



Strike Energy Limited
(ACN 078 012 745)

**NOTICE OF GENERAL MEETING AND
EXPLANATORY STATEMENT**

General Meeting to be held at the offices of Strike Energy Limited, 120B Underwood Street Paddington,
New South Wales on Thursday, 26 May 2016 commencing at 4.00pm (Sydney time)

The Strike Directors recommend that Shareholders vote in favour of each Resolution and intend to vote any Shares they own or control in favour of each Resolution (subject to any applicable voting exclusion)

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 Strike Energy Limited, 120B Underwood Street Paddington, New South Wales, on Thursday, 26 May 2016 commencing at 4.00pm (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 ASX Listing Rule 7.4 and all other purposes, Shareholders approve the issue and allotment of 65,300,000 Shares to places identified by Euroz Securities Limited, Lead Manager to the Placement, on the terms and conditions detailed in the Explanatory Statement.

Voting exclusion:

The Company will disregard any votes cast on Resolution 1 by any person who participated in the issue of the Shares the subject of Resolution 1 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).

Resolution 2 – Issue of 750,000 Shares to a Director – David Baker

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 and allotment of 750,000 Shares to David Baker (or his nominee) on the terms and conditions detailed in the Explanatory Statement.

Voting exclusion:

The Company will disregard any votes cast on Resolution 2 by David Baker (or, if he elects a nominee to be allotted the Shares, his nominee) and any other person who might obtain a benefit if Resolution 2 is passed, except any benefit solely in the capacity as a holder of Shares, and any of their respective 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 250,000 Shares to a Director – Simon Ashton

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 and allotment of 250,000 Shares to Simon Ashton (or his nominee) on the terms and conditions detailed in the Explanatory Statement.

Voting exclusion:

The Company will disregard any votes cast on Resolution 3 by Simon Ashton (or, if he elects a nominee to be allotted the Shares, his nominee) and any other person who might obtain a benefit if Resolution 3 is passed, except any benefit solely in the capacity as a holder of Shares, and any of their respective 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 4 – Issue of 500,000 Shares to a Director – David Wrench

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 and allotment of 500,000 Shares to David Wrench (or his nominee) on the terms and conditions detailed in the Explanatory Statement.

Voting exclusion:

The Company will disregard any votes cast on Resolution 4 by David Wrench (or, if he elects a nominee to be allotted the Shares, his nominee) and any other person who might obtain a benefit if Resolution 4 is passed, except any benefit solely in the capacity as a holder of Shares, and any of their respective 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 5 – Issue of 200,000 Shares to a Director – Brendan Ostwald

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 and allotment of 200,000 Shares to Brendan Ostwald (or his nominee) on the terms and conditions detailed in the Explanatory Statement.

Voting exclusion:

The Company will disregard any votes cast on Resolution 5 by Brendan Ostwald (or, if he elects a nominee to be allotted the Shares, his nominee) and any other person who might obtain a benefit if Resolution 5 is passed, except any benefit solely in the capacity as a holder of Shares, and any of their respective 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

11 April 2016



Sean McGuinness
Company Secretary - Strike Energy Limited

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 **Error! Reference source not found.** 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

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 +61 2 9290 9655; 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 4.00 pm (Sydney time) on Tuesday, 24 May, 2016**, 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, 24 May 2016**.

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 5 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 Strike Directors recommend that Shareholders vote in favour of each Resolution and intend to vote any Shares they own or control in favour of each Resolution (subject to any applicable voting exclusion).

2. Resolution 1 – Ratification of Tranche 1 Placement Shares**2.1 Background**

As announced on 7 April 2016, the Company has undertaken a placement of 67,000,000 new Shares at \$0.10 per Share to sophisticated and professional investors (as those terms are defined in sections 708(8) and 708(11) of the Corporations Act, respectively), including certain Directors (**Placement**).

The Placement will raise a total of \$6.53 million (before issue costs). The Placement price of \$0.10 per Share is a 13 % discount to the closing price of Shares on the ASX on 1 April 2016 and a 18.4% discount to the 10-day VWAP for Shares.

The Placement Shares are being issued in two tranches:-

- 65,300,000 Shares (**Tranche 1 Placement Shares**) at \$0.10 per Share (representing just under 7.9% of the issued equity capital of the Company at the time), were issued to sophisticated and professional investors within the Company's 15% placement capacity under ASX Listing Rule 7.1 on 13 April 2016.
- subject to Shareholders approving Resolutions 2 to 5 1,700,000 Shares (**Tranche 2 Placement Shares**) at \$0.10 per Share will be issued to certain Directors (or their nominees), as set out in Section 3.1 below.

The Placement was done without the issue of a prospectus or disclosure document under Chapter 6D of the Corporations Act.

The proceeds from the Placement will be used to fund the accelerated development of the Company's Southern Cooper Basin Gas Project (including working capital) and funding the cost of the Placement.

2.2 Listing Rule 7.4

As the Tranche 1 Placement Shares were issued within the Company's available placement capacity under Listing Rule 7.1, Shareholders 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 Shareholders' approval to ratify the issue of the Tranche 1 Placement Shares. Approval of this Resolution (together with Resolutions 2 to 5) 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 Shares issued by the Company under Tranche 1 of the Placement was 65,300,000.
- (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 other Shares.
- (d) The Tranche 1 Placement Shares were issued to certain institutional and sophisticated and professional investors identified by Euroz Securities Limited. Euroz Securities Limited acted as Lead Manager for the Placement.
- (e) The proceeds from the Placement will be used to fund the accelerated development of the Company's Southern Cooper Basin Gas Project (including working capital) and funding the cost of the Placement.

The Strike Directors recommend that Shareholders vote in favour of Resolution 1 and intend to vote any Shares they own or control in favour of this Resolution (subject to any applicable voting exclusion).

3. Resolutions 2,3,4,5 – Issue of Tranche 2 Placement Shares to Directors

3.1 General

As referred to in Section 2.1 above, the Company is seeking to issue the Shares comprising Tranche 2 of the Placement to four Directors being David Baker, Simon Ashton, David Wrench and Brendan Ostwald (or their respective nominees) in order to raise up to \$170,000.

Resolutions 2 to 5 seek Shareholder approval for the issue of the Tranche 2 Placement Shares on the following basis:

- (a) 750,000 Shares to David Baker (or his nominee);
- (b) 250,000 Shares to Simon Ashton (or his nominee);
- (c) 500,000 Shares to David Wrench (or his nominee); and
- (d) 200,000 Shares to Brendan Ostwald (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 issue of the Tranche 2 Placement Shares to four Directors (or their nominees) constitutes the giving of a financial benefit to related parties as the Directors are related parties of the Company.

The Directors (other than David Baker, Simon Ashton, David Wrench and Brendan Ostwald who have material personal interests in Resolutions 2 to 5) 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 David Baker, Simon Ashton, David Wrench and Brendan Ostwald (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 Tranche 1 of the Placement. Accordingly, the remaining Directors consider that the issue of the Tranche 2 Placement Shares to David Baker, Simon Ashton, David Wrench and Brendan Ostwald (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 five Directors (or their nominees) 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 David Baker, Simon Ashton, David Wrench and Brendan Ostwald) that the exceptions set out in Listing Rule 10.12 do not apply to the issue of the Tranche 2 Placement Shares to David Baker, Simon Ashton, David Wrench and Brendan Ostwald.

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) David Baker (or his nominee);
 - (ii) Simon Ashton (or his nominee);
 - (iii) David Wrench (or his nominee); and
 - (iv) Brendan Ostwald (or his nominee).
- as set out in Section 3.4(b) below.
- (b) The maximum number of Shares to be issued to these Directors (or their nominees) is 1,700,000 and they will be issued on the following basis:
- (i) 750,000 Shares to David Baker (or his nominee);
 - (ii) 250,000 Shares to Simon Ashton (or his nominee);
 - (iii) 500,000 Shares to David Wrench (or his nominee); and
 - (iv) 200,000 Shares to Brendan Ostwald (or his nominee).
- (c) The Shares to be issued in connection with the Participation will be issued to David Baker, Simon Ashton, David Wrench and Brendan Ostwald (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 that of the Tranche 1 Placement Shares issued to participants who are not related parties of the Company.
- (e) The Tranche 2 Placement Shares issued to David Baker, Simon Ashton, David Wrench and Brendan Ostwald (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 proceeds from the Placement will be used to fund the accelerated development of the Company's Southern Cooper Basin Gas Project (including working capital) and funding the cost of the Placement.

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 David Baker, Simon Ashton, David Wrench and Brendan Ostwald (or their respective nominees) will not use up any of the Company's 15% annual placement capacity under Listing Rule 7.1.

4. DEFINITIONS

In this Explanatory Statement:

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.

Participation has the meaning given in Section 3.1.

Placement has the meaning given in Section 2.1.

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 Shares has the meaning given in Section 2.1.

Tranche 2 Placement Shares has the meaning given in Section 2.1.



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 4:00pm (Sydney time) on Tuesday 24 May 2016.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

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

Appointment of a Second Proxy

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

To appoint a second proxy you must:

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

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

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

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

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

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

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

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

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **4:00pm (Sydney time) on Tuesday, 24 May 2016.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

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

-  **By Fax** + 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.

Your Address

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

PROXY FORM

STEP 1 APPOINT A PROXY

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

the **Chair of the Meeting (mark box)**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **the offices of Strike Energy Limited, 120B Underwood Street Paddington, New South Wales on Thursday, 26 May 2016 commencing at 4.00pm (Sydney time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

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	Ratification of Tranche 1 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Issue of 750,000 Shares to a Director – David Baker	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Issue of 250,000 Shares to a Director – Simon Ashton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Issue of 500,000 Shares to a Director – David Wrench	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Issue of 200,000 Shares to a Director – Brendan Ostwald	<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

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2016