

ASX Announcement



17 October 2017

The Company Announcement Officer ASX Ltd
via electronic lodgement

2017 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 16 November 2017 commencing at 11.00 am (Adelaide time).

For the information of shareholders, a copy of the Notice of Meeting is attached.

Yours faithfully

A handwritten signature in black ink, appearing to read "Justin Ferravant".

JUSTIN FERRAVANT
Chief Financial Officer & Company Secretary



Strike Energy Limited
(ABN 59 078 012 745)

**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 Strike Energy Limited at Unit 1, 31-35 George Street, Thebarton, South Australia on Thursday, 16 November 2017 commencing at 11.00 am (Adelaide time)

Strike Energy Limited
1/31-35 George Street
Thebarton
South Australia

Phone: +61 8 7099 7400
Facsimile: +61 2 8003 9282
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 Strike Energy Limited at Unit 1, 31-35 George Street, Thebarton, South Australia on Thursday, 16 November 2017 commencing at 11.00 am (Adelaide time).

Business of the Annual General Meeting

Financial Report, Directors' Report and Auditor's Report

To receive and consider the Financial Report of the Company, the Directors' Report (which incorporates the Remuneration Report) and the Auditor's Report, for the year ended 30 June 2017 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**:

"That the Remuneration Report for the year ended 30 June 2017 be adopted."

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. See Section 3 of the attached Explanatory Memorandum.

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 re-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 retires by rotation in accordance with clause 13.2 of the Company's constitution and, being eligible, offers herself for re-election, is re-elected as a Director of the Company."

Resolution 3 – To re-elect Mr John Poynton AO as Director

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

"That Mr John Poynton AO, who was appointed to the Board to fill a casual vacancy on 10 April 2017 and retires as Director in accordance with clause 13.5 of the Company's Constitution and, being eligible, offers himself for re-election, is re-elected as a Director of the Company."

Resolution 4 – To re-elect Mr Tim Goyder as Director

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

"That Mr Tim Goyder, who was appointed to the Board to fill a casual vacancy on 10 April 2017 and retires as Director in accordance with clause 13.5 of the Company's Constitution and, being eligible, offers himself for re-election, is re-elected as a Director of the Company."

Resolution 5 – To re-elect Mr Andrew Seaton as Director

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

"That Mr Andrew Seaton, who was appointed to the Board to fill a casual vacancy on 18 August 2017 and retires as Director in accordance with clause 13.5 of the Company's Constitution and, being eligible, offers himself for re-election, is re-elected as a Director of the Company."

Resolution 6 – Ratification of Share Placement

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, the issue and allotment by the Company of 130,000,000 Shares at \$0.07 per Share (**Placement**) to placees identified by Bell Potter Securities Limited, Lead Manager for the Placement, and Chieftain Securities Limited, Co-Manager for the Placement, and otherwise on the terms and conditions set out in the Explanatory Memorandum, is approved."*

Voting exclusion:

The Company will disregard any votes cast on Resolution 6 by any person who participated in the issue of the Shares the subject of Resolution 6 and each of their associates unless:

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

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

Resolution 7- Ratification of Grant of Conversion Right to Orica Australia Pty Ltd

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, the grant by the Company to Orica Australia Pty Ltd of the right to convert into Shares, in whole or in part, the unpaid principal and accrued interest on the \$2,500,000 loan made by Orica Australia Pty Ltd to the Company in 2013, on the terms and conditions detailed in the Explanatory Memorandum, is approved."

Voting exclusion:

The Company will disregard any votes cast on Resolution 7 by Orica Australia Pty Ltd and its associates unless:

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

The Chairman intends to vote all undirected proxies in favour of Resolution 7.

Resolution 8 – Grant of Options to Director, Mr Andrew Seaton

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 10.11 and for all other purposes, the grant by the Company to Director, Mr Andrew Seaton or his nominee, of 5,000,000 Options with an exercise price of \$0.15, and otherwise on the terms and conditions set out in the Explanatory Memorandum, is approved."

Voting exclusion:

The Company will disregard any votes cast on Resolution 8:

- (a) by a person who is to receive securities the subject of Resolution 8 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 of their respective associates; or
- (b) by a person appointed as proxy if that person is either a member of the Key Management Personnel or a Closely Related Party of a member of the Key Management Personnel and the appointment does not specify the way the proxy is to vote on the relevant Resolution.

However, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) if 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 and the appointment expressly authorises the Chair of the meeting to exercise the proxy even though the Resolution is connected with the remuneration of a member of the Key Management Personnel.

The Chairman intends to vote all undirected proxies in favour of Resolution 8.

Resolution 9- Grant of Options to Senior Executives

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 7.1 and for all other purposes, the grant by the Company to Mr Pax Barkla, General Manager Operations, and Ms Lucy Gauvin, General Manager Commercial and Legal, or their respective nominees of 1,000,000 Options each, with an exercise price of \$0.15, and otherwise on the terms and conditions set out in the Explanatory Memorandum, is approved."

Voting exclusion:

The Company will disregard any votes cast on Resolution 9:

- (a) By a person who is to receive securities the subject of the relevant Resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the relevant Resolution is passed, and any of their respective associates; or
- (b) by a person appointed as proxy if that person is either a member of the Key Management Personnel or a Closely Related Party of a member of the Key Management Personnel and the appointment does not specify the way the proxy is to vote on the relevant Resolution.

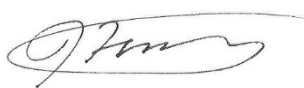
However, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) if 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 and the appointment expressly authorises the Chair of the meeting to exercise the proxy even though the Resolution is connected with the remuneration of a member of the Key Management Personnel.

The Chairman intends to vote all undirected proxies in favour of Resolution 9.

By order of the Board

9 October 2017



Justin Ferravant
Company Secretary
Strike Energy Limited

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 10 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**. The passing of 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 or proxies to attend and vote for them. A 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 or number of votes the Shareholder wants each proxy to exercise. If the Shareholder appoints two proxies and the appointment does not specify such proportion or number of votes, each proxy may exercise half of the votes.

To vote by proxy, please complete 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 +61 2 9290 9655; or
- (b) deliver or post the proxy form to the Company's share registry, Boardroom Pty Limited, at GPO Box 3993, Sydney, New South Wales, 2001, Australia or Level 12, 225 George Street, Sydney, New South Wales, 2000

To lodge your vote electronically, please go to www.votingonline.com.au/stxagm2017.

To be effective, a completed proxy form must be received **by no later than 11.00 am (Adelaide time) on Tuesday, 14 November 2017**, 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, 14 November 2017**.

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 10 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 9 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 (which incorporates the Remuneration Report) and the Auditor's Report for the financial year ended 30 June 2017.

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 and in relation to the management of the Company. 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 in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

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 content of the Auditor's Report; or
- the conduct of the audit of the Annual Report,

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 section 250R(2) of the Corporations Act. The Remuneration Report forms part of the Directors' Report included in the Annual Report. The Remuneration Report:

- explains the Board's policy for determining the nature and amount of remuneration of the Key Management Personnel;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for each of the Key Management Personnel; and

- details and explains any performance conditions applicable to the remuneration of the Key Management Personnel.

Section 250R(3) of the Corporations Act provides that Resolution 1 is advisory only and does not bind the Directors or the Company 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, 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 who, under the ASX Listing Rules may continue to hold office indefinitely without being re-elected) will cease to hold office, but be eligible for election, and an election of Directors will take place.

At the annual general meeting of the Company immediately preceding the Annual General Meeting to which the Notice of Meeting relates, the Company did not receive a “no” vote of 25% or more on the resolution for the adoption of the Remuneration Report.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting. While a vote on the adoption of the Remuneration Report resolution is advisory only and does not bind the Directors or the Company, 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. 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 though the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. The Chairman intends to exercise all undirected proxies in favour of Resolution 1.

4. Resolution 2 – To re-elect Jody Rowe as a Director

Clause 13.2 of the Company's constitution provides that at each annual general meeting of the Company, one-third of the Directors (excluding alternate directors and the Managing Director), or, if their number is not a multiple of three, then such number as is appropriate to ensure that no Director (excluding alternate directors and the Managing Director) holds office for more than 3 years, must retire from office, but that a Director who retires under this clause is eligible for re-election at that meeting.

Ms Rowe was appointed by the Board as a Director to fill a casual vacancy on 30 June 2014 and was subsequently re-elected as Director by Shareholders on 30 October 2014. In accordance with clause 13.2 of the Company's constitution, Ms Rowe retires from office and, being eligible to do so, offers herself for re-election.

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 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 in favour of 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. Resolutions 3, 4 and 5 – To re-elect John Poynton AO, Tim Goyder and Andrew Seaton as Directors

Mr John Poynton and Mr Tim Goyder were appointed by the Board as Directors on 10 April 2017 and Mr Andrew Seaton was appointed by the Board as Director on 18 August 2017. 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 only until the next annual general meeting of the Company. In accordance with clause 13.5 of the Constitution, each of Messrs Poynton, Goyder and Seaton retire as Director at the Annual General Meeting, and being eligible, offer themselves for re-election as a Director.

5.1 Mr John Poynton AO

Mr Poynton AO is Chairman of Jindalee Partners and SC8 Technologies, a Board member of the Future Fund Board of Guardians, a Director of Crown Perth, Orbital Corporation Ltd and the Security Research Institute Advisory Board, and Chairman of Council of Christ Church Grammar School and Giving West.

Mr Poynton has previously served as the Chairman, Deputy Chairman or Non-Executive Director of a number of ASX listed companies, Federal Government boards, education institutions and not-for-profit enterprises. Mr Poynton is an Officer in the General Division of the Order of Australia and is a past recipient of a WA Citizen of the Year award in the industry and commerce category, and holds a Bachelor of Commerce and an honorary Doctor of Commerce from the University of Western Australia.

5.2 Mr Tim Goyder

Mr Goyder is a Perth-based mining and energy investor and entrepreneur with a strong track record of successful investment and value creation in the Australian and international resources sector and has a thorough understanding of the Australian and global equities markets. Mr Goyder has an intimate knowledge in the acquisition of tenements, joint venture negotiations and mergers and acquisitions across various sectors.

Mr Goyder is a major Shareholder and has been a major shareholder and founding director of a number of Perth-based ASX-listed and TSX-listed companies, and now controls a stable of emerging resource companies based in West Perth.

5.3 Mr Andrew Seaton

Mr Seaton has over 30 years' experience in the oil and gas sector, encompassing a broad range of finance, strategy, commercial, investment banking, engineering and project management roles. He has a deep understanding of domestic Australian gas markets and the global LNG industry having worked with Santos Ltd for 12 years, including 6 years as its Chief Financial Officer. His prior experience includes originating and executing M&A, equity and debt capital markets transactions with Merrill Lynch in Australia and New York.

5.4 Recommendation

The Directors (other than Mr Poynton in respect of Resolution 3, Mr Goyder in respect of Resolution 4 and Mr Seaton in respect of Resolution 5, who have an interest in the outcome of the relevant Resolution) unanimously recommend that Shareholders vote in favour of Resolutions 3, 4 and 5.

The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolution 3, 4 and 5.

6. Resolution 6 – Ratification of Share Placement**6.1 Background**

As announced on 21 September 2017, the Company completed a placement of 130,000,000 new Shares at \$0.07 per Share to sophisticated and professional investors (as those terms are defined in sections 708(8) and 708(11) of the Corporations Act, respectively) (**Placement**). The Placement raised a total of approximately \$9.1 million (before issue costs).

The Placement Shares were issued within the Company's 15% placement capacity under ASX Listing Rule 7.1 on 26 September 2017.

The Placement was conducted without the issue of a prospectus or disclosure document in accordance with Chapter 6D of the Corporations Act.

The proceeds from the Placement (after payment of the issue costs) will be used to fund drilling of the planned Jaws-1 well (being a multi-stage fracture stimulated horizontal well intersected by a vertical well) in the Klebb area of the Company's Southern Cooper Basin Gas Project in PEL96 (Company 66.67% and Operator, Energy World Corporation 33.33%) (**SCBGP**).

6.2 ASX Listing Rule 7.4

As the Placement Shares were issued within the Company's available placement capacity under Listing Rule 7.1, Shareholder approval was not required for their issue.

Listing Rule 7.4 allows a company to seek shareholder ratification for an issue of securities after the issue has been made without approval under Listing Rule 7.1 (so long as that issue did not breach Listing Rule 7.1 at the time). Accordingly, the Company now seeks Shareholder approval to ratify the issue of the Placement Shares. Approval of this Resolution (together with Resolution 7) will provide the Company with enhanced flexibility to issue further equity securities as and when required.

The following information is required by Listing Rule 7.5 in relation to the issue of the Placement Shares.

- (a) The number of Shares issued by the Company under the Placement was 130,000,000.
- (b) The issue price for each Placement Share was \$0.07.
- (c) The Placement Shares are fully paid ordinary shares which rank equally in all respects with existing Shares.
- (d) The Placement Shares were issued to certain institutional and sophisticated and professional investors identified by Bell Potter Securities Limited and Chieftain Securities Limited. Bell Potter Securities Limited acted as Lead Manager for the Placement and Chieftain Securities Limited acted as Co-Manager for the Placement.
- (e) The proceeds from the Placement will be used to fund drilling of the planned Jaws-1 well in the Klebb area of the Company's Southern Cooper Basin Gas Project and the costs of the Placement;
- (f) A voting exclusion statement is set out in the Notice of Meeting.

The Directors recommend that Shareholders vote in favour of Resolution 6 and intend to vote any Shares they own or control in favour of this Resolution.

7. Resolution 7 – Ratification of Grant of Conversion Right to Orica Australia Pty Ltd

7.1 Background

On 21 September 2017, the Company entered into a new Gas Sales Agreement with Orica International Pte Ltd for the supply of up to 64PJ of gas from the Company's Southern Cooper Basin Gas Project (**New GSA**). The New GSA replaced the Gas Sales Agreement entered into in 2014 for the supply of up to 250PJ of gas from the SCBGP. The key terms of the new Gas Sales Agreement were detailed in the ASX announcements made by the Company on 17 August 2017 and 22 September 2017.

As part of the negotiation of the New GSA, the existing loan agreement with Orica Australia Pty Ltd (**Orica Australia**), a related body corporate of Orica International Pte Ltd, was varied to:

- extend the date for repayment of the \$2.5 million loan made by Orica Australia in 2013 (**Orica Loan**) from 15 July 2018 to 31 December 2021;

- provide for interest to accrue on the loan from 15 July 2018 at the rate of 5.8% per annum payable monthly; and
- provide Orica Australia with the right to convert the unpaid principal and accrued interest on the loan into Shares in whole or in part at any time after 1 September 2018 until the maturity date, at a conversion price that is equal to the 30-day volume weighted average price of the Company's Shares, provided that price is not less than 20 cents (**Conversion Right**).

7.2 ASX Listing Rule 7.4

The Company granted Orica Australia the Conversion Right, which constitutes the grant of an equity security for the purposes of Listing Rule 7.1, within the Company's 15% placement capacity under Listing Rule 7.1. As such, the grant did not require Shareholder approval.

Listing Rule 7.4 allows a company to seek shareholder ratification for an issue of equity securities after the issue has been made without approval under Listing Rule 7.1 (so long as that issue did not breach Listing Rule 7.1 at the time). Accordingly, the Company now seeks Shareholders' approval to ratify the grant of the Conversion Right. Approval of this Resolution (together with Resolution 6) will provide the Company with enhanced flexibility to issue further equity securities as and when required.

The following information is required by Listing Rule 7.5 in relation to the grant of Conversion Right.

- The maximum number of Shares into which the Orica Loan might convert on exercise of the Conversion Right is 12,500,000 Shares, assuming no conversion of any accrued but unpaid interest.
- The Conversion Right was granted as consideration for Orica Australia's agreement to extend the date for repayment of the Orica Loan from 15 July 2018 to 31 December 2021.
- The Conversion Right may be exercised by Orica Australia at any time after 1 September 2018 until the maturity date of the Loan (31 December 2021) at a conversion price that is equal to the 30-day volume weighted average price of the Company's Shares up to the date of conversion, provided that price is not less than 20 cents. The Shares issued on exercise of the Conversion Right will be fully paid ordinary shares and will rank equally in all respects with existing Shares on issue at the time.
- The Conversion Right was granted to Orica Australia. Orica Australia may nominate a related body corporate to be issued the Shares on exercise of the Conversion Right.
- No funds were raised from the grant of the Conversion Right and no funds will be raised on exercise of the Conversion Right.
- A voting exclusion statement is set out in the Notice of Meeting.

The Directors recommend that Shareholders vote in favour of Resolution 7 and intend to vote any Shares they own or control in favour of this Resolution.

8. Resolution 8 – Grant of Options to Director, Mr Andrew Seaton

8.1 Background

On 18 August 2017, Mr Andrew Seaton was appointed to the Board as Non-Executive Director. In consideration for Mr Seaton joining the Board and subject to obtaining Shareholder approval, the Board approved the grant to Mr Seaton (or his nominee) of 5,000,000 Options to subscribe for Shares with an exercise price of \$0.15 over a 3-year exercise period from grant.

The Options proposed to be granted to Mr Seaton (per Resolution 8) were approved for grant by the Board (subject to obtaining Shareholder approval):

- as a means of attracting to the Board persons of the calibre and with the skills and experience that Mr Seaton has (as detailed in section 5.3 above); and

- to incentivise Mr Seaton 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 last reason, the exercise price is set at a 100% premium to the share price at the time Mr Seaton was appointed to the Board.

Whilst the grant of the Options to Mr Seaton, a Non-Executive Director, will mean the Company is not complying with Recommendation 8.3 of the ASX's Corporate Governance Council's Corporate Governance Principles and Recommendations (2nd edition), for the above reasons the Board (other than Mr Seaton who has material personal interests in Resolution 8) consider the grant of the Options appropriate in the circumstances and recommend Shareholders vote in favour of Resolution 8.

8.2 Terms and conditions of Options

The terms and conditions of the Options are set out in Annexure A.

8.3 Chapter 2E of the Corporations Act

Under section 208 of the Corporations Act, for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company must:

- obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- 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 grant of Options to Mr Seaton constitutes the giving of a financial benefit to a related party, as a Director is a related party of the Company. However, the Directors (other than Mr Seaton who has a material personal interest in Resolution 8) consider the exception to Shareholder approval in section 211 of the Corporations Act applies to the grant of the Options on the basis that the grant of the Options to Mr Seaton (or his nominee), as part of his remuneration as a Director, is reasonable having regard to the circumstances of the Company, the responsibilities of the office of Director, the qualifications and experience Mr Seaton brings to the Board and to the Company, and as a means of incentivising Mr Seaton.

8.4 Listing Rule 10.11

Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, equity securities to a related party unless an exception in Listing Rule 10.12 applies.

As the Company is proposing to issue options to a Director who is 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 (other than Mr Seaton) that the exceptions set out in Listing Rule 10.12 do not apply to the issue of the options to Mr Seaton.

8.5 Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the grant of the Options to Mr Seaton:

- Options will be granted to Director, Mr Seaton or his nominee.
- The maximum number of Options to granted to Mr Seaton or his nominee is 5,000,000 Options.
- The Options will be granted no later than 1 month after the date of the Meeting.
- Th Options will be granted for nil cash consideration, and as such no funds will be raised from the grant of the Options. The exercise price of each Option is \$0.15.
- Each Option is an option to subscribe for a fully paid ordinary share in the capital of the Company on the terms and conditions detailed in Annexure A.
- A voting exclusion statement is set out in the Notice of Meeting.

Approval pursuant to Listing Rule 7.1 is not required for the grant of the Options to Mr Seaton (or his nominees) as Shareholder approval is being obtained under Listing Rule 10.11.

8.6 Other Information

The following additional information is provided in relation to Resolution 8.

(a) Nature of financial benefit

The proposed financial benefit to be given is the grant of Options (and the consequent issue of Shares upon the exercise of the Options) to or for the benefit of Mr Seaton for nil consideration, other than the payment of the \$0.15 exercise price upon exercise.

(b) Valuation of Options

The Directors have had the fair value of the Options to be awarded valued on a preliminary basis using a binomial simulation. The actual value of the Options will however be determined on a similar basis as at the actual date of the grant.

Under the terms of the binomial simulation, a variety of outcomes are modelled. These binomial valuation simulation models use inputs including time to expiration, share price at the grant date, exercise price, value of the underlying financial instrument, expected share volatility, and the risk-free interest rate.

The assumptions underlying the binomial simulation model used in calculating the preliminary value of the Options were as follows:

- Share price = \$0.076 per Share
- Expected life = 3 years
- Risk-free rate (r) = 2.15%
- Expected share volatility (q)* = 61.05%
- 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 Options.

Using this method of valuation, the Company has determined a preliminary value per Option of \$0.0176 per Option.

The expected total financial benefit of the Options to be issued to Mr Seaton or his nominee is \$88,000.

(c) Effect of grant of Options

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 to ASX on 27 September 2017 for further information.

Type of security	Number on issue
Shares	1,094,640,299
Options	16,200,000 (exercisable into 16,200,000 Shares)
Performance Rights	6,800,000 (exercisable into 6,800,000 Shares)

If Resolutions 8 and 9 are approved and the Options the subject of those Resolutions are granted, the Company will have on issue an additional 7,000,000 Options.

If any of the Options to be granted to or for the benefit of Mr Seaton 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 1,117,640,299 Shares. The issue of up to 5,000,000 Shares upon the exercise of the Options to be issued to or for the benefit of Mr Seaton would result in a dilution of approximately 0.45% (i.e. 5,000,000 Shares expressed as a percentage of the expanded Share capital of 1,122,640,299).

(d) **Individual security holdings**

As at the date of this Notice of Meeting, Mr Seaton does not hold directly or indirectly any equity securities in the Company.

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

Mr Seaton is entitled to an annual director's fee, which is currently \$50,400 (including superannuation).

(f) **Effect on earnings and other**

There will be an effect on the Company's earnings for the year subsequent to the grant of the Options in that the Company will likely recognise a share-based payment expense in the Company's profit and loss statement of approximately \$88,000. The opportunity costs, taxation consequences (such as fringe benefits tax) and benefits foregone by the Company is nil.

8.7 Important Information for Shareholders

Please note the Chair will not vote any undirected proxies in favour of Resolution 8 unless the Shareholder expressly authorizes the Chair to exercise the proxy even though it is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel. Please note that if the Chair of the meeting is your proxy (or becomes your proxy by default), by completing the attached proxy form, you will expressly so authorize the Chair. The Chair intends to vote undirected proxies where such authorization is given in favour of Resolution 8.

Alternatively, if you appoint the Chair of the meeting as your proxy, you may direct the Chair to vote for, against or abstain from voting on the Resolution by marking the appropriate box on the proxy form.

As a further alternative, Shareholders can nominate as their proxy for the purposes of Resolution 8 a proxy who is not a member of the Company's Key Management Personnel or any of their Closely Related Parties. That person would be permitted to vote undirected proxies (subject to the ASX Listing Rules).

9. Resolution 9 – Grant of Options to Senior Executives

9.1 Background

The Board has approved, subject to obtaining shareholder approval, the grant of 1,000,000 Options to each of Mr Pax Barkla, General Manager Operations, and Ms Lucy Gauvin, General Manager Commercial and Legal, or their respective nominees with an exercise price of \$0.15 and a 3-year exercise period from the date of grant.

The grant of Options to Mr Barkla and Ms Gauvin is:

- in line with and on the same terms as the grant of 1,000,000 Options to Mr Justin Ferravant, the Company's Chief Financial Officer, and Mr Temujin Einthal, General Manager Technical on their appointment with the Company earlier this year; and
- as with the proposed grant of Options to Mr Seaton (per Resolution 8), is intended to incentivise Mr Barkla and Ms Gauvin to work towards, and to reward them for, achieving increases in the Company's value as determined by the market price of Shares.

9.2 Terms and conditions of Options

The terms and conditions of the Options are set out in Annexure A.

9.3 ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that, subject to certain exceptions, prior approval of Shareholders is required for the issue of equity securities if the equity securities will, when aggregated with the equity securities issued by the Company during the previous 12 months, exceed 15% of the number of ordinary securities on issue at the commencement of that 12-month period.

The Company seeks approval for the purposes of ASX Listing Rule 7.1 to the grant of the Options the subject of Resolution 9. The grant of the Options is conditional upon the passing of Resolution 9. If Resolution 9 is passed then the Options will be granted with Shareholder approval such that those securities will not be counted towards the 15% limit on the issue of securities without Shareholder approval pursuant to ASX Listing Rule 7.1. If Resolution 9 is not passed, the Options will not be granted.

The following information is required by Listing Rule 7.3 in relation to the grant of Options the subject of Resolution 9.

- (a) A maximum of 2,000,000 Options will be granted.
- (b) The Company intends to grant the Options as soon as practicable following the date of the Meeting, and no later than three months after the date of the Meeting.
- (c) The Options will be granted for nil cash consideration, and as such no funds will be raised from the grant of the Options. The exercise price of each Option is \$0.15.
- (d) 1,000,000 Options will be granted to Mr Barkla or his nominee and 1,000,000 Options will be granted to Ms Gauvin, or her nominee.
- (e) Each Option is an option to subscribe for a fully paid ordinary share in the capital of the Company on the terms and conditions detailed in Annexure A.
- (f) No funds will be raised from the grant of the Options.
- (g) The Company intends to grant the Options as soon as practicable following the date of the Meeting.
- (h) A voting exclusion statements is set out in the Notice of Meeting.

9.4 Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 9. The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolution 9.

9.5 Important Information for Shareholders

Please note the Chair will not vote any undirected proxies in favour of Resolution 9 unless the Shareholder expressly authorizes the Chair to exercise the proxy even though it is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel. Please note that if the Chair of the meeting is your proxy (or becomes your proxy by default), by completing the attached proxy form, you will expressly so authorize the Chair. The Chair intends to vote undirected proxies where such authorization is given in favour of Resolution 9.

Alternatively, if you appoint the Chair of the meeting as your proxy, you may direct the Chair to vote for, against or abstain from voting on the Resolution by marking the appropriate box on the proxy form.

As a further alternative, Shareholders can nominate as their proxy for the purposes of Resolution 9 a proxy who is not a member of the Company's Key Management Personnel or any of their Closely Related Parties. That person would be permitted to vote undirected proxies (subject to the Listing Rules).

10. Glossary

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 2017.
ASX	means ASX Limited (ACN 008 624 691) or the financial market operated by it, as appropriate.
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.
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).
Listing Rules	means the Listing Rules of ASX.
Meeting or Annual General Meeting	means the annual general meeting of Shareholders to which the Notice of Meeting relates.
Notice of Meeting	means the Notice of Meeting incorporating this Explanatory Memorandum.
Option	means an option to subscribe for a Share on the terms and conditions set out in Annexure A to this Explanatory Memorandum.
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.

Annexure A – Terms and Conditions of Options

- (1) Each Option will entitle the holder (**Optionholder**) to subscribe for one Share (subject to possible adjustments referred to in paragraphs (9) and (10) below).
- (2) Each Option will be exercisable during the period from the date it is granted until 5.00pm (Adelaide time) on the date that is 3 years from the date of grant of the Option (**Expiry Date**). Options not exercised before the Expiry Date will lapse.
- (3) The exercise price of each Option will be 15 cents (subject to any adjustment in accordance with the formula set out below in paragraph 11) (**Exercise Price**).
- (4) The Options will be exercisable by notice in writing to the Company, delivered to the registered address of the Company and accompanied by the full payment of the Exercise Price in cleared funds.
- (5) Shares issued pursuant to the exercise of any of the Options will rank in all respects on equal terms with the existing Shares. The Company will apply for official quotation by ASX of the Shares issued upon exercise of the Options within 5 business days (in New South Wales) of the date of issue of the Shares.
- (6) The Options will not be quoted on ASX.
- (7) The legal or a beneficial interest in an Option may not be sold, transferred or otherwise disposed without the prior written consent of the Board.
- (8) The Options will not entitle the Optionholder to participate in any new issue of securities by the Company unless the Option has been duly exercised prior to the relevant record date. The Company will ensure that for the purposes of determining entitlements to participate in any new issues of securities to holders of Shares, the record date will comply with the timetables prescribed by the ASX Listing Rules.
- (9) If there is a bonus issue to the holders of Shares:
 - (a) the number of Shares over which each Option is exercisable will be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue; and
 - (b) no change will be made to the Exercise Price.
- (10) If, prior to the Expiry Date the issued capital of the Company is reorganised, the rights of the holders of the Options may be varied to comply with the ASX Listing Rules which apply to the reorganisation.
- (11) If the Company makes a rights issue (other than a bonus issue), the Exercise Price of the Options will be reduced in accordance with the following formula:

$$\text{Reduced Option Exercise Price} = \frac{O - E(P - (S + D))}{(N + 1)}$$

Where:

O = the old Exercise Price of the Option;

E = the number of underlying Shares into which one Option is exercisable;

P	=	the volume weighted average price per Share recorded on the stock market of ASX during the 5 trading days immediately preceding the ex-rights date or ex-entitlements date;
S	=	the subscription price for a Share under the pro rata issue;
D	=	the dividend due but not yet paid on existing underlying Shares (except those to be issued under the pro rata issue); and
N	=	the number of Shares with rights or entitlements that must be held to receive a right to one new Share.



All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 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 11.00 am (Adelaide time) on Tuesday, 14 November 2017.**

🖥 TO VOTE ONLINE

- STEP 1:** VISIT www.votingonline.com.au/stxagm2017
- STEP 2:** Enter your Postcode OR Country of Residence (if outside Australia)
- STEP 3:** Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

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 securityholder 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:

- 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.
- 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 **11.00 am (Adelaide time) on Tuesday, 14 November 2017.** 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:

- 🖥 **Online** www.votingonline.com.au/stxagm2017
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

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

Strike Energy Limited

ABN 59 078 012 745

☐

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 securityholder) 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 **Strike Energy Limited, Unit 1, 31-35 George Street, Thebarton, South Australia on Thursday, 16 November 2017 at 11.00 am (Adelaide 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, 8 and 9, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1, 8 and 9 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1, 8 and 9). 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*			FOR	AGAINST	ABSTAIN*
Res 1	To Adopt the Remuneration Report	☐	☐	☐	Res 6	Ratification of Share Placement	☐	☐	☐
Res 2	To re-elect Ms Jody Rowe as a Director	☐	☐	☐	Res 7	Ratification of Grant of Conversion Right to Orica Australia Pty Ltd	☐	☐	☐
Res 3	To re-elect Mr John Poynton AO as Director	☐	☐	☐	Res 8	Grant of Options to Director, Mr Andrew Seaton	☐	☐	☐
Res 4	To re-elect Mr Tim Goyder as Director	☐	☐	☐	Res 9	Grant of Options to Senior Executives	☐	☐	☐
Res 5	To re-elect Mr Andrew Seaton as Director	☐	☐	☐					

STEP 3 SIGNATURE OF SECURITYHOLDERS

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 / / 2017