consolidation) with an expiry date of 31 March 2015.

1.10 Indicative Timetable

	Indicative Timing*
Lodgement of Prospectus and Prospectus offers anticipated to open	3 October 2014
Company's quoted Shares and Options are suspended from official ASX quotation General Meeting of Shareholders ASX notified whether Shareholders' approval has been granted for the Resolutions	3 October 2014
If the Transaction Resolutions are approved by Shareholders, the date that would ordinarily be the last day for trading in pre-Consolidation securities	6 October 2014
Date that securities would ordinarily commence trading on a deferred settlement (post-Consolidation) basis**	7 October 2014
Last day to register transfers on a pre-Consolidation basis (although the Company is anticipated to remain suspended at this stage)	9 October 2014
First day for the Company to send notice to each security holder of the change in their details of holdings First day for the Company to register securities on a post-Consolidation basis First day for issue of new holding statements	10 October 2014

	Indicative Timing*
Issue date – deferred settlement market ends** Last day for the Company to send notice to each security holder of the change in their details of holdings Last day to send new holding statements and enter securities into the holders' security holdings	16 October 2014
Prospectus offers close	3 November 2014
Subject to Directors' satisfaction that the conditions precedent to the Acquisition are satisfied (or waived) and Completion of the Acquisition	Mid November 2014
Normal T+3 trading anticipated to commence on a post-Consolidation basis and commencement of trading of Shares and quoted Options, on ASX (subject to the Company re-complying with Chapters 1 and 2 of the ASX Listing Rules and subject to ASX agreeing to reinstate the Company's Shares to quotation).	Late November 2014

* The Directors reserve the right to change the above indicative timetable without requiring any disclosure to Shareholders or Option holders.

** As the Company's securities are anticipated to be suspended from trading, deferred settlement trading will not occur.

1.11 Advantages and disadvantages to the Acquisition

(a) Advantages

The Directors are of the view that the following non-exhaustive list of advantages may be relevant to a Shareholder's decision on how to vote on Resolution 1:

- (i) The Acquisition provides Sprint shareholders with a unique opportunity to tap into the potential growth of the Australian financial services industry and diversify away from the highly cyclical resources/energy sectors.
- (ii) Over time, as Voyager executes its business plan it will seek non-dilutive and non-recourse contributions to marketing overhead from Offshore Funds which may minimise ongoing dilution through additional equity raises, providing the management team with a sufficient financial runway to execute the business plan.
- (iii) A recurring income stream from trailing commissions is likely to be valued highly by investors as it provides opportunity for share price appreciation.
- (iv) The Acquisition brings to Sprint a seasoned and well-credentialed executive team in the financial services space.
- (v) The proposed executive team have a significant equity stake ensuring alignment with shareholders.
- (vi) The Acquisition provides future potential to exploit other attractive financial services opportunities.

- (vii) The Acquisition provides potential for a number of high profile offshore investment groups to become Sprint shareholders (via the options package) helping to align stakeholder interests.

(b) **Disadvantages**

The Directors are of the view that the following non-exhaustive list of disadvantages may be relevant to a Shareholder's decision on how to vote on the proposed Resolutions:

- (i) the Company will be changing the nature of its activities to become a financial services company, which may not be consistent with the objectives of all Shareholders;
- (ii) the Acquisition will result in the issue of Shares to Voyager Shareholders or their nominees which will have a dilutionary effect on the current holdings of Shareholders; and
- (iii) there are many risk factors associated with the change of nature of the Company's activities, or rather associated with its prospective business and operations. A non-exhaustive list of these risks is set out in Section 1.12 below.

1.12 Risk factors

Specific Risks

There are a number of specific risks involved for the Company, and consequently its Security holders, in the acquisition of Voyager, including risks specific to the business and assets of Voyager, which include the risk factors set out below.

(a) **Additional requirements for capital risk**

The Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from its operations, the Company may require further financing in the future. Any additional equity financing will dilute shareholdings and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, the Company may be required to reduce the scope of its operations and scale back its mining and exploration programmes as the case may be.

(b) **Failure to negotiate Commercial Arrangements**

The Company may not be able to enter into any Commercial Arrangements with Offshore Funds. Should this occur, it may affect the profitability of the Company as it will increase the Company's overall marketing costs and therefore impact on its profitability.

(c) **Reinstatement to ASX's official list**

It is anticipated that the Company's Shares will be suspended or placed in a trading halt prior to market open on the date of the Meeting. In the event the Transaction Resolutions are approved at the Meeting, it is anticipated that the Company's securities will remain suspended until Completion of the Acquisition, re-compliance by the Company with Chapters 1 and 2 of the ASX Listing Rules and compliance with any further conditions ASX imposes on such reinstatement. There is a risk that the Company will not be able to satisfy one or more of those requirements and that its listed Securities may consequently remain suspended from quotation.

(d) **Competition Risk**

Voyager will be participating in a highly competitive market, however there are few if any specific competitors who have a dominant market share and dictate the structure or practices in the market.

The fact that there are no dominant competitors makes market entry and penetration easier but not without the need to ensure that Voyager can position and differentiate itself to gain market share. There is no certainty that Voyager will be successful in this market

(e) **Dilution Risk**

The Company currently has 151,733,359 Shares and 1,200,000 Options on issue (on a pre-Consolidation basis) equivalent to 18,966,670 Shares and 150,000 Options (on a post-Consolidation basis) and will issue up to a further 97,283,457 Shares and up to a further 17,437,519 Options (on a post-Consolidation basis) if the Transaction Resolutions are passed and the Acquisition is completed.

Upon issue of these securities and the minimum subscription of the Shares under the Prospectus (assuming no exercise of Options), the existing Shareholders will retain approximately 19.71% of the issued capital of the Company, new Shareholders investing via the Prospectus will hold approximately 15.58% with Voyager holding 64.71% of the issued capital of the Company respectively.

(f) **Key person risk**

The Company's ability to successfully execute against its business plan and exploit the market opportunity identified will be subject to the ability to attract and retain highly qualified and experienced executives and employees across all aspects of the business. The Company will ensure that it remains competitive in terms of employment conditions and salaries and to implement suitable incentive schemes to align the interests of employees and shareholders.

General risks

(a) **Potential acquisitions risk**

As part of its business strategy, the Company may make acquisitions of, or significant investments in, complementary companies or prospects although no such acquisitions or investments are currently planned. Any such transactions will be accompanied by risks commonly encountered in making such acquisitions.

(b) **Economic risks**

General economic conditions and movements in interest, inflation and currency exchange rates may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities.

(c) **Market conditions risk**

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- (i) general economic outlook;
- (ii) interest rates and inflation rates;
- (iii) currency fluctuations;
- (iv) changes in investor sentiment toward particular market sectors;
- (v) the demand for, and supply of, capital; and
- (vi) terrorism or other hostilities.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource exploration stocks in particular.

(d) **General economic and political risks**

Changes in the general economic and political climate in Australia and on a global basis may impact on economic growth, interest rates, the rate of inflation, taxation and tariff laws, domestic security which may affect the value and viability of any financial services activities that may be conducted by the Company.

(e) **Competition risk**

The Company will compete with other companies for a share of the financial services market. Some of these companies have greater financial and other resources than the Company and, as a result, may be in a better position to compete for future business opportunities. There can be no assurance that the Company can compete effectively with these companies.

(f) **Regulatory risk**

Changes in relevant taxes, legal and administration regimes, accounting practice and government policies may adversely affect the financial performance of the Company.

(g) **Insurance risk**

Insurance against all risks associated with the Company's activities is not always available or affordable. The Company will maintain insurance where it is considered appropriate for its needs. However, it will not be insured against all risks either because appropriate cover is not available or because the Directors consider the required premiums to be excessive having regard to the benefits that would accrue.

1.13 What if the Acquisition does not succeed?

If the conditions to the Acquisition are not satisfied or waived, including if the Transaction Resolutions are not passed, the Acquisition will not proceed and the Company will continue in its current form.

However, the Company is likely to continue to investigate new opportunities outside of its current oil and gas exploration and development sector.

1.14 Directors' Recommendation

No Director currently has any interest in Voyager Shares. The Directors recommend that Shareholders vote in favour of each of the Resolutions (including the Transaction Resolutions) and consider the Acquisition to be beneficial to Shareholders because of the advantages set out in Section 1.11(a).

2. RESOLUTION 1 – CHANGE OF NATURE AND SCALE OF ACTIVITIES

2.1 General

Resolution 1 seeks approval from Shareholders for a change to the nature and scale of the activities of the Company by the Acquisition. The Acquisition will change the nature of the Company's activities from an oil and gas exploration and development company to having financial services interests.

A detailed description of the Acquisition is set out above at section 1 of the Explanatory Statement.

2.2 ASX Listing Rule 11.1

ASX Listing Rule 11.1 provides that where an entity proposes to make a significant change, either directly or indirectly, to the nature and scale of its activities, it must provide full details to ASX as soon as practicable and comply with the following:

- (a) provide to ASX information regarding the change and its effect on future potential earnings, and any information that ASX asks for;
- (b) if ASX requires, obtain the approval of holders of its shares and comply with any requirements of ASX in relation to the notice of meeting; and
- (c) if ASX requires, meet the requirements of Chapters 1 and 2 of the ASX Listing Rules as if the company were applying for admission to the Official List of ASX.

Given the change in the nature and scale of the Company's activities upon completion of the Acquisition, the Company has been required by ASX to obtain Shareholder approval.

ASX has advised the Company that the proposed Acquisition will trigger a need to re-comply with the admission requirements set out in Chapters 1 and 2 of the ASX Listing Rules.

Accordingly, the Company is seeking Shareholder approval pursuant to Resolution 1 for the Company to change the nature and scale of its activities under ASX Listing Rule 11.1.3.

3. RESOLUTION 2 – CONSOLIDATION OF CAPITAL

3.1 Background

The Directors are seeking Shareholder approval to consolidate the number of Shares on issue on an 8:1 basis and otherwise on the terms and conditions set out in this Resolution, and to adjust the terms and conditions of all Options on issue in light of the Consolidation in accordance with ASX Listing Rule 7.22.1 (**Consolidation**). The Consolidation is required to ensure the capital of the Company is appropriate for the Company to re-comply with the requirements of Chapters 1 and 2 of the ASX Listing Rules.

Section 254H of the Corporations Act provides that a company may, by a resolution passed in a general meeting of shareholders, convert all or any of its shares into a larger or smaller number of shares.

If this Resolution is passed, the total number of Shares and Options on issue will be reduced in accordance with the table set out in Section 1.9. Further, the exercise price of the Options on issue as at the time the Consolidation becomes effective will increased by a multiple of 8.

As from the effective date of this Resolution (being the date on which the Company advises the ASX that this Resolution has been approved by Shareholders, assuming it is approved), all holding statements for Shares and Options will cease to have any effect, except as evidence of entitlement to a certain number of post-Consolidation Shares and Options. After the Consolidation becomes effective, the Company will arrange for new holding statements to be issued to Shareholders and Optionholders.

3.2 Fractional entitlements and taxation

Not all Shareholders and Optionholders will hold that number of Shares and Options which can be evenly divided by 8. Where a fractional entitlement occurs, the Company will round that fraction up to the nearest whole Share or Option.

It is not considered that any taxation consequences will exist for Shareholders or Optionholders arising from the Consolidation. However, Shareholders and Optionholders are advised to seek their own tax advice on the effect of the Consolidation. Neither the Company nor any member of the Board (or the Company's advisers) accepts any responsibility for the individual taxation consequences arising from the Consolidation.

4. RESOLUTION 3 – CHANGE OF COMPANY NAME

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

Resolution 3 seeks the approval of Shareholders for the Company to change its name to Voyager Global Group Ltd. The Board proposes this change of name on the basis that it more accurately reflects the proposed operations of the Company upon the successful completion of the Acquisition.

If this Resolution is passed the change of name will take effect from the date of the Meeting and when ASIC alters the details of the Company's registration.

The proposed name has been reserved by the Company and if this Resolution is passed, the Company will lodge a copy of the special resolution with ASIC on successful completion of the Acquisition in order to effect the change.

5. RESOLUTIONS 4, 5 AND 6 – ISSUES OF SECURITIES

5.1 General

These Resolutions seek Shareholder approval for the issue of:

- (a) up to 35,000,000 Shares under the Prospectus (**Prospectus Shares**) (Resolution 4);
- (b) up to 62,283,457 Shares to Voyager shareholders as consideration under the Acquisition (**Consideration Shares**) (Resolution 5); and
- (c) up to 17,437,519 options to the Offshore Funds as part of the Commercial Arrangements, exercisable at \$0.20 on the date four (4) years from their issue date (Resolution 6) (**Fund Options**),

(together the **Transaction Securities**).

In each case the number of securities is on a post-Consolidation basis.

It is a condition precedent of the Acquisition that the Company issue the Prospectus and the Consideration Shares. The issue of the Fund Options is a condition subsequent to the Transaction.

Further details in relation to the Acquisition are set out in Section 1 of this Notice of Meeting. Details of the effect of the Acquisition on the capital structure of the Company are set out at Section 1.9.

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

The effect of these Resolutions will be to allow the Directors to issue the Transaction Securities under the Acquisition during the period of 3 months after the General Meeting (or a longer period, if allowed by ASX), without using the Company's annual 15% placement capacity.

5.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Transaction Securities:

- (a) the maximum number of:
 - (i) Prospectus Shares to be issued is 35,000,000;
 - (ii) Consideration Shares is 62,283,457; and
 - (iii) Fund Options is 17,437,519;
- (b) all of the Transaction Securities will be issued no later than 3 months 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) and it is intended that issue will occur progressively. The Company has applied for a waiver to allow it to issue the Fund Options no later than 13 months from the date of Shareholder approval and will update Shareholders by way of a clarifying announcement should the waiver be granted;
- (c) the issue price of the Transaction Securities will be as follows:
 - (i) Prospectus Shares: \$0.20 per Share on a post-Consolidation basis;
 - (ii) Consideration Shares: will be issued for nil consideration in satisfaction of the acquisition of Voyager;
 - (iii) Fund Options: will be issued for nil consideration in relation to Commercial Arrangements entered into with the Offshore Funds. The Offshore Funds will all be highly credible groups with large industry profiles and have an official investment-grade rating from industry ratings group Morningstar or other similar groups;
- (d) the Transaction Securities will be issued to the following parties:
 - (i) Prospectus Shares: to investors who subscribe for the Shares under the Prospectus. None of these subscribers will be related parties of the Company other than Messrs Chapman, Corps and Roper for which Shareholder approval is being sought pursuant to Resolutions 7, 8 and 9;
 - (ii) Consideration Shares: will be issued to the shareholders of Voyager, none of whom are related parties of the Company; and
 - (iii) Fund Options: will be issued to the Offshore Funds, none of which are related parties of the Company;

- (e) the Transaction Securities will be issued on the following terms:
- (i) Prospectus Shares and Consideration Shares: will be fully paid ordinary shares in the capital of the Company and will, upon issue, rank equally with all other Shares then on issue; and
 - (ii) Fund Options: will be issued on the terms and conditions set out in Schedule 2;
- (f) no funds will be raised from the Consideration Shares or the Fund Options as they are being issued in consideration for the Acquisition and as part of the Commercial Arrangements;
- (g) the Company intends to use the funds raised from the Prospectus Shares (together with its existing cash holdings of \$886,000) as follows:

Use of Funds	Minimum Subscription (\$3,000,000)	Full Subscription (\$7,000,000)
Marketing Expenses	500,000	700,000
Advertising & PR	-	2,930,000
Corporate Staff	796,000	996,000
Corporate Overheads	340,000	440,000
Legal Expenses (Prospectus)	70,000	70,000
Legal Expenses (Ongoing)	220,000	220,000
Fund Administration	160,000	160,000
Expenses of the Capital Raising and Prospectus	210,000	450,000
General Working Capital	704,000	1,034,000
TOTAL	3,000,000	7,000,000

Notes:

1. The above table is a statement of current intentions as of the date of this Notice of Meeting. As with any budget, intervening events and new circumstances have the potential to affect the ultimate way funds will be applied. The Board reserves the right to alter the way funds are applied on this basis.

Full and further details on the use of funds will be set out in the Prospectus.

6. RESOLUTIONS 7, 8 AND 9 PARTICIPATION OF ANDREW CHAPMAN, ROD CORPS AND GARY ROPER IN THE PROSPECTUS

6.1 General

Pursuant to Resolution 4 the Company is seeking Shareholder approval for the issue of the Prospectus Shares.

Andrew Chapman, Rod Corps and Gary Roper wish to participate in the issue of the Prospectus Shares (**Participating Directors**).

Resolutions 7, 8 and 9 seek Shareholder approval for the in the issue of up to:

- (a) 250,000 Shares to Mr Chapman (or his nominee);
- (b) 250,000 Shares to Mr Corps (or his nominee); and
- (c) 250,000 Shares to Mr Roper or his nominee,

arising from their participation in the issue of the Prospectus Shares (**Participation**).

Shareholder approval is also being sought under section 195 of the Corporations Act which provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a "material personal interest" are being considered, except in certain circumstances or unless non-interested directors pass a resolution approving the interested director's participation.

However, section 195(4) relevantly provides that if there are not enough directors to form a quorum for a directors' meeting because of this restriction, one or more of the directors may call a general meeting and the general meeting may pass a resolution to deal with the matter. As all Directors have expressed their intention to participate in the issue of the Prospectus Shares, the Directors have exercised their right under section 195(4) of the Corporations Act to put the issue to Shareholders to resolve.

6.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

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

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

The Participation will result in the issue of Shares which constitutes giving a financial benefit and Messrs Chapman, Corps and Roper are related parties of the Company by virtue of being Directors.

It is the view of the Directors that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required as the Participation falls under the arms' length exception in section 210 of the Corporations Act as the Participation will be

on the same terms as those offered to other un-related investors and accordingly Shareholder approval is only being sought under Listing Rule 10.11.

The Directors unanimously recommend that Shareholders vote in favour of these Resolutions save that in relation to:

- (c) Resolution 7, Mr Chapman makes no recommendation as he has a material personal interest in the matter;
- (d) Resolution 8, Mr Corps makes no recommendation as he has a material personal interest in the matter; and
- (e) Resolution 9, Mr Roper makes no recommendation as he has a material personal interest in the matter.

6.3 ASX Listing Rule 10.11

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

As the Placement involves the issue of Shares to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

6.4 Technical Information required by ASX Listing Rule 10.13

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

- (a) the Shares will be issued to the Participating Directors (or their nominee(s));
- (b) the maximum number of Shares to be issued is 250,000 to each Director for a total of 750,000;
- (c) the Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur progressively. The Company has applied for a waiver to allow it to issue the Shares no later than 3 months from the date of the Shareholder approval and will update Shareholders by way of a clarifying announcement should the waiver be granted;
- (d) the issue price will be \$0.20 per Share, being the same as all other Shares issued under the Capital Raising;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) the funds raised will be used for the same purposes as all other funds raised under the Capital Raising as set out in section 5.2 of this Explanatory Statement.

Approval pursuant to ASX Listing Rule 7.1 is not required for the Participation as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Shares to the Participating Directors (or their nominee) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

7. RESOLUTION 10 – RATIFICATION OF PRIOR PLACEMENT OF SHARES

On 23 April 2014, the Company issued 11,168,000 Shares at an issue price of \$0.0125 per Share to raise \$139,600.

This Resolution seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Ratification**).

A summary of ASX Listing Rule 7.1 is set out in section 5.1 above.

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

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

7.1 Technical information required by ASX Listing Rule 7.4

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

- (a) 11,168,000 Shares were issued;
- (b) the issue price was \$0.0125 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to investors and debt holders of the Company. None of these subscribers are related parties of the Company; and
- (e) the funds raised from this issue were used for the review of new projects and transactions as well as to continue the review of Sprint's current projects and for working capital requirements.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Chair means the chair of the Meeting.

Commercial Arrangements means a significant binding non-equity, non-debt funding contribution made by an Offshore Fund over a 3 year period towards advertising and marketing expenditure subject to certain terms and conditions.

Company means Sprint Energy Limited (ACN 119 749 647).

Consideration Shares means as defined in section 5.1(a) of this Notice.

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.

Fund Options means as defined in clause 5.1(c) of this Notice.

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

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

Offshore Funds means as defined in clause 1.1 of this Notice.

Option means an option to acquire a Share.

Prospectus means the prospectus to issue 35,000,000 Shares at the price of \$0.20.

Prospectus Shares means the Shares issued under the Prospectus

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 registered holder of a Share.

Transaction Resolutions means Resolutions 1 to 6 of this Notice.

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

SCHEDULE 1 – PRO FORMA BALANCE SHEET

Pro Forma Balance Sheet for Sprint Energy Ltd			\$3M CAPITAL RAISE	
ASSETS	June 30 2014	Adjustments ¹	Pro Forma post transaction June 30 2014	
Current Assets				
Cash & Bank Balances	\$ 956,346	\$ 2,790,000	\$	3,746,346
Trade & Other Receivables	\$ 89,516		\$	89,516
TOTAL CURRENT ASSETS	\$ 1,045,862		\$	3,835,862
Non-current Assets				
Property, Plant & Equipment	\$ 53,154		\$	53,154
TOTAL NON-CURRENT LIABILITIES	\$ 53,154		\$	53,154
TOTAL ASSETS	\$ 1,099,016		\$	3,889,016
LIABILITIES				
Current Liabilities				
Trade & Other Payables	\$ 234,311		\$	234,311
Borrowings	\$ 50,433		\$	50,433
TOTAL CURRENT LIABILITIES	\$ 284,744		\$	284,744
TOTAL LIABILITIES	\$ 284,744		\$	284,744
NET ASSETS	\$ 814,272		\$	3,604,272
EQUITY				
Capital and Reserves				
Issued Capital	\$ 72,127,554	\$ 2,790,000	\$	74,917,554
Reserves	\$ 148,000		\$	148,000
Accumulated Losses	-\$ 71,461,282		-\$	71,461,282
TOTAL EQUITY	\$ 814,272		\$	3,604,272

¹ Funds received less commission and corporate advisory fees for the transaction

Pro Forma Balance Sheet for Sprint Energy Ltd			\$7M CAPITAL RAISE	
ASSETS	June 30 2014	Adjustments ¹	Pro Forma post transaction June 30 2014	
Current Assets				
Cash & Bank Balances	\$ 956,346	\$ 6,550,000	\$	7,506,346
Trade & Other Receivables	\$ 89,516		\$	89,516
TOTAL CURRENT ASSETS	\$ 1,045,862		\$	7,595,862
Non-current Assets				
Property, Plant & Equipment	\$ 53,154		\$	53,154
TOTAL NON-CURRENT LIABILITIES	\$ 53,154		\$	53,154
TOTAL ASSETS	\$ 1,099,016		\$	7,649,016
LIABILITIES				
Current Liabilities				
Trade & Other Payables	\$ 234,311		\$	234,311
Borrowings	\$ 50,433		\$	50,433
TOTAL CURRENT LIABILITIES	\$ 284,744		\$	284,744
TOTAL LIABILITIES	\$ 284,744		\$	284,744
NET ASSETS	\$ 814,272		\$	7,364,272
EQUITY				
Capital and Reserves				
Issued Capital	\$ 72,127,554	\$ 6,550,000	\$	78,677,554
Reserves	\$ 148,000		\$	148,000
Accumulated Losses	-\$ 71,461,282		-\$	71,461,282
TOTAL EQUITY	\$ 814,272		\$	7,364,272

¹ Funds received less commission and corporate advisory fees for the transaction

SCHEDULE 2 – TERMS OF OPTIONS ISSUED TO OFFSHORE FUNDS

(a) Entitlement

Subject to paragraph (l), each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) Exercise Price

Subject to paragraphs (i) and (k), the amount payable upon exercise of each Option will be \$0.20 (**Exercise Price**).

(c) Expiry Date

Each Option will expire at 5:00 pm (WST) on the date 4 years from their issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Notice of Exercise

The Options may be exercised on the Exercise Date by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(e) Exercise Period

The Options are only exercisable on the Expiry Date and a Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(f) Timing of issue of Shares on exercise

Within 15 Business Days after the later of the following:

- (i) the Exercise Date; and
- (ii) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

but in any case no later than 20 Business Days after the Exercise Date, the Company will:

- (iii) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (iv) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

- (v) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (f)(iv) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(g) Shares issued on exercise

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

(h) Quotation of Shares issued on exercise

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

(i) Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) Adjustment for rights issue

In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to Shareholders after the date of issue of the Options, the Exercise Price may be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.

(l) 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):

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

(a) Unquoted

The Company will not apply for quotation of the Options on ASX.

(m) Transferability

The Options are only transferable subject to approval by the Company Board and any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

APPOINTMENT OF PROXY FORM

SPRINT ENERGY LIMITED
ACN 119 749 647

GENERAL MEETING

I/We

of:

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

Name:

OR: ☐ the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 10am on Wednesday 8 October 2014 at Level 1, 981 Wellington Street, West Perth WA 6005 and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Voting on business of the Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Change to Nature and Scale of Activities	☐	☐	☐
Resolution 2	Consolidation of Capital	☐	☐	☐
Resolution 3	Change of Company Name	☐	☐	☐
Resolution 4	Issue of Securities Under Prospectus	☐	☐	☐
Resolution 5	Issue of consideration shares	☐	☐	☐
Resolution 6	Issue of Options to Offshore Funds	☐	☐	☐
Resolution 7	Participation of Mr Andrew Chapman in the Prospectus	☐	☐	☐
Resolution 8	Participation of Mr Rod Corps in the Prospectus	☐	☐	☐
Resolution 9	Participation of Mr Gary Roper in the Prospectus	☐	☐	☐
Resolution 10	Ratification of Prior Issue of Shares	☐	☐	☐

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

Important for Resolutions 1, 4 - 10

If you have not directed your proxy how to vote as your proxy in respect of Resolutions 1, 4 - 10 and the Chair is, or may by default be, appointed your proxy, you must mark the box below.

☐ I/we direct the Chair to vote in accordance with his/her voting intentions (as set out above) on Resolutions 1, 4 - 10 (except where I/we have indicated a different voting intention above) and acknowledge that the Chair may exercise my/our proxy even if the Chair has an interest in the outcome of Resolutions 1, 4 - 10 and that votes cast by the Chair for Resolutions 1, 4 - 10, other than as proxy holder, will be disregarded because of that interest

If the Chair is, or may by default be, appointed your proxy and you do not mark this box and you have not directed the Chair how to vote, the Chair will not cast your votes on Resolutions 1, 4 - 10 and your votes will not be counted in calculating the required majority if a poll is called on Resolutions 1, 4 - 10.

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

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: _____

Contact name: _____

Contact ph (daytime): _____

E-mail address: _____

Consent for contact by e-mail: YES ☐ NO ☐

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
 - **(Individual):** Where the holding is in one name, the Shareholder must sign.
 - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Sprint Energy Limited, Level 1, 981 Wellington Street, West Perth WA 6005; or
 - (b) facsimile to the Company on facsimile number +61 8 9321 3102so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.