

19 September 2014

The Company Announcement Officer
ASX Ltd
via electronic lodgement

2014 ANNUAL GENERAL MEETING

Strike Energy Limited (ASX:STX) ("Company" or "Strike") is pleased to advise shareholders that the Annual General Meeting (AGM) of the Company will be held on Thursday 30 October 2014 commencing at 2.00pm (EST).

For the information of shareholders, a copy of the Notice of Meeting and a sample proxy form is attached.

Yours faithfully

A handwritten signature in black ink, appearing to read "S McGuinness".

SEAN MCGUINNESS
Chief Financial Officer & Company Secretary



Strike Energy Limited
(ACN 078 012 745)

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

This Notice of Meeting and Explanatory Memorandum should be read in its entirety.
If you are in doubt as to how to vote, you should seek advice from your accountant, solicitor or other professional adviser without delay.

Annual General Meeting to be held at the offices of Allens, Level 28, Deutsche Bank Place, 126 Phillip Street, Sydney, New South Wales on Thursday, 30 October 2014 commencing at 2.00 pm (Sydney time)

Strike Energy Limited
120 B Underwood Street
Paddington
New South Wales

Phone: +61 2 93971420
Facsimile: +61 2 93971430
Email: strike@strikeenergy.com.au

**NOTICE OF ANNUAL GENERAL MEETING
STRIKE ENERGY LIMITED
ABN 59 078 012 745**

NOTICE IS GIVEN that the annual general meeting (**Meeting** or **Annual General Meeting**) of the members of Strike Energy Limited (**Company**) will be held at the offices of Allens, Level 28, Deutsche Bank Place, 126 Phillip Street, Sydney, New South Wales on Thursday, 30 October 2014 commencing at 2.00 pm (Sydney time).

Business

Financial Report, Directors' Report and Auditor's Report

To receive and consider the Financial Report of the Company, together with the Directors' Report and the Auditor's Report, for the year ended 30 June 2014 as set out in the Annual Report.

Resolution 1 – To adopt the Remuneration Report

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

"To adopt the Remuneration Report for the year ended 30 June 2014."

Note: In accordance with section 250R of the Corporations Act, the vote on Resolution 1 will be advisory only and will not bind the Directors or the Company.

Voting exclusion:

In accordance with section 250R of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by, or on behalf of, a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member. However, a vote may be cast by any such person if:

- (a) the person is acting as proxy and the proxy form specifies how the proxy is to vote, and the vote is not cast on behalf of a person who is otherwise excluded from voting on Resolution 1 as described above; or
- (b) the person is the Chairman of the Meeting voting an undirected proxy which expressly authorises the Chairman to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

The Chairman intends to vote all undirected proxies in favour of Resolution 1.

Resolution 2 – To elect Ms Jody Rowe as a Director

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

"That Ms Jody Rowe, who was appointed to fill a casual vacancy in accordance with clause 13.5 of the Company's constitution and, being eligible, offers herself for election, be elected as a Director of the Company."

Resolution 3 – To elect Mr Brendan Ostwald as a Director

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

"That Mr Brendan Ostwald, who was appointed to fill a casual vacancy in accordance with clause 13.5 of the Company's constitution and, being eligible, offers himself for election, be elected as a Director of the Company."

Resolution 4 – Issue of securities under the Employee Share Incentive Plan

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 7.2, Exception 9(b) and for all other purposes, the Company approve the Employee Share Incentive Plan ("ESP"), the terms and conditions of which are summarised in the Explanatory Memorandum, and the issue of Options and Performance Rights (and Shares upon their exercise) under the ESP."

Voting exclusion:

The Company will disregard any vote cast on Resolution 4 by any Executive Director of the Company or any of their respective associates.

However, the Company need not disregard a vote if:

- (a) it is cast by a person acting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the Chairman of 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.

Further, a member of Key Management Personnel and their Closely Related Parties must not vote (and the Company will disregard any such votes) as a proxy on Resolution 4 if the appointment does not specify how the proxy is to vote, unless the proxy is the Chairman of the Meeting and the appointment expressly authorises the Chairman to exercise the proxy even if Resolution 4 is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

The Chairman intends to vote all undirected proxies in favour of Resolution 4.

Resolution 5 – Issue of Performance Rights to or for the benefit of the Managing Director – Mr David Wrench

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 section 208 of the Corporations Act 2001 (Cth) and ASX Listing Rule 10.14 and for all other purposes, the Company approves of the issue, and authorises the Directors of the Company to issue, to or for the benefit of Mr David Wrench 11,000,000 Performance Rights (under the Company's Employee Share Incentive Plan) for nil consideration to subscribe for 11,000,000 fully paid ordinary shares in the capital of the Company for nil consideration subject to the satisfaction of certain exercise conditions, as described in and otherwise on the terms outlined in the attached Explanatory Memorandum."

Voting exclusion:

The Company will disregard any vote cast on Resolution 5 by any Executive Director of the Company or any of their respective associates.

However, the Company need not disregard a vote if:

- (a) it is cast by a person acting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the Chairman of 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.

Further, a member of Key Management Personnel and their Closely Related Parties must not vote (and the Company will disregard any such votes) as a proxy on Resolution 5 if the appointment does not specify how the proxy is to vote, unless the proxy is the Chairman of the Meeting and the appointment expressly authorises the Chairman to exercise the proxy even if Resolution 5 is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

The Chairman intends to vote all undirected proxies in favour of Resolution 5.

Resolution 6 – Issue of Performance Rights to or for the benefit of the Executive Director Commercial – Mr David Baker

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 section 208 of the Corporations Act 2001 (Cth) and ASX Listing Rule 10.14 and for all other purposes, the Company approves of the issue, and authorises the Directors of the Company to issue, to or for the benefit of Mr David Baker, 5,500,000 Performance Rights (under the Company's Employee Share Incentive Plan) for nil consideration to subscribe for 5,500,000 fully paid ordinary shares in the capital of the Company for nil consideration subject to the satisfaction of certain exercise conditions, as described in and otherwise on the terms outlined in the attached Explanatory Memorandum."

Voting exclusion:

The Company will disregard any vote cast on Resolution 6 by any Executive Director of the Company or any of their respective associates.

However, the Company need not disregard a vote if:

- (a) it is cast by a person acting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the Chairman of 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.

Further, a member of Key Management Personnel and their Closely Related Parties must not vote (and the Company will disregard any such votes) as a proxy on Resolution 6 if the appointment does not specify how the proxy is to vote, unless the proxy is the Chairman of the Meeting and the appointment expressly authorises the Chairman to exercise the proxy even if Resolution 6 is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

The Chairman intends to vote all undirected proxies in favour of Resolution 6.

By order of the Board



Sean McGuinness
Company Secretary
Strike Energy Limited
19 September 2014

IMPORTANT NOTES FOR SHAREHOLDERS

These notes and the Explanatory Memorandum form part of the Notice of Meeting.

Explanatory Memorandum

The attached Explanatory Memorandum forms part of the Notice of Meeting and should be read in conjunction with it. Section 9 of the Explanatory Memorandum contains definitions of capitalised terms used in this Notice of Meeting and the Explanatory Memorandum.

Required majorities

All of the Resolutions are **ordinary resolutions**. An ordinary resolution requires a simple majority of votes cast by Shareholders present (in person, by proxy or representative) and entitled to vote on the Resolution.

How to vote

You may vote by attending the Meeting in person or by proxy, attorney or authorised representative. If voting in person you must attend the Meeting on the date and at the place set out in the Notice of Meeting.

Proxies

A Shareholder who is entitled to attend and vote at the Meeting has the right to appoint a proxy to attend and vote for them. The proxy may be, but need not be, a Shareholder and can be an individual or body corporate. Shareholders holding two or more Shares can appoint either one or two proxies. If two proxies are appointed, the appointing Shareholder can specify what proportion of their votes they want each proxy to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion, each proxy may exercise half of the votes.

To vote by proxy, please complete and return the proxy form enclosed with this Notice of Meeting as soon as possible and either:

- (a) send the proxy form by fax to the Company's share registry, Boardroom Pty Limited on 1300 737 760 (from within Australia) or +61 2 9290 9655 (from outside Australia); or
- (b) deliver or post the proxy form to the Company's Sydney office at 120B Underwood Street Paddington, New South Wales, 2021 or the Company's share registry, Boardroom Pty Limited, at GPO Box 3993 Sydney, New South Wales, Australia 2001.

To be effective, a completed proxy form must be received **by no later than 2.00.pm (Sydney time) on Tuesday, 28 October, 2014**, being not less than 48 hours prior to the commencement of the Meeting. Proxy forms received later than this time will be invalid.

Where the proxy form is executed under power of attorney, the power of attorney (or a certified copy of the authority) must be lodged in the same way as the proxy form.

Corporate representatives

A body corporate may appoint an individual as its representative to attend and vote at the Meeting and exercise any other powers the body corporate can exercise at the Meeting. The appointment, which must comply with section 250D of the Corporations Act, may be a standing one. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Voting entitlements

The Directors have determined that, for the purpose of voting at the Meeting, Shareholders are those persons who are the registered holders of Shares at 7.00 pm (Sydney time) on **Tuesday, 28 October 2014**.

EXPLANATORY MEMORANDUM

1. Introduction**1.1 Purpose**

This Explanatory Memorandum has been prepared for the information of Shareholders in relation to the business to be conducted at the Annual General Meeting.

This Explanatory Memorandum should be read in full and in conjunction with the Notice of Meeting. Capitalised terms in this Explanatory Memorandum are defined in the Glossary in Section 8 of this Explanatory Memorandum. You should consult with your professional advisers if you have any questions in relation to how to vote on the Resolutions.

1.2 Resolutions and recommendations

There are 6 Resolutions to be considered at the Meeting.

Certain voting exclusions are imposed by the Corporations Act and ASX Listing Rules in relation to the Resolutions as detailed in the attached Notice of Meeting.

2. Financial Report, Directors' Report and Auditor's Report

The Corporations Act requires the Company to lay before the Annual General Meeting the Financial Report, Directors' Report (including the Remuneration Report) and the Auditor's Report for the financial year ended 30 June 2014.

No resolution is required for this item, but Shareholders will be provided with a reasonable opportunity to ask questions or make comments in relation to these reports. The Company's auditor will also be present at the meeting and Shareholders will be given the opportunity to ask the auditor 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 addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- the preparation and the content of the Auditor's Report;
- the conduct of the audit;
- accounting policies by the company in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

3. Resolution 1 – To adopt the Remuneration Report**Background**

A resolution for adoption of the Remuneration Report is required to be considered and voted on in accordance with the Corporations Act. The Remuneration Report forms part of the Directors' Report included in the 2014 Annual Report. The Remuneration Report:

- explains the Board's policy for determining the nature and amount of remuneration of executive Directors and senior management 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 most highly remunerated senior management of the Company; and
- details and explains any performance conditions applicable to the remuneration of executive Directors and senior management of the Company.

Section 250R(3) of the Corporations Act provides that Resolution 1 is advisory only and does not bind the Directors of the Company or itself. A failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report.

However, under sections 250U and 250V of the Corporations Act, Shareholders are given the opportunity to remove and replace the Board if the Remuneration Report receives a “no” vote of 25% or more at two consecutive annual general meetings (**Two Strikes Rule**).

Under the Two Strikes Rule, where a resolution on the Remuneration Report receives a “no” vote of 25% or more at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the Managing Director) will cease to hold office, but be eligible for election, and an election of Directors will take place.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting. The vote on the adoption of the Remuneration Report resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 1 by marking either "For", "Against" or "Abstain" on the Proxy Form. The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the proxy form, the Shareholder is deemed to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention, even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

The Board of Directors unanimously recommends that Shareholders vote in favour of Resolution 1.

4. Resolution 2 –To elect Ms Jody Rowe

Ms Rowe was appointed to the Board as a Director on 30 June 2014. In accordance with clause 13.5 of the Company's Constitution, the Board can appoint a person to be a Director, either to fill a casual vacancy or in addition to the existing Directors. However, any Director so appointed by the Board holds office until the next general meeting of the Company. Accordingly, Ms Rowe is required to retire at the Annual General Meeting, and being eligible, offers herself for election as a Director.

Ms Rowe holds a Diploma of Business – Accounting (Adelaide Institute), a Diploma of Frontline Management (Curtin University) and is a Member of the Institute of Company Directors.

Ms Rowe is a contracts and procurement specialist with over 20 years in the oil & gas sectors. Having held a number of senior management positions with organisations such as QGC, QGCLNG, Santos and Rio Tinto, Ms Rowe recently established roweSMG a boutique advisory practice that advises clients on strategies to realise value from emerging and developing resource projects. During her career, Ms Rowe has been involved in the management of a number of large scale contracts and procurement and construction projects.

The Directors (other than Ms Rowe) unanimously recommend that Shareholders vote to approve Resolution 2. Ms Rowe makes no recommendation because she has an interest in the outcome of Resolution 2.

The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolution 2.

5. Resolution 3 – To elect Mr Brendan Ostwald

Mr Ostwald was appointed to the Board as a Director on 30 June 2014. In accordance with clause 13.5 of the Company's Constitution, the Board can appoint a person to be a Director, either to fill a casual vacancy or in addition to the existing Directors. However, any Director so appointed by the Board holds office until the next annual general meeting of the Company. Accordingly, Mr Ostwald is required to retire at the Meeting, and being eligible, offers himself for election as a Director.

Mr Ostwald is a Member of the Australian Institute of Company Directors.

Mr Ostwald is the founder and Chief Executive Officer of Ostwald Bros. a diversified, market-leading construction and mining services company employing over 1,200 people nationally. Mr Ostwald has over 20 years' experience in the management of remote infrastructure developments with a particular focus on Australian on-shore oil & gas and coal projects.

The Directors (other than Mr Ostwald) unanimously recommend that Shareholders vote in favour of Resolution 3. Mr Ostwald makes no recommendation because he has an interest in the outcome of Resolution 3.

The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolution 3.

6. Resolution 4 – Issue of securities under the Employee Share Incentive Plan

6.1 Background

Resolution 4 seeks the approval of Shareholders for the Company's Employee Share Incentive Plan (the **ESP**) and for the issue of Options and Performance Rights (collectively known as **Incentive Securities**) (and the issue of Shares upon their exercise) under the ESP. The difference between an Option and a Performance Right is that an Option confers a conditional right to subscribe for a Share at a certain exercise price, whereas a Performance Right confers a conditional right to subscribe for a Share for nil consideration.

The objective of the ESP is to encourage key employees and officers to remain with the Company and to reward them for superior performance by the Company which benefits all Shareholders.

The ESP was last approved by Shareholders at the Company's 2010 Annual General Meeting on 17 November 2010. It was revised and re-approved by the Board in May 2014 to cover the issue of Performance Rights in addition to Options.

ASX Listing Rule 7.1 restricts the number of equity securities (including ordinary shares and options or performance rights to acquire ordinary shares) that a listed company may issue or agree to issue in any 12 month period, without the approval of shareholders, to 15% of the ordinary shares on issue at the start of the period, subject to certain adjustments and permitted exceptions. An exception to ASX Listing Rule 7.1 is set out in ASX Listing Rule 7.2 (Exception 9(b)) which provides that issues of equity securities under an employee incentive plan (such as the ESP) are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the plan as an exception to ASX Listing Rule 7.1.

Since the ESP was last approved by Shareholders on 17 November 2010, 16,200,000 Options and 1,700,000 Performance Rights have been issued under the ESP, of which none have been exercised (as at the date of this Notice of Meeting). The details of Options and Performance Rights on issue at the date of this Notice of Meeting are specified in section 7.5.

Any issue of Incentive Securities to a Director under the ESP would require separate Shareholder approval. Under current taxation laws, any taxation liability in relation to the Incentive Securities, or the Shares issued on the exercise of Incentive Securities will fall on the participants. The Company will not be liable to fringe benefits tax in relation to the Incentive Securities (or Shares issued upon the exercise of Incentive Securities) under the ESP.

A copy of the complete rules of the ESP is available upon request by contacting the Company Secretary, Mr Sean McGuinness, on (02) 9397 1420.

6.2 Summary of the ESP

Participants

Pursuant to the ESP, the Board may offer Incentive Securities to each person who is a director or an employee (whether full-time or part-time) of the Company or of an associated body corporate of the Company (each an **Eligible Person**).

In determining whether an Eligible Person is entitled to participate in the ESP and be offered Incentive Securities, the Board must consider (among other criteria): the seniority and position of the Eligible Person, the Eligible Person's period of service, the potential contribution of the Eligible Person to the growth of the Company, and any other matters which the Board considers relevant.

The Board has determined that non-executive Directors are not entitled to participate in the ESP.

Offers

Each offer of Incentive Securities must state (among other things):

- that the Eligible Person to whom the offer is addressed may accept the whole or any lesser number of Incentive Securities offered;
- the exercise conditions (if any) applicable to the Incentive Securities;
- the period or periods during which the Incentive Securities or any of them may be exercised, and their expiry date (which must not be 5 years after the issue date); and
- the exercise price for each Incentive Security (see below).

No consideration is payable by an Eligible Person for the grant of Incentive Securities, unless the Board decides otherwise.

An Eligible Person may nominate another person or entity to be the holder of Incentive Securities, but the Board has the absolute discretion not to permit that. An Eligible Person must ensure that each of their permitted nominees (if any) complies with the ESP.

Shares upon exercise

Each issued Incentive Security entitles the holder upon exercise to one Share (subject to the satisfaction or waiver of any exercise conditions), which will rank equally with all other Shares. The maximum number of Shares that may be issued upon the exercise of Incentive Securities under the ESP, and any other employee incentive plan in the previous 5 years, is (in general terms) 5% of the total number of Shares on issue at the time of the offer of the Incentive Securities.

Exercise price

The exercise price of an Option shall be such a price as is determined by the Board when it resolves to offer the Option, provided that the exercise price shall not be less than the weighted average sale price on ASX of Shares during the five consecutive trading days prior to the date of the Board resolution.

Performance Rights have no exercise price.

Not transferable

Incentive Securities held by or for the benefit of an Eligible Person are not transferable, except in the case of death of the Eligible Person.

Quotation

Quotation of the Incentive Securities on the ASX will not be sought. However, the Company will apply to the ASX for official quotation of the Shares issued on the exercise of Incentive Securities.

Exercise conditions

An Incentive Security may only be exercised after any exercise conditions imposed by the Board on exercise are satisfied. The Board can reduce, waive or vary (provided such variation is not adverse to the holder) any exercise conditions at any time.

An Incentive Security will become immediately exercisable:

- during a takeover Bid Period (as defined in the Corporations Act); or
- within 30 days after a Change of Control Event has occurred (defined to be "a shareholder, or a group of associated shareholders, becoming entitled to sufficient shares in the Company to give it or them the ability, in general meeting, to replace all or a majority of the Board or the Board determines that this has occurred"); or
- on an application under section 411 of the Corporations Act, within 30 days after a court orders a meeting to be held concerning a proposed compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company.

If an Incentive Security is not exercised within the period specified above, then the Incentive Security will lapse immediately.

Lapsing

An Incentive Security not validly exercised on or before its expiry date will automatically lapse.

Unless otherwise determined by the Board, an Incentive Security in respect of which any exercise conditions have yet to be satisfied will lapse in the following circumstances:

- the relevant Eligible Person ceases to be an Eligible Person (other than due to retirement, total and permanent disablement, redundancy or death), in which case the Incentive Security will automatically lapse; or
- the relevant Eligible Person ceases to be an Eligible Person due to retirement, total and permanent disablement, redundancy or death, in which case the Incentive Security will be exercisable within 3 months or such longer period as the Board determines, subject to the Board in its absolute discretion reducing, waiving or varying (provided such variation is not adverse to the holder) the exercise conditions so that the Incentive Securities may be exercised. After that 3 month or longer period, any unexercised Incentive Securities will automatically lapse.

Unless otherwise determined by the Board, an Incentive Security in respect of which any exercise conditions have been satisfied will lapse in the following circumstances:

- the holder ceases to be an Eligible Person (other than due to retirement, total and permanent disablement, redundancy or death), in which case the Incentive Security can be exercised within 3 months or such longer period as the Board determines. After that 3 month or longer period, any unexercised Incentive Securities will automatically lapse; or
- the holder ceases to be an Eligible Person due to retirement, total and permanent disablement, redundancy or death, in which case the Incentive Security can be exercised at any time prior to its expiry date.

Corporate actions

- (*New issues*) Incentive Security holders are not entitled to participate in any new issue of securities to existing holders of Shares. The Company must give Incentive Security holders prior notice of new issues before the applicable record date, in accordance with the ASX Listing Rules.
- (*Bonus issues*) If there is a bonus issue to the holders of Shares and an Incentive Security is not exercised before the record date for the bonus issue, the number of Shares over which an Incentive Security is exercisable will be increased by the number of Shares the Incentive Security holder would have received if the Incentive Security had been exercised before the record date for the bonus issue.

- (*Pro rata issues and reorganisations*) If there is a pro rata issue to the holders of Shares or a reorganisation of the capital of the Company, the exercise price of an Option or (if applicable) the rights of an Incentive Security holder will be changed to the extent necessary to comply with the ASX Listing Rules.

Amendments

The Board may, subject to the ASX Listing Rules, alter, delete or add to the rules of the ESP at any time. However, if any amendment would adversely affect the rights of ESP participants, the Board must obtain the consent of participants who between them hold not less than 75% of the total number of Incentive Securities issued and held under the ESP.

Recommendation

The Directors (other than Mr Wrench and Mr Baker) unanimously recommend that Shareholders vote in favour of Resolution 4. Mr Wrench and Mr Baker make no recommendation because each is entitled to participate in the ESP.

The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolution 4.

7. Resolutions 5 and 6 – Issue of Performance Rights to or for the benefit of the Managing Director (Mr David Wrench) and Executive Director Commercial (Mr David Baker)

7.1 Background

Performance Rights for Managing Director (Mr David Wrench)

Under Resolution 5, Shareholders' approval is sought to grant to or for the benefit of the Managing Director of the Company (Mr David Wrench) 11,000,000 Performance Rights (under the ESP) for nil consideration to subscribe for 11,000,000 Shares for nil consideration, subject to the exercise conditions of the Performance Rights having been satisfied as described below and as otherwise set out in accordance with the ESP.

The Performance Rights proposed to be offered to the Mr Wrench (per Resolution 5) are intended to incentivise him to work towards, and to reward him for, achieving increases in the Company's value as determined by the market price of Shares. For this reason, the vesting conditions are directly linked to the market price of Shares and are staggered over three price targets, of \$0.20, \$0.35 and \$0.50.

The Performance Rights have a vesting period of 4 years from the date of issue, as follows.

- 1/3 of the Performance Rights will vest (and therefore become exercisable) on the Company's closing share price being greater than \$0.20 on any 5 consecutive days during the vesting period (market-based condition), conditional on Mr Wrench continuing to be employed by the Company or continuing to provide services to the Company via a consultancy or services agreement (non market-based condition).
- 1/3 of the Performance Rights will vest (and therefore become exercisable) on the Company's closing share price being greater than \$0.35 on any 5 consecutive days during the vesting period (market-based condition), conditional on Mr Wrench continuing to be employed by the Company or continuing to provide services to the Company via a consultancy or services agreement (non market-based condition).
- 1/3 of the Performance Rights will vest (and therefore become exercisable) on the Company's closing share price being greater than \$0.50 on any 5 consecutive days during the vesting period (market-based condition), conditional on Mr Wrench continuing to be employed by the Company or continuing to provide services to the Company via a consultancy or services agreement (non market-based condition).

All unvested and unexercised Performance Rights will automatically expire at the end of 4 years after their issue date.

The Performance Rights are intended to cover the next 3 years of performance. Consequently, If the 11,000,000 Performance Rights are issued to or for the benefit of Mr Wrench, the Board does not intend to issue any further Incentive Securities to or for the benefit of Mr Wrench before the end of the 3rd year after the issue date of those Performance Rights.

The Directors (other than Mr Wrench) unanimously recommend that Shareholders vote in favour of Resolution 5. Mr Wrench makes no recommendation because he has an interest in the outcome of Resolution 5.

The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolution 5.

Mr Wrench did not vote on the proposed issue of Performance Rights to or for his benefit at the meeting of the Board which considered that matter.

Performance Rights for Executive Director Commercial (Mr David Baker)

Under Resolution 6, Shareholders' approval is sought to grant to or for the benefit of the Executive Director Commercial of the Company (Mr David Baker) 5,500,000 Performance Rights (under the ESP) for nil consideration to subscribe for 5,500,000 Shares for nil consideration, subject to the exercise conditions of the Performance Rights having been satisfied as described below and as otherwise set out in accordance with the ESP.

The Performance Rights proposed to be offered to the Mr Baker (per Resolution 6) are intended to incentivise him to work towards, and to reward him for, achieving increases in the Company's value as determined by the market price of Shares. For this reason, the vesting conditions are directly linked to the market price of Shares and are staggered over three price targets, of \$0.20, \$0.35 and \$0.50.

The Performance Rights have a vesting period of 4 years from the date of issue, as follows.

- 1/3 of the Performance Rights will vest (and therefore become exercisable) on the Company's closing share price being greater than \$0.20 on any 5 consecutive days during the vesting period (market-based condition), conditional on Mr Baker continuing to be employed by the Company or continuing to provide services to the Company via a consultancy or services agreement (non market-based condition).
- 1/3 of the Performance Rights will vest (and therefore become exercisable) on the Company's closing share price being greater than \$0.35 on any 5 consecutive days during the vesting period (market-based condition), conditional on Mr Baker continuing to be employed by the Company or continuing to provide services to the Company via a consultancy or services agreement (non market-based condition).
- 1/3 of the Performance Rights will vest (and therefore become exercisable) on the Company's closing share price being greater than \$0.50 on any 5 consecutive days during the vesting period (market-based condition), conditional on Mr Baker continuing to be employed by the Company or continuing to provide services to the Company via a consultancy or services agreement (non market-based condition).

All unvested and unexercised Performance Rights will automatically expire at the end of 4 years after their issue date.

The Performance Rights are intended to cover the next 3 years of performance. If the 5,500,000 Performance Rights are issued to or for the benefit of Mr Baker, the Board does not intend to issue any further Incentive Securities to or for the benefit of Mr Baker before the end of the 3rd year after the issue date of those Performance Rights.

The Directors (other than Mr Baker) unanimously recommend that Shareholders vote in favour of Resolution 6. Mr Baker makes no recommendation because he has an interest in the outcome of Resolution 6.

The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolution 6.

Mr Baker did not vote on the proposed issue of Performance Rights to or for his benefit at the meeting of the Board which considered that matter.

7.2 Chapter 2E of the Corporations Act

Under section 208 of the Corporations Act (which is part of Chapter 2E), 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 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.

Adoption of Resolutions 5 and/or 6 will result in the granting of a conditional right to subscribe for Shares for nil consideration to a Director. This constitutes the giving of a financial benefit to a related party as Directors are related parties of the Company. Although the grant of Performance Rights to each of Mr Wrench and Mr Baker might be said to fall within one of the exceptions in sections 210 to 217 (eg. reasonable remuneration of an officer or director), your Directors consider it prudent to seek Shareholder approval nonetheless under the Corporations Act.

7.3 ASX Listing Rules

ASX Listing Rule 10.11 states that a listed company must not issue, or agree to issue, equity securities (which include ordinary shares and options or performance rights to acquire ordinary shares) to a related party without the approval of ordinary shares, unless an exception in ASX Listing Rule 10.12 applies. Each of the Directors is a related party of the Company.

One of the exceptions to ASX Listing Rule 10.11 (being in Rule 10.12, Exception 4) is that the relevant equity securities are issued under an employee incentive scheme with ordinary shareholder approval under ASX Listing Rule 10.14. As noted above, it is intended that all of the Performance Rights will be issued to or for the benefit of Mr Wrench and Mr Baker pursuant to the ESP. Accordingly, the Company seeks Shareholder approval for and in relation to the Performance Rights under ASX Listing Rule 10.14.

In accordance with ASX Listing Rule 7.2, Exception 9(b), the Performance Rights (and Shares issued upon the exercise of the Performance Rights) will not be counted towards any future calculation of the Company's 15% limit under ASX Listing Rule 7.1 or, in circumstances where ASX Listing Rule 7.1A applies, of the Company's 10% limit under ASX Listing Rule 7.1A.

7.4 Information required by ASX Listing Rule 10.15A

Pursuant to and in accordance with ASX Listing Rule 10.15A, the following information is provided.

- (a) The persons to whom Performance Rights will be issued, and the number to be issued, are set out in section 7.1 above. Each of those persons may, subject to and in accordance with the ESP, nominate another person or entity (eg. an entity controlled by the person) as the holder of the Performance Rights.
- (b) The maximum number of Performance Rights that may be acquired by, or for the benefit of, Mr Wrench is 11,000,000 and Mr Baker is 5,500,000 (in each case). Each Performance Right

is exercisable into one Share. In each case the Shares will be issued only if the exercise conditions (as described earlier) are satisfied and the holder exercises the Performance Rights.

- (c) The price for each Performance Right which may be acquired by each of Mr Wrench and Mr Baker or their respective nominees is nil. The price for each Share to be issued upon the exercise of each Performance Right is also nil.
- (d) The names of all persons referred to in ASX Listing Rule 10.14 (being Directors of the Company, associates of any director of the Company and any person whose relationship with any such director or associate is, in ASX's opinion, such that shareholders' approval should be obtained) who received securities under the ESP since the last Shareholders' approval, the number of securities received and the acquisition price for each security are:
 - **Recipients of securities:** Mr David Wrench
 - **Number of securities received:** 10,000,000 Options at an exercise price of \$0.20 each (Issued – 21 November 2011)
 - **Acquisition price for each security:** Nil

For further details of these Option awards, reference can be made to the associated Appendix 3B and 3Y released to the ASX on 22 November 2011.

- (e) Each Director of the Company is an "Eligible Person" under the ESP and therefore potentially entitled to participate in the ESP. However, the Board has determined that non-executive Directors are not entitled to participate in the ESP.
- (f) Details of any securities issued under the ESP will be published in each of the Company's annual reports relating to the period in which the securities have been issued. The annual reports will state that Shareholders' approval for the issue of the securities was obtained under ASX Listing Rule 10.14.
- (g) Any additional person who becomes entitled to participate in the ESP after Resolution 5 and/or 6 is approved and who were not named in this Notice of Meeting will not participate under the ESP until a further Shareholders' approval is obtained under ASX Listing Rule 10.14.
- (h) The last date by which the Company will issue the Performance Rights to or for the benefit of Mr Wrench or Mr Baker is 12 months after the date of the Meeting.

7.5 Other information

The following additional disclosures are made for the purposes of Chapter 2E of the Corporations Act and for all other purposes.

(a) Nature of financial benefit

The proposed financial benefit to be given is the issue of Performance Rights (and the consequent issue of Shares upon the exercise of Performance Rights) to or for the benefit of Mr Wrench and Mr Baker for nil consideration.

(b) Valuation of Performance Rights

The Directors have had the fair value of the Performance Rights to be awarded valued on a preliminary basis using a Monte-Carlo simulation. The actual value of the Performance Rights will however be determined on a similar basis as at the actual date of the issue.

Under the terms of the Monte-Carlo a variety of outcomes are modelled.

These Monte-Carlo valuation simulation models use inputs including time to expiration, share price at the grant date, value of the underlying financial instrument, expected share volatility, and the risk free interest rate.

The assumptions underlying the Monte-Carlo simulation model used in calculating the preliminary value of the Performance Rights were as follows:

- Share price = \$0.115 per Share
- Expected life = 4 years
- Risk-free rate (r) = 2.85%
- Expected share volatility (q) (1) = 60%
- Dividend yield = 0%

* The volatility assumption is representative of the level of uncertainty expected in the movements of the Company's Share price over the life of the award.

Using this method of valuation the Company has determined a preliminary value per Performance Right for each of the tranches of the Performance Rights to be issued:

- Tranche 1 (\$0.20) – \$0.091 per Performance Right
- Tranche 2 (\$0.35) – \$0.065 per Performance Right
- Tranche 3 (\$0.50) – \$0.048 per Performance Right

The expected total financial benefit of the Performance Rights to be issued is as follows:

- \$748,000 for the Performance Rights to be issued to or for the benefit of Mr Wrench; and
- \$374,000 for the Performance Rights to be issued to or for the benefit of Mr Baker.

(c) **Effect of issue of Performance Rights**

As at the date of this Notice of Meeting, the Company has the following equity securities on issue. See the Company's Appendix 3B released on 29 May 2014 for further information.

Type of security	Number on issue
Shares	833,330,946
Options	14,200,000 (exercisable into 14,200,000 Shares)
Option (issued to Orica Investments Pty Limited)	1 (exercisable into a maximum of 20,833,333 Shares)
Performance Rights	1,700,000 (exercisable into 1,700,000 Shares)

If Resolutions 5 and 6 are approved and the Performance Rights are issued, the Company will also have on issue an additional 16,500,000 Performance Rights.

If any of the Performance Rights to be issued to or for the benefit of Mr Wrench and Mr Baker are exercised the effect would be to dilute the shareholding of existing Shareholders.

As at the date of this Notice of Meeting, on a fully diluted basis (i.e. assuming all of the existing options and Performance Rights on issue are exercised and no other securities are issued), the Company has an equivalent of a maximum of 870,064,279 Shares. The issue of 16,500,000 Shares upon the exercise of the Performance Rights to be issued to or for the benefit of Mr Wrench and Mr Baker would result in a dilution of approximately 1.86% (i.e. 16,500,000 Shares expressed as a percentage of the expanded Share capital of 886,564,279).

(d) **Individual security holdings**

The equity securities in the Company currently held directly and indirectly by Mr Wrench and Mr Baker as at the date of this Notice of Meeting are set out below.

Director	Shares	Number of Incentive Securities held as at date of this Notice of Meeting	Percentage of Share capital on a fully diluted basis as at date of this Notice of Meeting
Mr Wrench	1,536,919	10,000,000 Options Nil Performance Rights	1.33% (approx.)
Mr Baker	4,250,000	Nil	0.49% (approx.)

(e) **Other aspects of remuneration packages**

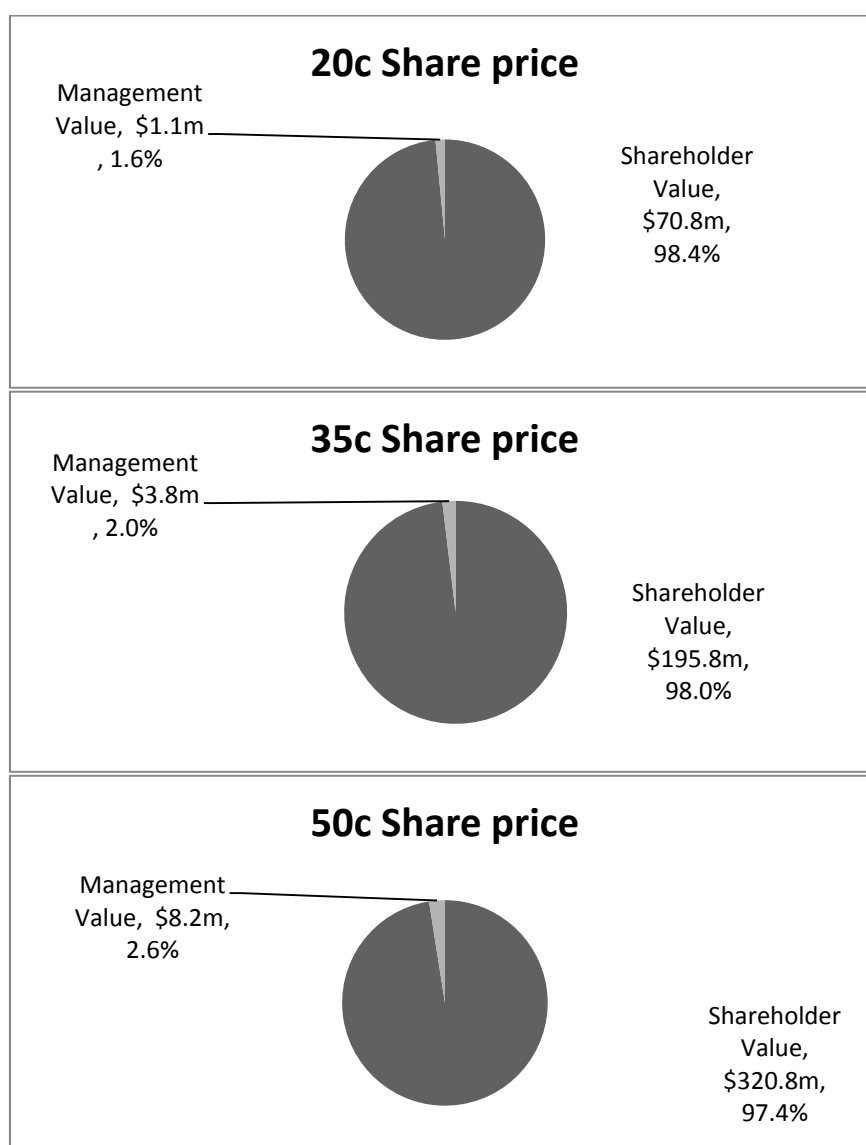
- **(Mr Wrench)** As announced to the ASX on 18 September 2014, the Company has entered into a new Executive Employment Agreement with Mr Wrench is entitled to total fixed remuneration of \$440,738 per annum (comprising base salary of \$402,500 and superannuation of \$38,238), subject to review from time to time. In addition, Mr Wrench is eligible to be considered for an annual incentive award of up to 100% of his total fixed remuneration at the Board's discretion, if the Board determines Mr Wrench has satisfied his key performance indicators, and subject to any required shareholder approvals. Any incentive awards will be governed by the rules of the Company's applicable short-term incentive program or long-term incentive program. The other key terms of the Executive Employment Agreement were set out in the ASX announcement.
- **(Mr Baker)** Mr Baker is entitled to an annual director's fee, which is currently \$45,600 (including superannuation). In addition, as announced to the ASX on 18 September 2014, the Company has entered into a Consultancy Agreement with a company controlled by Mr David Baker under which Mr Baker will provide services to the Company for A\$1,450 per day plus 10% GST and payable in each calendar month in which the services are provided. No fee is payable for services performed on weekends. The Consultancy Agreement, together with a standard-form Director's letter of appointment, formalises the arrangements under which Mr Baker will act as Executive Director – Commercial. The other key terms of the Consultancy Agreement were set out in the ASX announcement.

(f) **Rationale**

The Performance Rights proposed to be offered to the Executive Directors (per Resolutions 5 and 6) are intended to incentivise them to work towards, and to reward them for, achieving increases in the Company's value as determined by the market price of Shares. For this reason, the vesting conditions are directly linked to the market price of Shares (as described in section 7.1 above) and are staggered over three price targets, of \$0.20, \$0.35 and \$0.50. In setting the vesting conditions and the number of Performance Rights, the Board had regard to the proportion of the Shareholder value increase that might notionally accrue to the Executive Directors (in aggregate) if the vesting conditions are met and the Performance Rights exercised.

	Value increase to Shareholders*	Value of Performance Right awards exercised*
Tranche 1: \$0.20	\$70.8 million (or 74%)	\$1.1 million (being 1.6% of the value increase to Shareholders)
Tranche 2: \$0.35	\$195.8 million (or 204%)	\$3.8 million (being 2.0 % of the value increase to Shareholders)
Tranche 3: \$0.50	\$320.8 million (or 335%)	\$ 8.2 million (being 2.6 % of the value increase to Shareholders)

* The value increase is determined by comparing a Share price of \$0.115 (as at 4 September 2014) to the relevant target price in each tranche of Performance Rights, and multiplied by the number of securities presently on issue. The value increases are shown as increases on an absolute basis, without taking into account when during the 4 year vesting period the target prices might be achieved. There is no guarantee that all or any of the target prices will be achieved. The above analysis does not take into account the possible issuance of other securities or the exercise of existing options or Performance Rights already on issue. All percentage figures have been rounded up to the highest whole number or 1 decimal place (as applicable).



The Board considers it appropriate that Performance Rights be offered to Mr Baker in his capacity as a Director given that the exercisability of the Performance Rights are conditional upon Mr Baker continuing to provide services to the Company via the Consultancy Agreement described earlier.

(g) Effect on earnings and other

There will be an effect on the Company's earnings for the 4 year period subsequent to the issue of the Performance Rights in that the Company will likely recognise a share-based payment expense in the Company's profit and loss statement of approximately \$280,500 per annum. This amount is based on the Performance Rights amortising over the 4 year vesting term.

The opportunity costs, taxation consequences (such as fringe benefits tax) and benefits foregone by the Company is nil.

8. DEFINITIONS

Words used in the Notice of Meeting and this Explanatory Memorandum have the following meanings, unless otherwise indicated.

Annual Report	means the annual report for the Company for the year ended 30 June 2014.
Auditor's Report	means the auditor's report on the Financial Report.
Board or Directors	means the board of directors of the Company.
Chair or Chairman	means the person appointed to chair the Meeting convened by the Notice of Meeting.
Closely Related Party	of a member of the Key Management Personnel means a spouse or child of the member, or such other person described in the definition of "closely related party" in section 9 of the Corporations Act.
Company	means Strike Energy Limited ABN 59 078 012 745.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Directors' Report	means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company.
ESP	means the Company's Employee Share Incentive Plan.
Explanatory Memorandum	means this explanatory memorandum attached to the Notice of Meeting.
Financial Report	means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company.
Key Management Personnel	means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
Incentive Security	means an Option or Performance Right (as the case may be) issuable or issued under the ESP.
Meeting or Annual General Meeting	means the annual general meeting of Shareholders notified by the Notice of Meeting.
Notice of Meeting	means the Notice of Meeting incorporating this Explanatory Memorandum.
Option	means an option issued under the ESP to subscribe for a Share at a certain exercise price, subject to the satisfaction of any applicable exercise.
Performance Right	means an entitlement to subscribe for a Share for nil consideration, subject to the satisfaction of any applicable exercise conditions.
Remuneration Report	means the remuneration report of the Company contained in the Directors' Report.
Resolution	means a resolution contained in the Notice of Meeting.
Share	means a fully-paid ordinary share issued in the capital of the Company
Shareholder	means a registered holder of one or more Shares.



All Correspondence to:

✉ By Mail Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

📠 By Fax: +61 2 9290 9655

💻 Online: www.boardroomlimited.com.au

☎ By Phone: (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded before 2:00pm (Sydney Time) on Tuesday 28th October 2014.

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form must be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. Please indicate the office held by signing in the appropriate place.

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by 2:00pm (Sydney Time) on Tuesday, 28th October 2014. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- ✉ By Fax 1300 737 760 (from within Australia) or
+ 61 2 9290 9655 (from outside Australia)
- ✉ By Mail Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 In Person Boardroom Pty Limited
Level 7, 207 Kent Street,
Sydney NSW 2000 Australia
- Strike Energy Limited
120B Underwood Street,
Paddington NSW 2021 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.

PROXY FORM**STEP 1 APPOINT A PROXY**

I/We being a member/s of Strike Energy Limited (Company) and entitled to attend and vote hereby appoint:

☐

the Chair of the Meeting (mark box)

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the offices of Allens, Level 28, Deutsche Bank Place, 126 Phillip Street, Sydney NSW on Thursday 30th October 2014 at 2:00pm (Sydney Time) and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1, 4, 5 & 6. I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these resolutions even though each of Resolutions 1, 4, 5 & 6 is directly or indirectly connected with the remuneration of a member of key management personnel for Strike Energy Limited.

The Chair of the Meeting intends to vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	To adopt the Remuneration Report	☐	☐	☐
Resolution 2	To elect Ms Jody Rowe as a Director	☐	☐	☐
Resolution 3	To elect Mr Brendan Ostwald as a Director	☐	☐	☐
Resolution 4	Issue of securities under the Employee Share Incentive Plan	☐	☐	☐
Resolution 5	Issue of Performance Rights to or for the benefit of the Managing Director – Mr David Wrench	☐	☐	☐
Resolution 6	Issue of Performance Rights to or for the benefit of the Executive Director Commercial – Mr David Baker	☐	☐	☐

STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2014