

The Company Announcement Officer
ASX Ltd
via electronic lodgement

DESPATCH OF NOTICE OF MEETING & PROXY FORM

Strike Energy confirms it has today completed the despatch of Notice of Meeting and Proxy Form to Eligible Shareholders pursuant to a Placement of shares announced 1 August 2013.

Yours faithfully

A handwritten signature in black ink, appearing to be "DW", with a long horizontal line extending to the right.

DAVID WRENCH
Managing Director

Further information:

Strike Energy Limited

David Wrench – Managing Director

T: +61 2 8261 1000

E: strike@strikeenergy.com.au



Strike Energy Limited
(ACN 078 012 745)

**NOTICE OF GENERAL MEETING AND
EXPLANATORY STATEMENT**

General Meeting to be held at the offices of Minter Ellison, Level 19, Aurora Place, 88 Phillip Street, Sydney, New South Wales on Thursday, 12 September 2013 commencing at 11.00am (Sydney time)

This Notice of Meeting and Explanatory Statement 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.

**NOTICE OF GENERAL MEETING
STRIKE ENERGY LIMITED
ACN 078 012 745**

Notice is hereby given that a Meeting of Shareholders of Strike Energy Limited ACN 078 012 745 (**Company**) will be held at the offices of Minter Ellison, Level 19, Aurora Place, 88 Phillip Street, Sydney, New South Wales on Thursday, 12 September 2013 commencing at 11.00am (Sydney time).

Further details of each Resolution to be considered at the Meeting are set out in the Explanatory Statement. Definitions of capitalised terms used in the Notice of Meeting and Explanatory Statement are set out in the Glossary in Section 4 of the Explanatory Statement.

Resolution 1 – Ratification of Tranche 1 Placement Shares

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

That, for the purposes of Listing Rule 7.4 and all other purposes, Shareholders ratify the prior issue of 90,000,000 Tranche 1 Placement Shares at \$0.10 per Share, as further described in the Explanatory Statement.

Voting exclusion:

The Company will disregard any votes cast on Resolution 1 by any person who participated in the Tranche 1 Placement and any 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).

Resolution 2 – Issue of 1,000,000 Tranche 2 Placement Shares to a Director – Timothy Clifton

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

That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 1,000,000 Tranche 2 Placement Shares to Timothy Clifton (or his nominee) on the same terms and conditions as other participants in the Tranche 1 Placement as further described in the Explanatory Statement.

Voting exclusion:

The Company will disregard any votes cast on Resolution 2 by Timothy Clifton and any of his 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).

Resolution 3 – Issue of 1,000,000 Tranche 2 Placement Shares to a Director – Timothy Goyder

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

That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 1,000,000 Tranche 2 Placement Shares to Timothy Goyder (or his nominee) on the same terms and conditions as other participants in the Tranche 1 Placement as further described in the Explanatory Statement.

Voting exclusion:

The Company will disregard any votes cast on Resolution 3 by Timothy Goyder and any of his 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).

By order of the Board



Salina Michels
Company Secretary
Strike Energy Limited
12 August 2013

IMPORTANT NOTES FOR SHAREHOLDERS

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

Explanatory Statement

The accompanying Explanatory Statement forms part of this Notice of Meeting and should be read in conjunction with it. Section 4 of the Explanatory Statement contains definitions of capitalised terms used in this Notice of Meeting and the Explanatory Statement.

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.

Vote in person

To vote in person, attend the Meeting on the date and at the place set out in the Notice of Meeting.

Proxies

All Shareholders who are entitled to attend and vote at the Meeting have 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, Computershare Investor Services Pty Limited on 1800 783 447 (from within Australia) or +61 3 9473 2555 (outside Australia); or
- (b) deliver or post the proxy form to the Company's Sydney office at Level 9, 71 Walker Street, North Sydney, New South Wales 2060 or the Company's share registry, Computershare Investor Services Pty Limited, at GPO Box 242, Melbourne, Victoria, 3001.

To be effective, a completed proxy form must be received **by no later than 11.00am (Sydney time) on Tuesday, 10 September 2013**, 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 the Company's Shares at 7.00pm (Sydney time) on **Tuesday, 10 September 2013**.

EXPLANATORY STATEMENT

1. INTRODUCTION

1.1 Purpose

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

This Explanatory Statement should be read in full and in conjunction with the Notice of Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary in Section 4 of this Explanatory Statement. 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 3 Resolutions to be considered at the Meeting.

Certain voting exclusions are imposed by the Listing Rules in relation to the Resolutions as detailed in the accompanying Notice of Meeting. The Directors intend to vote in favour of each Resolution (subject to any applicable voting exclusions) and recommend that Shareholders vote in favour of each Resolution.

2. Resolution 1 – Ratification of Tranche 1 Placement Shares

2.1 Background

As announced on 1 August 2013, the Company has undertaken a placement of new Shares to sophisticated and professional investors (as those terms are defined in sections 708(8) and 708(11) of the Corporations Act, respectively) and, subject to approval at the Meeting, will make a placement of new Shares to certain Directors (**Placement**).

The Placement is being conducted in two tranches with the first (ie, the Tranche 1 Placement) being made under the Company's 15% placement capacity and the second (ie, the Tranche 2 Placement) being made subject to Shareholder approval being obtained at this Meeting under Listing Rule 10.11.

Settlement of the Tranche 1 Placement, comprising the issue of 90,000,000 Tranche 1 Placement Shares issued at \$0.10 per Share (representing just under 15% of the issued equity capital of the Company), took place on 7 August 2013. The Tranche 1 Placement raised approximately \$9.0 million.

The Tranche 2 Placement, comprising the issue of up to 2,000,000 Tranche 2 Placement Shares to certain Directors to raise a further \$0.20 million is expected occur as soon as practicable following the approval of Resolutions 2 and 3 (see below for further details) and in any event, will occur no later than 1 month from the date of the Meeting.

The proceeds raised from the issue of both tranches of the Placement Shares will be used (i) predominantly for development activities at the Company's Southern Cooper Basin Gas Project and some Eagle Ford shale project costs, (ii) to provide additional working capital and (iii) to pay the costs of the Placement.

2.2 Listing Rule 7.4

As the first tranche of the Placement was issued within the Company's available placement capacity under Listing Rule 7.1, it was conducted without Shareholder approval.

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 Tranche 1 Placement Shares. Approval of this Resolution (together with Resolutions 2 and 3) 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 Tranche 1 Placement Shares.

- (a) The number of the Tranche 1 Placement Shares issued by the Company was 90,000,000.
- (b) The issue price for each Tranche 1 Placement Share was \$0.10.
- (c) The Tranche 1 Placement Shares are fully paid ordinary shares which rank equally in all respects with the Company's existing Shares.
- (d) The Tranche 1 Placement Shares were issued to certain existing institutional Shareholders and other sophisticated and professional investors who are clients of RBC Capital Markets and Blackswan Equities Limited, the joint lead managers of the Placement.
- (e) The proceeds raised from the issue of both tranches of the Placement Shares will be used (i) predominantly for development activities at the Company's Southern Cooper Basin Gas Project and some Eagle Ford shale project costs, (ii) to provide additional working capital and (iii) to pay the costs of the Placement.

The Directors intend to vote in favour of Resolution 1 (subject to any applicable voting exclusions) and unanimously recommend that Shareholders vote in favour of Resolution 1.

3. Resolutions 2 and 3 – Issue of Tranche 2 Placement Shares to Directors

3.1 General

As stated in Section 2 above, the Company is seeking to issue the Tranche 2 Placement Shares to two Directors being Timothy Clifton and Timothy Goyder (or their respective nominees) in order to raise up to \$0.20 million.

Resolutions 2 and 3 seek Shareholder approval for the issue of up to a total of 2,000,000 Tranche 2 Placement Shares on the following basis:

- (a) 1,000,000 Tranche 2 Placement Shares to Timothy Clifton (or his nominee); and
- (b) 1,000,000 Tranche 2 Placement Shares to Timothy Goyder (or his nominee),

(together, the **Participation**).

3.2 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:

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

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

The Participation will result in the issue of the Tranche 2 Placement Shares to two Directors. This constitutes the giving of a financial benefit to related parties as the Directors are related parties.

The Directors (other than Timothy Clifton and Timothy Goyder who have material personal interests in Resolutions 2 and 3) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Participation because the Tranche 2 Placement Shares to be issued to Timothy Clifton and Timothy Goyder (or their respective nominees) will be issued on the same terms as the Tranche 1 Placement Shares were issued to non-related parties who participated in the Tranche 1 Placement. Accordingly, the remaining Directors consider that the issue of the Tranche 2 Placement Shares to Timothy Clifton and Timothy Goyder (or their respective nominees) is on arm's length terms in accordance with section 210 of the Corporations Act.

3.3 Listing Rule 10.11

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

As the Company is proposing to issue Tranche 2 Placement Shares to two Directors who are related parties 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 Timothy Goyder and Timothy Clifton) that the exceptions set out in Listing Rule 10.12 do not apply to the issue of the Tranche 2 Placement Shares to Timothy Goyder and Timothy Clifton.

3.4 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 Participation:

- (a) The Tranche 2 Placement Shares will be issued to:
 - (i) Timothy Clifton (or his nominee); and
 - (ii) Timothy Goyder (or his nominee).
- (b) The maximum number of Tranche 2 Placement Shares to be issued to these Directors is 2,000,000 and they will be issued on the following basis:
 - (i) 1,000,000 Tranche 2 Placement Shares to Timothy Clifton (or his nominee); and
 - (ii) 1,000,000 Tranche 2 Placement Shares to Timothy Goyder (or his nominee).

- (c) The Tranche 2 Placement Shares to be issued in connection with the Participation will be issued to Timothy Clifton and Timothy Goyder (or their respective nominees) no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (d) The issue price will be \$0.10 per Tranche 2 Placement Share, being the same issue price as the Tranche 1 Placement Shares issued to participants in the Tranche 1 Placement who are not related parties of the Company.
- (e) The Tranche 2 Placement Shares issued to Timothy Clifton and Timothy Goyder (or their respective nominees) will be fully paid ordinary shares in the equity capital of the Company, issued on the same terms and conditions as the Company's existing Shares.
- (f) The funds raised will be used for the same purposes as all other funds raised under the Tranche 1 Placement as described in Section 2 of the Explanatory Statement.

Approval pursuant to Listing Rule 7.1 is not required for the Participation as Shareholder approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Tranche 2 Placement Shares to Timothy Clifton and Timothy Goyder (or their respective nominees) will not use up the Company's 15% annual placement capacity under Listing Rule 7.1.

4. DEFINITIONS

In this Explanatory Statement:

Associate has the meaning given to that term in sections 11 to 17 of the Corporations Act.

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

Company or Strike means Strike Energy Limited (ACN 078 012 745).

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

Director means a director of the Company.

Explanatory Statement means the Explanatory Statement accompanying the Notice of Meeting.

Listing Rules means the Listing Rules of ASX.

Meeting means the meeting of the Shareholders convened for the purposes of considering the Resolutions.

Notice of Meeting means the notice convening the Meeting accompanying this Explanatory Statement.

Placement means the issue of the Placement Shares, as the context requires.

Placement Shares means the Tranche 1 Placement Shares or the Tranche 2 Placement Shares, as the context requires.

Related Bodies Corporate has the meaning provided under section 9 of the Corporations Act.

Resolution means a resolution to be considered at the Meeting as set out in the Notice of Meeting.

Section means a section of this Explanatory Statement.

Share means a fully paid ordinary share in the equity capital of the Company.

Shareholder means a holder of Shares.

Tranche 1 Placement means the issue of the Tranche 1 Placement Shares.

Tranche 2 Placement means the issue of the Tranche 2 Placement Shares.

Tranche 1 Placement Share means a Share which is the subject of Resolution 1.

Tranche 2 Placement Share means a Share which is the subject of Resolutions 2 and 3.

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

000001 000 STX
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

For your vote to be effective it must be received by 11.00 am (Sydney time) Tuesday, 10 September 2013

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Strike Energy Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Strike Energy Limited to be held at Minter Ellison, Level 19, Aurora Place, 88 Phillip Street, Sydney, New South Wales on Thursday, 12 September 2013 at 11.00 am (Sydney time) and at any adjournment or postponement of that meeting.

Important for Item 2: If the Chairman of the Meeting is your proxy and you have not directed him/her how to vote on Item 2 below, please mark the box in this section. If you do not mark this box and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Item 2 and your votes will not be counted in computing the required majority if a poll is called on this Item. The Chairman of the Meeting intends to vote undirected proxies in favour of item 2 of business.

I/We acknowledge that the Chairman of the Meeting may exercise my proxy even if he/she has an interest in the outcome of that Item and that votes cast by him/her, other than as proxy holder, would be disregarded because of that interest.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Ratification of Tranche 1 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Issue of 1,000,000 Tranche 2 Placement Shares to a Director – Timothy Clifton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Issue of 1,000,000 Tranche 2 Placement Shares to a Director – Timothy Goyder	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____ / ____ / ____

STX

999999A

Computershare