

ASX Announcement



30 September 2016

The Company Announcement Officer ASX Ltd
via electronic lodgement

2016 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 Friday 11 November 2016 commencing at 9.00 am (EST).

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

Yours faithfully

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

SEAN MCGUINNESS
Chief Financial Officer & Company Secretary



Strike Energy Limited
(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 Piper Alderman, Level 23, Governor Macquarie Tower, 1 Farrer Place, Sydney NSW 2000 on Friday, 11 November 2016 commencing at 9.00 am (Sydney time)

Strike Energy Limited
120 B Underwood Street
Paddington
New South Wales

Phone: +61 2 9195 5600
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 Piper Alderman, Level 23, Governor Macquarie Tower, 1 Farrer Place, Sydney NSW 2000 on Friday, 11 November 2016 commencing at 9.00 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 2016 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 2016 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.

Resolution 2 – Re-approval of Employee Share Incentive Plan

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

"That, for the purposes of ASX Listing Rule 7.2, Exception 9(b) and for all other purposes, the Company approve the issue of securities under the Employee Share Incentive Plan, the terms and conditions of which are summarised in the Explanatory Memorandum."

Voting exclusion:

The Company will disregard any vote cast on Resolution 2 by any Executive Director of the Company or any of their associates.

However, the Company need 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) it is cast by the Chairman of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Further, a member of the Key Management Personnel and their Closely Related Parties must not vote (and the Company will disregard any such votes) as a proxy on Resolution 2 if the appointment does not specify how the proxy is to vote, unless the person appointed as proxy is the Chairman and the appointment expressly authorises the Chairman to exercise the proxy even though Resolution 2 is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Resolution 3 – To re-elect Mr Mark Carnegie as a Director

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

"That Mr Mark Carnegie, 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

30 September 2016

A handwritten signature in black ink, appearing to read 'S McGuinness', written in a cursive style.

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**. 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 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 lodge your vote electronically, please go to **www.votingonline.com.au/stxagm2016**.

To be effective, a completed proxy form must be received **by no later than 9.00 am (Sydney time) on Wednesday, 9 November 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 Shares at 7.00 pm (Sydney time) on **Wednesday, 9 November 2016**.

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 2016.

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 – Re-approval of Employee Share Incentive Plan

4.1 Background

Resolution 2 seeks the approval by Shareholders of the issue of securities under the Company's Employee Share Incentive Plan (the **ESP**) as an exception to Listing Rule 7.1. The securities issued under the ESP will be Options and Performance Rights (collectively known as **Incentive Securities**) (and the issue of Shares upon their exercise). The difference between an Option and a Performance Right is that an Option confers a conditional right to subscribe for a Share at a certain exercise price, whereas a Performance Right confers a conditional right to subscribe for a Share for nil consideration.

The objectives of the ESP are to (among other things), recognise the ongoing ability of the eligible persons and their expected efforts and contribution in the long term to the performance and success of the Company, provide an incentive to eligible persons to continue their engagement with the Company in the long term, to attract persons of experience and ability to engage with the Company and foster and promote loyalty between the Company and eligible persons.

The ESP was last approved by Shareholders at the Company's 2014 annual general meeting held on 30 October 2014. It was recently re-approved by the Board with minor alternations to better align it with recent amendments made to the Australian Tax Office regulations governing this issuance and taxing of such instruments/awards and to reflect changes to ASIC policy for employee incentive schemes since the Plan was last approved by shareholders.

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

incentive plan (such as the ESP) are exempt from ASX Listing Rule 7.1 for a period of 3 years from the date on which shareholders approve the issue of securities under the plan.

Since the ESP was last approved by Shareholders on 30 October 2014, 30,000,000 Performance Rights have been issued under the ESP, of which none have been exercised (as at the date of this Notice of Meeting). The details of Shares, Options and Performance Rights on issue at the date of this Notice of Meeting are as follows:

Type of Security	Number on Issue
Shares	900,330,946
Options	11,200,000
Performance Rights	17,950,000

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

A copy of the complete rules of the ESP is available upon request by contacting the Company Secretary, Mr Sean McGuinness, at the Company's offices.

4.2 Summary of the ESP

Participants

Pursuant to the ESP, the Board may offer Incentive Securities to each person who is a director or an employee (whether full-time, part-time or casual) of the Company or of an associated body corporate of the Company or any person who the Board determines is to be treated as an eligible person from time to time having regard to regulatory constraints under the Corporations Act, ASIC policy or any other law applicable to the Company (each an **Eligible Person**).

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

The Board has determined that non-executive Directors are not entitled to participate in the ESP at the date of this Notice of Meeting.

Offers

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

- that the Eligible Person to whom the offer is addressed may accept the whole or any lesser number of Incentive Securities offered;
- the exercise conditions (if any) applicable to the Incentive Securities;
- the period or periods during which the Incentive Securities or any of them may be exercised, and their expiry date (which must not be 5 years after the issue date);
- the exercise price for each Incentive Security (see below); and
- any other matters which the Board may determine from time to time having regard to regulatory constraints under the Corporations Act, ASIC policy or any other law applicable to the Company.

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

Subject to approval by the Board in its absolute discretion, an Eligible Person may nominate another person or entity to be the holder of Incentive Securities. An Eligible Person must ensure that their permitted nominee (if any) complies with the ESP.

Shares upon exercise

Each issued Incentive Security entitles the holder upon exercise to one Share (subject to the satisfaction or waiver of any exercise conditions), which will rank equally with all other Shares. The maximum number of Incentive Securities that may be issued under the ESP will be determined by the Board from time to time in its discretion having regard to regulatory constraints under the Corporations Act, ASIC policy or any other law applicable to the Company.

Exercise price

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

Performance Rights have no exercise price.

Not transferable

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

Quotation

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

Exercise conditions

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

An Incentive Security will become immediately exercisable, however:

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

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

Lapsing

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

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

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

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

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

Corporate actions

- (*New issues*) Incentive Security holders are not entitled to participate in any new issue of securities to existing holders of Shares. However, the Company must give Incentive Security holders prior notice of new issues before the applicable record date, in accordance with the ASX Listing Rules.
- (*Bonus issues*) If there is a bonus issue to the holders of Shares and an Incentive Security is not exercised before the record date for the bonus issue, the number of Shares over which an Incentive Security is exercisable will be increased by the number of Shares the Incentive Security holder would have received if the Incentive Security had been exercised before the record date for the bonus issue.
- (*Pro rata issues and reorganisations*) If there is a pro rata issue to the holders of Shares or a reorganisation of the capital of the Company, the exercise price of an Option or (if applicable) the rights of an Incentive Security holder will be changed to the extent necessary to comply with the ASX Listing Rules.

Amendments

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

Recommendation

The Directors (other than Mr Baker, who the Board has determined is eligible to participate in the Plan) recommend that Shareholders vote in favour of Resolution 2.

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

5. Resolution 3 – To re-elect Mr Mark Carnegie 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.

Mr Mark Carnegie retires from office in accordance with clause 13.2 of the Company's constitution and, being eligible, offers himself for re-election.

Mr Carnegie was appointed by the Board as a Director on 9 August 2013 and was subsequently appointed as Chairman of the Company on 11 September 2013. Mr Carnegie was elected by Shareholders on 22 November 2013.

Mr Carnegie has more than 30 years' experience as an entrepreneur, investor and corporate adviser in New York, London and Sydney. Mr Carnegie established venture capital and private equity firm M.H. Carnegie & Co. Pty Ltd in 2010.

The Directors (other than Mr Carnegie) 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 2016.
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).
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 issued under the ESP to subscribe for a Share at a certain exercise price, subject to the satisfaction of any applicable exercise.
Performance Right	means an entitlement to subscribe for a Share for nil consideration, subject to the satisfaction of any applicable exercise conditions.
Remuneration Report	means the remuneration report of the Company contained in the Directors' Report.
Resolution	means a resolution contained in the Notice of Meeting.
Share	means a fully-paid ordinary share issued in the capital of the Company
Shareholder	means a registered holder of one or more Shares.

All Correspondence to:

- ✉ **By Mail:** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **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 9:00am (Sydney time) on Wednesday, 9 November 2016.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT www.votingonline.com.au/stxagm2016
- 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:

- (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 **9:00am (Sydney time) on Wednesday, 9 November 2016.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged as follows:

- 🖥 **Online** www.votingonline.com.au/stxagm2016
- 📠 **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.

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 Piper Alderman, Level 23, Governor Macquarie Tower, 1 Farrer Place, Sydney NSW 2000 on Friday, 11 November 2016 at 9:00am (Sydney time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1 & 2, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1 & 2 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 & 2). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS
 * If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-approval of Employee Share Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	To re-elect Mr Mark Carnegie as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<div style="border: 1px solid black; height: 24px;"></div>	<div style="border: 1px solid black; height: 24px;"></div>	<div style="border: 1px solid black; height: 24px;"></div>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2016

Strike Energy Limited is committed to improving shareholder value.

The Company strongly believes shareholders' interests are best served if all shareholder communications, including the notice of annual general meeting (**AGM**), are sent electronically to your nominated email address. Not only will you be informed about the Company more efficiently, the Company will be able to reduce unnecessary costs, waste and its carbon footprint.

We encourage you to visit www.investorserve.com.au and register as an InvestorServe user. Once you have registered, you will be able to update your communication preferences to receive all shareholder communications by email.