



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 Deloitte, Level 9, Grosvenor Place, 225 George Street, Sydney, New South Wales on Thursday, 29 October 2015 commencing at 11.00 am (Sydney time)

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**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 Deloitte, Level 9, Grosvenor Place, 225 George Street, Sydney, New South Wales on Thursday, 29 October 2015 commencing at 11.00 am (Sydney 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 2015 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 2015."

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 Mr David Baker as a Director

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

"That Mr David Baker, who retires by rotation in accordance with clause 13.2 of the Company's constitution and, being eligible, offers himself for re-election, be elected as a Director of the Company."

Resolution 3 – To re-elect Mr Simon Ashton as a Director

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

"That Mr Simon Ashton, who retires by rotation in accordance with clause 13.2 of the Company's constitution and, being eligible, offers himself for re-election, be elected as a Director of the Company."

By order of the Board

21 September 2015



Sean McGuinness
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 6 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 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 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 11 am (Sydney time) on Tuesday, 27 October, 2015**, 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, 27 October 2015**.

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 6 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 3 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 2015.

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 section 250R(2) of the Corporations Act. The Remuneration Report forms part of the Directors' Report included in the 2015 Annual Report. The Remuneration Report:

- explains the Board's policy for determining the nature and amount of remuneration of 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 Key Management Personnel.

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 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.

There was no vote in relation to the remuneration report at the annual general meeting of the Company immediately preceding the Annual General Meeting to which the Notice of Meeting relates which could cause the Two Strike Rule to apply to a vote on the Remuneration Report at this Annual General Meeting.

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 re-elect Mr David Baker as a Director

Clause 13.2 of the Company's constitution provides that at each annual general meeting one-third of the Directors (excluding alternate directors and the Managing Director), or, if their number is not a multiple of three, then the number nearest to but not more than one-third of the Directors, must retire from office, but a Director who retires under this clause is eligible for re-election at that meeting

Mr David Baker retires from office in accordance with the Company's constitution and submits himself for re-election.

Mr Baker was appointed by the Board as a Director on 11 August 2013 and was elected by Shareholders on 22 November 2013. He was subsequently appointed as an Executive Director on 1 July 2014. For the purpose of clause 13.2 of the Company's constitution, Mr Baker is required to retire at the Meeting but is eligible for re-election.

Mr Baker has extensive experience in commercial joint ventures, utility financing, development/project finance and mergers and acquisitions in the resources and infrastructure sectors. Originally trained as a banking and finance lawyer with a major Australian legal firm in Sydney and Singapore, he has held high profile investment banking and resource industry leadership positions.

The Directors (other than Mr Baker) unanimously recommend that Shareholders vote in favour of Resolution 2. The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 2.

5. Resolution 3 – To re-elect Mr Simon Ashton

Clause 13.2 of the Company's constitution provides that at each annual general meeting one-third of the Directors (excluding alternate directors and the Managing Director), or, if their number is not a multiple of three, then the number nearest to but not more than one-third of the Directors, must retire from office, but a Director who retires under this clause is eligible for re-election at that meeting

Mr Simon Ashton retires from office in accordance with the Company's constitution and submits himself for re-election.

Mr Ashton was appointed by the Board as a Director in 1997 and was last re-elected by Shareholders on 22 November 2013. For the purpose of clause 13.2 of the Company's constitution, Mr Ashton is required to retire at the Meeting but is eligible for re-election

Mr Ashton was a co-founder of Strike Energy Limited and served as Managing Director for 14 years before resigning in October 2011. He has over 35 years' experience in the Australian and international petroleum and resource industries.

The Directors (other than Mr Ashton) unanimously recommend that Shareholders vote in favour of Resolution 3. The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 3.

6. 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 2015.
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.
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).
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.
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
- 📠 **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 11:00am (AEDT) on Tuesday 27 October 2015.**

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 security holder 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 proportion of your voting rights or the number of securities applicable to that form. If the appointments do not specify the proportion or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- 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 proportion or number of your securities are to be voted on any item by inserting the proportion or number that you wish to be voted 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 prior to admission to the Meeting an "Appointment of Corporate Representative" which complies with section 250D of the *Corporations Act* and evidence of the authority of the person by whom the Appointment was signed. 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 security holder.

Joint Holding: where the holding is in more than one name, all the security holders 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, being not later than **11am (AEDT) on Tuesday, 27 October 2015.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged :

- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** 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. Security holders 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 (the *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 full name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

[Empty box for proxy name]

or failing attendance at the Meeting of the person or body corporate named, or if no person 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 **Deloitte, Level 9, Grosvenor Place, 225 George Street, Sydney NSW 2000 on Thursday, 29 October, 2015 at 11am (AEDT)** 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 if 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 Resolution 1 I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the Key Management Personnel of the Company.

The Chair of the Meeting will 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.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To re-elect Mr David Baker as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	To re-elect Mr Simon Ashton as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
[Signature Box]	[Signature Box]	[Signature Box]
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2015