



**Strike Energy Limited  
(ABN 59 078 012 745)**

**NOTICE OF ANNUAL GENERAL MEETING  
AND EXPLANATORY MEMORANDUM**

**The Annual General Meeting is to be held as a virtual meeting  
on  
Tuesday, 1 December 2020 commencing at 10.00am (Perth time)**

**This Notice of Meeting and Explanatory Memorandum should be read in its  
entirety.**

**Shareholders may participate in the Meeting virtually through an online platform provided by our  
share registrar, Boardroom Pty Ltd (further details enclosed).**

**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 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 as a virtual meeting on Tuesday, 1 December 2020 commencing at 10.00am (Perth time). Shareholders may participate in the Meeting virtually through an online platform provided by our share registrar, Boardroom Pty Ltd, which can be accessed at <https://web.lumiagm.com>. The Meeting is being held virtually due to circumstances arising from the COVID-19 pandemic, including government restrictions on gatherings, in accordance with the *Corporations (Coronavirus Economic Response) Determination No. 3 2020* (Cth).

Shareholders can participate in the Meeting via the Lumi AGM platform through the following means:

- By computer through the following URL: <https://web.lumiagm.com>
- Through a mobile device by using the 'Lumi AGM' mobile app, or the following web URL <https://web.lumiagm.com>

Participating in the Meeting virtually will enable Shareholders to view the Meeting live, ask questions and cast votes in the real time poll during the Meeting.

Shareholders will be able to log in to the online platform from 9.30am (Perth time) on the date of the Meeting.

You will need the following information to access the virtual Meeting by one of the above means:

- The meeting ID, which is 370 322 178
- Your username, which is your Boardroom internal S reference number (contained on the back of your Voting Form or in your notice of meeting email).
- Your password, which is your Australian postcode (overseas Shareholders should refer to the Online Voting User Guide).

Further information on how to vote and participate in the virtual Meeting is contained in the Online Voting User Guide accessible at [www.strikeenergy.com.au/meetings](http://www.strikeenergy.com.au/meetings)

Alternatively if you have been nominated as a third party proxy, or for any enquiries relating to virtual participation in the Meeting or accessing the Lumi AGM platform, please contact the Company's Share Registry on 1300 737 760 or +61 02 9290 9600.

### BUSINESS OF THE ANNUAL GENERAL MEETING

#### Financial Report, Directors' Report and Auditor's Report

To receive and consider the Financial Report of the Company and its controlled entities and the reports of the Directors (which incorporates the remuneration report) and the Auditor for the year ended 30 June 2020.

#### 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 2020 is 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

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:

- 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
- the person is the Chairman 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 elect Mary Hackett as Director

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

*"That Mary Hackett, who was appointed as a Director since the Company's last annual general meeting and therefore stands for election in accordance with clause 13.5 of the Constitution, is elected as a Director."*

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

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

*"That John Poynton AO, who retires by rotation in accordance with clause 13.2 of the Constitution and, being eligible, offers himself for re-election, is elected as a Director."*

## Resolution 4 – Grant of Performance Rights to or for the benefit of Mr Stuart Nicholls, Managing Director

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

*"That, for the purposes of ASX Listing Rule 10.14, section 208 of the Corporations Act, and for all other purposes, the grant to the Managing Director, Mr Stuart Nicholls or his nominee, of 2,671,580 Performance Rights awarded under the FY21 Long-term Incentive Plan as described in and otherwise on the terms and conditions set out in the Explanatory Statement, is approved."*

## Resolution 5 – Grant of Performance Rights to or for the benefit of Mr Stuart Nicholls, Managing Director

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

*"That, for the purposes of ASX Listing Rule 10.14, section 208 of the Corporations Act, and for all other purposes, the grant to the Managing Director, Mr Stuart Nicholls or his nominee of 1,135,421 Performance Rights awarded under the FY20 Short-term Incentive Plan as described in and otherwise on the terms and conditions set out in the Explanatory Statement, is approved."*

### Resolutions 4 and 5 - Voting exclusion:

The Company will disregard any votes cast on Resolutions 4 or 5 by or on behalf of Mr John Poynton, Mr Stuart Nicholls, Mr Nev Power, Ms Jody Rowe, Mr Stephen Bizzell and Mr Andrew Seaton (each being a Director who is eligible to participate in the Company's Employee Share Incentive Plan), and any of their respective associates eligible to participate in the Company's Employee Share Incentive Plan.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolutions, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolutions, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, a vote 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 the resolutions as described above; or
- (b) the person is the chair of the meeting voting an undirected proxy which expressly authorises the chair to exercise the proxy even if the resolutions are 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 Resolutions 4 and 5.

### Resolution 6 – Grant of Options to or for the benefit of Non-Executive Director, Mary Hackett

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

*“That, for the purposes of ASX Listing Rule 10.11, section 208 of the Corporations Act, and for all other purposes, and subject to the passing of Resolution 2, the grant to Non-Executive Director, Mary Hackett or her nominee, of 5,000,000 Options, with an exercise price of \$0.35 and expiring on 31 July 2022, and otherwise on the terms and conditions set out in the Explanatory Statement, is approved.”*

#### Voting exclusion:

The Company will disregard any votes cast on Resolution 6 by or on behalf of Mary Hackett, any person who is to receive securities the subject of the Resolution and a person who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities if the Resolution is passed), and any of their respective associates.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolutions, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolutions, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - (ii) the holder votes on the resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, a vote 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 the resolutions as described above; or
- (b) the person is the chair of the meeting voting an undirected proxy which expressly authorises the chair to exercise the proxy even if the resolutions are 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 Resolutions 6.

### Resolution 7 – Replacement of Constitution

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

*“That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to repeal its existing Constitution and adopt a new constitution in its place in the form tabled at the Meeting and signed by Chairman for identification purposes with immediate effect.”*

**Resolution 8 – Ratification of agreement to grant (or if applicable, the grant of) Options to Macquarie Bank Limited**

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 for all other purposes, Shareholders ratify the agreement to grant (or, if granted prior to the date of this Meeting, the grant of) 35,000,000 Options to Macquarie Bank Limited on the terms and conditions set out in the Explanatory Memorandum.”*

**Voting exclusion**

The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of any person who participated in the issue of Options the subject of the resolution or a person who is a counterparty to the agreement being approved, and each of their associates.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolutions, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolutions, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - (ii) the holder votes on the resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

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

**By order of the Board**



**John Poynton AO**  
Chairman  
Strike Energy Limited  
28 October 2020

## 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 11 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 (other than Resolution 7) are ordinary resolutions. The passing of an ordinary resolution requires a simple majority of votes cast by Shareholders present (in person, by proxy or by representative) and entitled to vote on the Resolution. Resolution 7 is a special resolution, which requires a majority of 75% of the votes cast by Shareholders present (in person, by proxy or by representative) and entitled to vote on the Resolution.

Voting on all Resolutions at the Meeting will be conducted by a poll (by way of direct voting utilising the online meeting platform provided by our share registry Boardroom).

### How to Vote

You may vote by attending the Meeting virtually in person or by proxy, attorney or authorised representative through an online platform provided by our share registrar, Boardroom Pty Ltd, which can be accessed at <https://web.lumiagm.com>.

If voting in person you must attend the Meeting virtually on the date and at the time set out in the Notice of Meeting. Information on how to attend the Meeting virtually is set out in the Notice of Meeting and is available on our website at [www.strikeenergy.com.au/meetings](http://www.strikeenergy.com.au/meetings). Shareholders will not be able to attend the Meeting at a physical location.

You may cast direct online votes prior to the meeting, without needing to attend the meeting or appoint a proxy. Direct online votes can be lodged at <http://www.votingonline.com.au/stxagm2020>. Direct votes cast by Shareholders will be counted on a poll. A Shareholder who has cast a direct vote may attend the Meeting and vote online, but their online vote will cancel the direct vote lodged prior to the Meeting, unless the Shareholder instructs the Company's share registrar otherwise.

### Proxies

A Shareholder who is entitled to attend and vote at the Meeting has the right to appoint a proxy or proxies to attend and vote for them. A proxy may be, but need not be, a Shareholder and can be an individual or body corporate. Shareholders holding two or more Shares can appoint either one or two proxies. If two proxies are appointed, the appointing Shareholder can specify what proportion or number of votes the Shareholder wants each proxy to exercise. If the Shareholder appoints two proxies and the appointment does not specify such proportion or number of votes, each proxy may exercise half of the votes.

To vote by proxy, please complete the proxy form enclosed with this Notice of Meeting as soon as possible and either:

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

To be effective, a completed proxy form must be received **by no later than 10.00am (Perth time) on Sunday, 29 November 2020**, 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 **Sunday, 29 November 2020**.

For personal use only

**EXPLANATORY MEMORANDUM****1. Introduction**

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 11 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.

**2. Financial Report, Directors' Report and Auditor's Report**

The Corporations Act requires:

- the reports of the Directors and Auditors; and
- the annual report, including the financial statements of the Company for the year ended 30 June 2020,

to be laid before the Meeting. Neither the Corporations Act nor the Constitution requires a vote of Shareholders on the reports or statements. However, Shareholders will be given an opportunity to raise questions or comments on the management of the Company.

Also, a reasonable opportunity will be given to Shareholders as a whole at the Meeting to ask the Company's Auditor questions relevant to 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.

**3. Resolution 1 – To adopt the Remuneration Report**

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 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.

#### **Important Notice**

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 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, subject to being authorised to do so.

## **4. Resolution 2 – Election of Mary Hackett as Director**

### **4.1 Background**

Clause 13.5 of the Constitution provides that the Directors may appoint a person to be a Director, however any Director so appointed will only hold office until the next following annual general meeting where they will be eligible for re-election. Mary Hackett was appointed as a Director pursuant to clause 13.5 of the Constitution with effect on 27 October 2020.

Mary Hackett has an extensive career in the resource sector, spanning more than 30 years, with senior executive roles at Brown & Root, Woodside and General Electric. Her most recent role was as Vice President of General Electric Oil & Gas for Australasia.

Ms Hackett is a Fellow of the Institute of Engineers Australia and holds a Bachelor of Engineering (Hons) Mechanical from University College Galway, Ireland. Ms Hackett is currently a non-executive director of Northern Star Resources Limited and the LNG Marine Fuel Institute and Chair of the Future Energy Exports Cooperative Research Centre. Ms Hackett was previously a director of GE Oil & Gas Australia Pty Ltd, Chair of the Industry Advisory Committee for Curtin University's School of Science and Engineering and Co-Chair of the Energy Industry Collaboration Group.

Ms Hackett has extensive experience in business development, strategy and planning, lifecycle asset management, project and contract management, regulatory compliance, organisational design and corporate management systems. Ms Hackett has significant technical knowledge in process operation & maintenance and facility engineering coupled with working knowledge of reservoir, geotechnical and drilling disciplines. For these reasons, the Directors (other than Ms Hackett, who has an interest in the outcome of the Resolution) unanimously support Ms Hackett's election.

The Company has conducted appropriate checks into Ms Hackett's background and experience, and those background checks have not revealed any information of concern. The board is not aware of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect, Ms Hackett's capacity to bring an independent judgement to bear on issues before the board, and to act in the best interests of the Company as a whole. The board considers that Ms Hackett, if elected, will qualify as an independent director.

## 4.2 Recommendation

The Directors (other than Ms Hackett, who has an interest in the outcome of the Resolution) unanimously 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 – Re-election of John Poynton AO as Director

### 5.1 Background

Clause 13.2 of the 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 Poynton was first appointed to the Board as a Director on 10 April 2017 and was last re-elected as a Director at the Company's Annual General Meeting in 2018. In accordance with rule 13.2 of the Constitution it has been determined that John Poynton would retire by rotation at the Annual General Meeting, and being eligible to do so, Mr Poynton offers himself for re-election.

Mr Poynton is Chair of Poynton Stavrianou and Crown Perth and Deputy Chair of Sapien Cyber Ltd. He is also a Member of the Future Fund Board of Guardians and a Director of Crown Resorts Ltd. Mr Poynton has previously served as Chair, Deputy Chair or a Non-Executive Director of a number of ASX listed companies, Federal Government boards, education institutions and not-for-profit enterprises. These include Alinta Ltd, Austal Ltd, Multiplex Ltd, EFIC, the Payments System Board of the Reserve Bank of Australia, the Business School at UWA, Christ Church Grammar School and the WA Museum Foundation. Mr Poynton is an Officer in the General Division of the Order of Australia and is a past recipient of a WA Citizen of the Year award in the Industry and Commerce category.

The board considers Mr Poynton to be an independent director.

Mr Poynton is one of Western Australia's most prominent and successful business leaders and corporate advisers and brings a wealth of knowledge and experience to his role as Chairman of the Company, and for that reason, the Directors (other than Mr Poynton, who has an interest in the outcome of the Resolution) unanimously support Mr Poynton's re-election.

### 5.2 Recommendation

The Directors (other than Mr Poynton, who has an interest in the outcome of the Resolution) unanimously recommend that Shareholders vote in favour of Resolution 3.

The Chairman intends to vote all undirected proxies in favour of Resolution 3.

## 6. Resolutions 4 and 5 – Grant of Performance Rights to or for the benefit of Mr Stuart Nicholls, Managing Director

### 6.1 Background

Under Resolution 4, Shareholders' approval is sought to the grant of 2,671,580 Performance Rights awarded under the FY21 Long-term Incentive Plan (**LTIP Performance Rights**) to or for the benefit of the Managing Director of the Company, Mr Stuart Nicholls, under the Company's Employee Share Incentive Plan (**ESIP**).

Under Resolution 5, Shareholders' approval is sought to the grant of 1,135,421 Performance Rights awarded under the FY20 Short-term Incentive Plan (**STIP Performance Rights**) to or for the benefit of the Managing Director of the Company, Mr Stuart Nicholls, under the ESIP.

Each Performance Right is a right to subscribe for one Share for nil consideration, subject to satisfaction of the applicable vesting conditions described below, and otherwise on the terms and conditions set out in the ESIP.

The LTIP Performance Rights are intended to incentivise Mr Nicholls to work towards, and to reward him for, generating a return on investment for the Company's Shareholders over the longer term. For this reason, the LTIP Performance Rights will be granted subject to performance or vesting conditions that are directly linked to Shareholder returns over a three-year period and which must be satisfied before the LTIP Performance Rights can be exercised and converted to Shares. The proposed LTIP Performance Rights grant is for the 2020/21 financial year.

The vesting criteria for the LTIP Performance Rights is set out in the table below and will be assessed at the end of a three-year period commencing 1 July 2020 (**Performance Period**).

| Measure              | Weighting | Hurdles   | Vesting Percentage |
|----------------------|-----------|---|--------------------|
| Absolute Company TSR | 50%       | Below 10% p.a.                                  | 0                  |
|                      |           | 10% to < 15% p.a.                               | 25%                |
|                      |           | 15% to < 20% p.a.                               | 50%                |
|                      |           | 20% to < 25% p.a.                               | 75%                |
|                      |           | Above 25% p.a.                                  | 100%               |
| Relative TSR         | 50%       | Below 60 <sup>th</sup> percentile               | 0                  |
|                      |           | 60 <sup>th</sup> percentile                     | 60%                |
|                      |           | 61 <sup>nd</sup> to 75 <sup>th</sup> percentile | 61% to 99%         |
|                      |           | > 76 <sup>th</sup> percentile and above         | 100%               |

The number of LTIP Performance Rights that will vest and become convertible to Shares will depend on the rate of return achieved, with 50% of the Performance Rights weighted on achievement of Company specific hurdle rates of return (as set out above) (**Absolute Company TSR**) and 50% of the Performance Rights weighted on the Company's rate of return relative to the rate of return achieved by a comparative group of 14 ASX listed Australian exploration and production companies with varying market capitalisation (**Relative TSR**). The peer group will be reviewed for relevance and amended annually as appropriate.

The STIP Performance Rights are awarded to Mr Nicholls for achievement of the 2019/20 financial year STIP which operated over a performance period from 1 July 2019 to 30 June 2020. The STIP Performance Rights will vest on 1 July 2021.

All unvested and unexercised Performance Rights will automatically expire 90 days from the end of the Performance Period (**Expiry Date**).

If Mr Nicholls ceases to be employed prior to satisfaction of the vesting conditions, the Performance Rights will automatically lapse unless the Board, in its discretion and subject to applicable law and the ASX Listing Rules, determines otherwise. If Mr Nicholls ceases employment and the vesting conditions have been satisfied, the Performance Rights will lapse on the earlier of the Expiry Date and the date that is 90 days after the date of cessation of Mr Nicholls' employment, unless the Board, in its discretion and subject to applicable law and the ASX Listing Rules, determines otherwise.

## 6.2 Chapter 2E of the Corporations Act

Under section 208 of the Corporations Act (which is part of Chapter 2E), 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.

Approval of Resolution 4 and Resolution 5 will each result in the granting of a conditional right to subscribe for Shares for nil consideration to a Director. This constitutes the giving of a financial benefit to a related party as Directors are related parties of the Company. However, the Board has determined that the grant of Performance Rights to Mr Nicholls, as part remuneration for his services is reasonable in the Company's circumstances and those of Mr Nicholls, and as such does not require Shareholder approval for the purposes of Chapter 2E of the Corporations Act by virtue of the exception to shareholder approval in section 211 of the Corporations Act. The Company has a need for highly skilled personnel to deliver on the Company's strategic objectives, but limited cash reserves to attract and reward such personnel. The grant of Performance Rights not only assists preserve cash for the Company's business activities, but also incentivises personnel to achieve the Company set strategic objectives and, in the case of the LTIP Performance Rights, ultimately deliver a return on investment to its Shareholders. The grant of the Performance Rights when taken together with the balance of Mr Nicholls' remuneration package is also considered reasonable by the Board when compared with the remuneration packages of managing directors and chief executive officers of companies of a similar size and in the same industry to that of the Company.

Notwithstanding that the Board considers the exception to shareholder approval in section 211 of the Corporations Act applies, the Directors (other than Mr Nicholls who has a material personal interest in Resolution 4) consider it prudent to seek Shareholder approval under the Corporations Act.

### 6.3 Listing Rule 10.14

Listing Rule 10.11 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 noted above, each of the Directors are a related party of the Company.

Listing Rule 10.14 provides that a listed company must not permit certain persons to acquire equity securities under an employee incentive scheme without the approval of its Shareholders, including a Director.

One of the exceptions to Listing Rule 10.11 (being Listing Rule 10.12, Exception 8) is that the relevant equity securities are issued under an employee incentive scheme with ordinary shareholder approval under Listing Rule 10.14.

As noted above, any Performance Rights granted to Mr Nicholls will be pursuant to the ESIP. Accordingly, the Company seeks Shareholder approval to the award of the LTIP Performance Rights and STIP Performance Rights to Mr Nicholls under ASX Listing Rule 10.14.

In accordance with Listing Rule 7.2, Exception 14, the Performance Rights (and any Shares issued upon conversion of the Performance Rights) if approved for grant under Listing Rule 10.14, will not be counted towards any future calculation of the Company's 15% annual placement capacity under Listing Rule 7.1.

### 6.4 Information required by Listing Rule 10.15

Pursuant to and in accordance with Listing Rule 10.15, the following information is provided in relation to the grant of the Performance Rights to Mr Nicholls pursuant to Resolution 4 and Resolution 5:

- (a) The Performance Rights the subject of Resolution 4 and Resolution 5 will be granted to Managing Director, Mr Stuart Nicholls (or his nominee).
- (b) Mr Nicholls is a Director of the Company and therefore falls within Listing Rule 10.14.1.

- (c) The maximum number of Performance Rights to be issued pursuant to this resolution is, in the case of Resolution 4, 2,671,580 Performance Rights and, in the case of Resolution 5, 1,135,421 Performance Rights.
- (d) Details of Mr Nicholls current total remuneration package are set out in section 6.5(e).
- (e) Mr Nicholls has been issued with 3,000,000 Options under the ESIP since it was last approved by Shareholders at the Company's 2019 Annual Meeting (for further details, see Notice of Extraordinary General Meeting lodged with ASX on 30 June 2020).
- (f) Each Performance Right is to be granted in accordance with the terms of the ESIP and is convertible into one fully paid ordinary share in the capital of the Company on the same terms and conditions as the Company's existing Shares. In each case the Shares will be issued only if the vesting conditions (as described earlier) are satisfied and the holder exercises the Performance Rights.
- (g) The purpose of the grant of Performance Rights to Mr Nicholls is set out in section 6.5(f).
- (h) The value that the Company attributes to the Performance Rights is set out in section 6.5(b).
- (i) The Performance Rights will be granted as soon as practicable and, in any event, no later than 3 years after the date of the Meeting.
- (j) The Performance Rights will be granted for nil cash consideration, and as such no funds will be raised from the grant of the Performance Rights. There is also no consideration payable for each Share issued upon the exercise of each Performance Right.
- (k) A summary of the material terms of the ESIP are set out in Schedule 1 to this Explanatory Statement. A copy of the complete rules of the ESIP is available upon request by contacting the Company Secretary, Mr Justin Ferravant, at the Company's offices.
- (l) The Company confirms that no loan has been made to Mr Nicholls in relation to the grant of the Performance Rights.
- (m) Details of any securities issued under the ESIP will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the ESIP after and who are not named in the resolution will not participate until approval is obtained under Listing Rule 10.14.
- (n) A voting exclusion statement is set out in Notice of Meeting.

Approval pursuant to Listing Rule 7.1 is not required for the grant of the Performance Rights to Mr Nicholls (or his nominee) as Shareholder approval is being obtained under Listing Rule 10.14. Accordingly, and as noted above, the grant of the Performance Rights will not use up the Company's 15% annual placement capacity under Listing Rule 7.1.

## 6.5 Further Information

The following additional disclosures are made for the purposes of Chapter 2E of the Corporations Act and for all other purposes.

### (a) *Nature of financial benefit*

The proposed financial benefit to be given is the grant of Performance Rights (and the consequent issue of Shares upon conversion of the Performance Rights into Shares) to or for the benefit of Mr Nicholls for nil consideration.

### (b) *Valuation of Performance Rights*

*LTIP Performance Rights* – The indicative fair value of the LTIP Performance Rights to be granted to or for the benefit of Mr Nicholls has been determined using a Monte Carlo simulation (using a Black-Scholes framework). The following key assumptions were adopted in estimating the value of the proposed award on grant date: risk free interest rate, share volatility and the market value of the Company's Shares on grant date.

The table below provides an estimate of the value of the LTI award benefit to be granted at the market price of \$0.26 at 30 September 2020 for 2,671,580 LTIP Performance Rights to be issued based on a risk-free interest rate of 0.17% and a share volatility measure of 85.79%.

| Market Price of Shares | Value per Unit | Accounting Value of Total LTI |
|------------------------|----------------|-------------------------------|
| \$0.26                 | \$0.177        | \$472,736                     |

*STIP Performance Rights* – The fair value of the STIP Performance Rights to be granted to or for the benefit of Mr Nicholls is assessed as \$246,500, and is calculated as the product of 50% of Mr Nicholls' fixed remuneration weighted by the STIP 85% scorecard result for the 2019/20 financial year, divided by \$0.2171 (being the volume weighted average share price over the 5 trading days prior to commencement of the Performance Period).

(c) *Effect of grant of Performance Rights*

As at the date of this Notice of Meeting, the Company has the following equity securities on issue. See the Company's Appendix 2A lodged with ASX on 6 August 2020.

| Type of security   | Number on issue                                 |
|--------------------|---|
| Shares             | 1,720,412,434                                   |
| Options            | 34,091,250 (exercisable into 34,091,250 Shares) |
| Performance Rights | 21,894,244 (exercisable into 21,894,244 Shares) |

If Resolution 4 is approved and the Performance Rights are granted (without taking any other resolution into account), the Company will have on issue an additional 2,671,580 Performance Rights.

If Resolution 5 is approved and the STIP Performance Rights are granted (without taking any other resolution into account), the Company will have on issue an additional 1,135,421 Performance Rights.

If any of the LTIP Performance Rights or STIP Performance Rights to be granted to or for the benefit of Mr Nicholls are converted into Shares the effect would be to dilute the shareholding of existing Shareholders.

As at the date of this Notice of Meeting, on a fully diluted basis (i.e. assuming all of the existing options and Performance Rights on issue are exercised and no other securities are issued), the Company has an equivalent of a maximum of 1,776,397,928 Shares. The issue of the Performance Rights would result in dilution (expressed as a percentage of the expanded Share capital, assuming both the LTIP and STIP Performance Rights are approved and granted, but without taking into account securities issued pursuant to any other resolution) of approximately:

- In the case the LTIP Performance Rights, 0.15%; and
- In the case of the STIP Performance Rights, 0.064%.

(d) *Individual security holdings*

The equity securities in the Company currently held directly and indirectly by Mr Nicholls as at the date of this Notice of Meeting are set out below.

| Director | Shares | Number of other Securities held as at date of this Notice of Meeting | Percentage of Share capital on a fully diluted basis as at date of this Notice of Meeting |
|----------|--------|--|---|
|          |        |  |   |

|                    |           |  |                 |
|--------------------|-----------|--|-----------------|
| Mr Stuart Nicholls | 2,827,247 | 12,945,503 unlisted performance rights | 0.89% (approx.) |
|--------------------|-----------|--|-----------------|

(e) *Other aspects of remuneration packages*

The Company aims to award senior management with a level and mix of remuneration commensurate with their position and responsibilities to ensure consistency with the Company's remuneration objectives. The Company has entered into a standard contract of employment with Mr Nicholls, which provides for both fixed and variable remuneration.

Mr Nicholls, as an Executive Director, is entitled to an annual salary of \$580,000 (including superannuation). In addition to fixed remuneration, Mr Nicholls is eligible to participate in the short-term and long-term incentives plans up to 75% and 100% respectively, of his fixed remuneration, as outlined in the Remuneration Report for the financial year ending 30 June 2020.

(f) *Rationale and Recommendation*

The Performance Rights proposed to be granted to or for the benefit of Managing Director, Mr Nicholls, (per Resolutions 4 and 5) were approved for grant by the Board (subject to obtaining Shareholder approval):

- as a means of retaining as Managing Director a person of the calibre and with the skills and experience that Mr Nicholls has; and
- to incentivise Mr Nicholls to work towards, and to reward him for, achieving increases in the Company's value as determined by the market price of Shares.

For the reasons set out above, the Board (other than Mr Nicholls who has a material personal interest in the outcome of Resolutions 4 and 5) consider the grant of the Performance Rights appropriate in the circumstances and recommend Shareholders vote in favour of Resolutions 4 and 5. The Chairman intends to vote all undirected proxies in favour of Resolutions 4 and 5.

If Resolution 4 or Resolution 5 is passed, the Company will be able to proceed with the grant of Performance Rights the subject of the applicable Resolution.

If Resolution 4 or Resolution 5 is not passed, the Company will not be able to proceed with the grant of Performance Rights the subject of the applicable Resolution.

(g) *Effect on earnings and other*

There will be an immediate effect on the Company's earnings subsequent to the grant of the Performance Rights in that the Company will likely recognise a share-based payment expense in the Company's profit and loss statement of approximately:

- in the case of the LTIP Performance Rights, \$157,579 over a three year period; and
- in the case of the STIP Performance Rights, \$246,500 over a two year period.

The opportunity costs, taxation consequences (such as fringe benefits tax) and benefits foregone by the Company is nil.

**7. Resolution 6 – Grant of Options to or for the benefit of Non-Executive Director, Mary Hackett****7.1 Background**

On 27 October 2020, Ms Hackett was elected to Board. In consideration for Ms Hackett's service on the Board and subject to obtaining Shareholder approval and to Ms Hackett's election to the Board pursuant to Resolution

2, the Board approved the grant to Ms Hackett (or her nominee) of 5,000,000 Options to subscribe for Shares with an exercise price of \$0.35, and expiring on 31 July 2022.

The rationale for the grant of the Options to Ms Hackett is detained in paragraph 7.5(g) below.

The grant of the Options to Ms Hackett is subject to her being elected to the Board pursuant to Resolution 2, such that if she is not so elected, the Options will not be granted to her.

## 7.2 Terms and conditions of Options

The terms and conditions of the Options proposed to be granted are:

- (1) Each Option will entitle the holder (**Optionholder**) to subscribe for one Share (subject to possible adjustments referred to in paragraphs (9) and (10) below.
- (2) Each Option will be exercisable during the period from the date it is granted until 5.00pm (Perth time) on 31 July 2022 (**Expiry Date**). Options not exercised before the Expiry Date will lapse.
- (3) The exercise price of each Option will be 35 cents (subject to any adjustments in accordance with the formula set out below in paragraph (11) (**Exercise Price**).
- (4) The Options will be exercisable by notice in writing to the Company, delivered to the registered address of the Company and accompanied by the full payment of the Exercise Price in cleared funds.
- (5) Shares issued pursuant to the exercise of any of the Options will rank in all respects on equal terms with the existing Shares. The Company will apply for official quotation by ASX of the Shares issued upon exercise of the Options within 5 business days (in Western Australia) of the date of allotment of the Shares.
- (6) The Options will not be quoted on ASX.
- (7) The legal or beneficial interest in an Option may not be sold, transferred or otherwise disposed of without the prior written consent of the Board.
- (8) The Options will not entitle the Optionholder to participate in any new issue of securities by the Company unless the Option has been duly exercised prior to the relevant record date. The Company will ensure that for the purposes of determining entitlements to participate in any new issues of securities to holders of Shares, the record date will comply with the timetables prescribed by the ASX Listing Rules.
- (9) If there is a bonus issue to the holders of Shares:
  - (a) the number of Shares over which each Option is exercisable will be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue; and
  - (b) no change will be made to the Exercise Price.
- (10) If, prior to the Expiry Date the issued capital of the Company is reorganised, the rights of the holders of the Options may be varied to comply with the ASX Listing Rules which apply to the reorganisation.
- (11) If the Company makes a rights issue (other than a bonus issue), the Exercise Price of the Options will be reduced in accordance with the following formula:



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

Where:

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

### 7.3 Chapter 2E of the Corporations Act

Please refer to section 6.2 for details on the requirements of Chapter 2E of the Corporations Act.

The grant of Options to Ms Hackett constitutes the giving of a financial benefit to a related party as Directors are related parties of the Company. Whilst the grant of the Options to Ms Hackett might be said to fall within one of the exceptions to the requirement for shareholder approval under Chapter 2E of the Corporations Act (eg. reasonable remuneration of an officer or director), your Directors (other than Ms Hackett who has a material personal interest in Resolution 6) consider it prudent to seek Shareholder approval nonetheless under the Corporations Act.

### 7.4 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. Whilst it can be said that an exception to Listing Rule 10.11 applies (specifically, exception 12 in Listing Rule 10.12), your Directors are of the view that it would be prudent to seek shareholder approval for the purposes of Listing Rule 10.11 in any case.

### 7.5 Information required by Listing Rule 10.13

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

- (a) The Options will be granted to Director, Ms Mary Hackett (or her nominee).
- (b) Subject to obtaining Shareholder approval and to Ms Hackett's election to the Board pursuant to Resolution 2, Ms Hackett will be a related party of the Company pursuant to Listing Rule 10.11.1 (as Directors are related parties of the Company).
- (c) The maximum number of Options to be issued is 5,000,000 Options.
- (d) Each Option is an option to subscribe for a fully paid ordinary Share, on the same terms and conditions as the Company's existing Shares. The terms of the Options are set out in section 7.2.
- (e) The Options will be granted as soon as practicable and, in any event, no later than 1 month after the date of the Meeting.
- (f) The Options will be granted for nil cash consideration, and as such no funds will be raised from the grant of the Options. The exercise price of each Option is \$0.35.

- (g) The Options proposed to be granted to or for the benefit of Non-Executive Director, Ms Hackett, were approved for grant by the Board (subject to obtaining Shareholder approval):
- as a means of attracting and retaining on the Board persons of the calibre and with the skills and experience that Ms Hackett has and which the Board considers are necessary for the Board to have at the stage at which the Company is at and as it moves into the commercialisation phase of its projects; and
  - to incentivise her to utilise the skills and experience she has as a member of the Company's Board to work towards, and to reward her for, achieving increases in the Company's value as determined by the market price of Shares.

Whilst the grant of the Options to a Non-Executive Director will mean the Company is not strictly complying with Recommendation 8.2 of the ASX's Corporate Governance Council's Corporate Governance Principles and Recommendations (4<sup>th</sup> edition), for the above reasons the Board (other than Ms Hackett who has a material personal interest in this Resolution) consider the grant of the Options appropriate in the circumstances and recommend Shareholders vote in favour of Resolution 6.

- (h) Ms Hackett, as a Non-Executive Director, is entitled to an annual Director's fee, which is currently \$80,000 (plus superannuation).
- (i) The Options will be granted pursuant to Ms Hackett's terms of appointment as a Director of the Company, which was announced by the Company on 27 October 2020.
- (j) A voting exclusion statement is set out in the Notice of Meeting.

Approval pursuant to Listing Rule 7.1 is not required for the grant of the Options to Ms Hackett (or her nominee) as Shareholder approval is being obtained under Listing Rule 10.11. Accordingly, the grant of the Options will not use up the Company's 15% annual placement capacity under Listing Rule 7.1.

## 7.6 Other Information

The following additional disclosures are made for the purposes of Chapter 2E of the Corporations Act and for all other purposes.

### (a) Nature of financial benefit

The proposed financial benefit to be given is the grant of Options (and the consequent issue of Shares upon the exercise of the Options) to or for the benefit of Ms Hackett for nil consideration, other than the payment of the \$0.35 exercise price upon exercise.

### (b) Valuation of Options

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

The assumptions underlying the Black-Scholes model used in calculating the preliminary value of the Options were as follows:

- Share price = \$0.35 per Share
- Expected life = 1.86 years
- Risk-free rate (r) = 0.2%
- Expected share volatility (q)\* = 99.5%
- Dividend yield = 0%

Using this method of valuation, the Company has determined a preliminary value of \$0.11 per Option.

The expected total financial benefit of the Options to be issued to or for the benefit of Ms Hackett is \$574,844.

(c) **Effect of grant of Options**

As at the date of this Notice of Meeting, the Company has the following equity securities on issue. See the Company's Appendix 2A lodged with ASX on 6 August 2020.

| Type of security   | Number on issue                                 |
|--------------------|---|
| Shares             | 1,720,412,434                                   |
| Options            | 34,091,250 (exercisable into 34,091,250 Shares) |
| Performance Rights | 21,894,244 (exercisable into 21,894,244 Shares) |

If Resolution 6 is approved and the Options are granted (without taking into account securities issued pursuant to any other resolution), the Company will have on issue an additional 5,000,000 Options.

If Resolution 6 is not approved, the Company will not be able to proceed with the grant of Options to Ms Hackett.

If any of the Options to be granted to or for the benefit of Ms Hackett are exercised the effect would be to dilute the shareholding of existing Shareholders.

As at the date of this Notice of Meeting, on a fully diluted basis (ie. assuming all of the existing Options and Performance Rights on issue are exercised and no other securities are issued), the Company has an equivalent of a maximum of 1,776,397,928 Shares. The issue of up to 5,000,000 Shares upon exercise of the Options to be issued to or for the benefit of Ms Hackett, and without taking into account securities issued pursuant to any other resolution, would result in a dilution of approximately 0.28% (ie. 5,000,000 Shares expressed as a percentage of the expanded Share Capital of 1,776,397,928 Shares).

(d) **Individual security holdings**

As at the date of this Notice of Meeting, Ms Hackett does not hold any securities in the Company (either directly or indirectly).

(e) **Rational and recommendation**

The rationale for the grant of Options to Ms Hackett (or her nominee) and the recommendation from directors (other than Ms Hackett who has a material personal interest in this Resolution) regarding how to vote on Resolution 6 is set out in paragraph 7.5(g) above.

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

There will be an effect on the Company's earnings for the current financial year in that the Company will likely recognise a share-based payment expense in the Company's profit and loss statement of approximately \$574,844.

The opportunity costs, taxation consequences (such as fringe benefits tax) and benefits foregone by the Company is nil.

## 8. Resolution 7 – Replacement of Constitution

Section 136(2) of the Corporations Act provides that a company may modify or repeal its constitution by special resolution of Shareholders. Section 136(1) of the Corporations Act provides that a company may adopt a new constitution by special resolution of Shareholders.

Resolution 7 is a special resolution which will enable the Company to repeal its existing Constitution and adopt a new constitution (**Proposed Constitution**). Resolution 7 requires approval of 75% of the votes cast by Shareholders entitled to vote on the resolution in order to be passed.

The Company's existing Constitution was adopted prior to its admission to the official list in 2004. Since that time, there have been significant updates to the Corporations Act and the Listing Rules, and considerable developments with respect to corporate governance principles as they apply to public companies. Accordingly, the Company's existing Constitution requires substantial updates. The Board has determined that it is more appropriate to adopt a new constitution, which reflects those changes, rather than make each of the necessary amendments to the existing Constitution.

Copies of the existing Constitution and Proposed Constitution are available for perusal by Shareholders at [www.strikeenergy.com.au/meetings](http://www.strikeenergy.com.au/meetings).

It is not practicable to list all the differences between the existing Constitution and the Proposed Constitution in this Explanatory Memorandum, however a summary of the key differences is set out below.

### 8.1 Summary of key differences between the existing Constitution and the Proposed Constitution

#### (a) *Restricted Securities (rule 12.13)*

The Proposed Constitution complies with recent changes to Listing Rule 15.12 which came into effect on 1 December 2019.

The Proposed Constitution provides that:

- a holder of restricted securities must not dispose of the securities (and the Board must refuse to register any transfer of those securities or otherwise acknowledge that disposal) during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX;
- if the restricted securities are in the same class as quoted securities, the holder will be taken to have agreed that the restricted securities are to be kept on the entity's issuer sponsored subregister and are to have a holding lock applied for the duration of the applicable escrow period;
- a holder of restricted securities will not be entitled to participate in any return of capital on those securities during the applicable escrow period, except as permitted by the Listing Rules or ASX; and
- if the holder of restricted securities is in breach of the Listing Rules or any relevant Restriction Agreement, then the holder is not entitled to any dividend or distribution, or to exercise any voting rights in respect of those securities, for so long as the breach continues.

#### (b) *Circumstances in which a director may be removed from office (rule 4.10)*

Under the existing Constitution, if a director is absent for more than six months (without leave or permission from other directors), then he/she will automatically be considered to have vacated the office of director.

The Proposed Constitution reduces this period to three months, given technological developments since the existing Constitution was drafted. Board meetings can now be held virtually if required, and written board resolutions can be signed electronically. The Company considers that if a Director is absent (without leave) for 3 months, that is sufficient grounds for being removed from office.

Accordingly, rule 4.10(d) of the Proposed Constitution provides that a Director ceases to hold office if that Director is not present at a meeting of the board for the longer of (i) three consecutive meetings of the board, or (ii) a continuous period of three months.

(c) *Virtual general meetings (rule 8.1)*

The Proposed Constitution clarifies that Shareholder Meetings can take place via an online platform or other electronic facility provided that:

- those entitled to do so can participate at the meeting;
- any technology used to enable members to participate in the meeting is reasonable secure and provides reasonable measures for the verification of Shareholders entitled to attend the meeting and for voting at the meeting; and
- the conduct of the meeting reasonably facilitates the participation of Shareholders (including the ability to ask questions and vote at the meeting).

Given recent restrictions on public gatherings and interstate travel as a result of Covid-19, the Board has sought to clarify that virtual Shareholder Meetings are appropriate should the need arise again in the future.

(d) *Direct voting (rule 10.7)*

The Proposed Constitution includes a new provision which allows Shareholders to exercise their voting rights via direct voting (in addition to exercising their rights to appoint a proxy). Direct voting is a procedure by which Shareholders can vote directly on resolutions without being present at the meeting by communicating their voting intentions to the Company by post, fax, email or other electronic means approved by the Board. A vote cast by direct vote will be taken to have been cast as if the Shareholder was present at the meeting.

(e) *Proportional takeover provisions (rule 13.12)*

The Proposed Constitution contains proportional takeover provisions similar to those contained in the existing Constitution. A proportional takeover bid is a takeover bid where the offer made to each Shareholder is only for a proportion of that Shareholder's Shares.

Rule 13.12 of the Proposed Constitution contains provisions which are designed to assist Shareholders to receive proper value for their Shares if a proportional takeover bid is made for the Company. Under the Corporations Act, these provisions must be renewed every 3 years or they will cease to have effect. The proportional takeover provisions in the existing Constitution (which are in effect the same as the proportional takeover provisions in the Proposed Constitution) were last renewed by Shareholders at the Company's 2019 Annual General Meeting. If Resolution 7 is passed as a special resolution and the Proposed Constitution is adopted, the proportional takeover provisions in the Proposed Constitution will operate for 3 years. If Resolution 7 is not passed, the proportional takeover provisions in the existing Constitution will remain in place in accordance with the shareholder approval obtained for those proportional takeover provisions at the 2019 Annual General Meeting.

Statement under the Corporations Act

The Corporations Act requires that the following information be provided to shareholders when they are considering the inclusion of proportional takeover provisions in a constitution.

|  |   |
|--|---|
| <b>Effect of proportional takeover approval provisions</b> | <p>A proportional takeover offer is where an offer is made to each shareholder for a proportion of that shareholder's Shares, and not for the shareholder's entire shareholding.</p> <p>The vote contemplated by the proportional takeover provisions is decided on a simple majority. Each person who, as at the end of the day on which the first offer under the</p> |
|--|---|

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|---|---|
|   | <p>bid was made, held bid class securities is entitled to vote, but the bidder and its associates are not allowed to vote.</p> <p>If the resolution is not passed, transfers which would have resulted from the acceptance of a bid will not be registered and the bid will be taken to have been withdrawn. If the bid is approved (or taken to have been approved), the transfers must be registered if they comply with the Corporations Act and the Constitution.</p> <p>The Directors will breach the Corporations Act if they fail to ensure the approving resolution is voted on. However, if the resolution is not voted on, the bid will be taken to have been approved.</p> <p>The proportional takeover approval provisions do not apply to full takeover bids and only apply for 3 years after approval. The provisions may be renewed, but only by a special resolution.</p>   |
| <b>Reasons for adopting the provisions</b>        | <p>If the proportional takeover approval provision is not in the Constitution, a proportional takeover bid may enable control of the Company to pass without shareholders having the opportunity to sell all of their Shares to the bidder. Shareholders may therefore be exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium for their Shares. The proposed proportional takeover provisions decrease this risk because they allow shareholders to decide whether a proportional takeover bid is acceptable and should be permitted to proceed.</p>  |
| <b>Review of proportional takeover provisions</b> | <p>While proportional takeover approval provisions have previously been in force under the existing Constitution, there have been no full or proportional takeover bids for the Company. Therefore, there is no example against which to review the advantages or disadvantages of the provisions for the Directors and the shareholders.</p>   |
| <b>Potential advantages and disadvantages</b>     | <p>The Directors consider that the proportional takeover approval provisions have no potential advantages or disadvantages for them. They remain free to make a recommendation as to whether an offer under a proportional takeover bid should be accepted.</p> <p><b>Advantages</b></p> <p>The potential advantages of the proportional takeover approval provisions for shareholders of the Company are:</p> <ul style="list-style-type: none"> <li>• shareholders have the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;</li> <li>• the provisions may help shareholders avoid being locked in as a minority;</li> <li>• the bargaining power of shareholders is increased (this may help ensure that any partial offer is adequately priced); and</li> <li>• knowing the view of the majority of shareholders may help each individual shareholder assess the likely outcome of the proportional takeover bid and to decide whether to accept or reject that offer.</li> </ul> <p><b>Disadvantages</b></p> <p>The potential disadvantages for shareholders of the Company include:</p> <ul style="list-style-type: none"> <li>• proportional takeover bids for Shares in the Company may be discouraged;</li> <li>• shareholders may lose an opportunity of selling some of their Shares at a premium; and</li> <li>• the chance of a proportional takeover bid being successful may be reduced.</li> </ul> <p><b>Board's view</b></p> <p>The Board considers that the potential advantages for shareholders of the proportional takeover approval provisions outweigh the potential disadvantages. In particular, shareholders as a whole are able to decide whether or not a proportional takeover bid is successful.</p> |
| <b>No knowledge of any acquisition proposals</b>  | <p>At the date of this Notice of Meeting, no Director is aware of a proposal by a person to acquire, or to increase the extent of, a substantial interest in the Company. Clause</p>  |

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|  | 13.12 of the Proposed Constitution provides that the registration of Shares acquired under a proportional takeover bid is prohibited unless a resolution is passed by shareholders in general meeting approving the offer. |
|--|--|

## 8.2 Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 7. The Chairman intends to vote all undirected proxies in favour of Resolution 7.

## 9. Resolution 8 - Ratification of agreement to grant (or if applicable, the grant of) Options to Macquarie Bank Limited

### 9.1 Background

On 8 October 2020, the Company agreed terms with Macquarie Bank Limited (**Macquarie**) for the provision to the Company of an up to A\$28 million secured debt facility (**Debt Facility**). Details of the Debt Facility can be found in the Company's ASX Announcement dated 9 October 2020.

The Debt Facility is to be made available in two tranches, with the first tranche of \$13 million committed subject to execution of definitive documentation and other limited conditions, and the second tranche of \$15 million subject to the outcome of drilling results from the current West Erregulla appraisal drilling campaign and further lender approvals.

Funds drawn down under the Debt Facility are to be used to fund West Erregulla drilling and pre-development costs. The Debt Facility is intended as a bridging facility pending the Company securing senior secured project finance for the West Erregulla Phase 1 development.

As part of the establishment fee for the Debt Facility, the Company agreed to grant 35,000,000 Options to Macquarie, or its nominated subsidiary, at financial close of the initial \$13 million tranche under the Debt Facility (**Facility Options**). That agreement to grant the Facility Options was made within the Company's 15% placement capacity under ASX Listing Rule 7.1. To the extent the Facility Options have been granted to Macquarie prior to the date of this Meeting, the grant of those Options is also made within the Company's 15% placement capacity under ASX Listing Rule 7.1.

### 9.2 ASX Listing Rule 7.4

As the agreement to grant the Facility Options (or if applicable, the grant of those Options prior to the date of this Meeting) was made within the Company's available placement capacity under Listing Rule 7.1, Shareholder approval was not required for that agreement or if applicable, grant.

Listing Rule 7.4 allows a company to seek Shareholder ratification of an agreement to grant (or if applicable, the grant of) securities after the agreement (or grant) was made without Shareholder approval under Listing Rule 7.1 (so long as that agreement or grant did not breach Listing Rule 7.1 at the time it was made). Accordingly, the Company seeks Shareholder approval to ratify the agreement to grant (or if applicable, the grant of) the Facility Options. Approval of this Resolution 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 agreement to grant (or if applicable, the grant of) the Facility Options.

- (a) The Company agreed to grant (or if applicable, granted) the Facility Options to Macquarie Bank Limited (or its nominated subsidiary).
- (b) The number of Facility Options that the Company agreed to grant (or if applicable, granted) was 35,000,000.
- (c) The material terms of the Facility Options are as follows:

- (i) Each Facility Option will entitle the holder (**Optionholder**) to subscribe for one Share (subject to possible adjustments referred to in paragraphs (ix) and (x) below.
- (ii) Each Facility Option will be exercisable during the period from the date it is granted until the date that is two years and 6 months after the date they were granted (**Expiry Date**). Options not exercised before the Expiry Date will lapse.
- (iii) The exercise price of each Facility Option is \$0.29, calculated at a 15% premium to the 30 day volume weighted average price prior to acceptance by the Company of the credit approved mandate for the Debt Facility, (subject to any adjustments in accordance with the formula set out below in paragraph (xi) (**Exercise Price**).
- (iv) If the Company reconstructs its issued capital (including by way of consolidation, sub-division, reduction or return) the Facility Options will be reconstructed in the same proportion as the issued capital of the Company is reconstructed in accordance with the requirements of the Listing Rules;
- (v) Subject to applicable laws and the Listing Rules, the Company must ensure that the record date for any pro rata issue, bonus issue, or rights issue of Shares or other securities of the Company is at least 10 business days after the proposed issue is announced by the Company to the ASX, so as to enable the Optionholder to exercise its Facility Options prior to this date and thus participate in the issue if the Optionholder so desires.
- (vi) The Company shall, within 5 business days of the Optionholder having exercised any of the Facility Options, apply for official quotation on the ASX of the Shares allotted pursuant to the Facility Option exercise and, within the time periods prescribed by the Listing Rules and the Corporations Act, provide all notices to the ASX as required under the relevant laws and regulations.
- (d) To the extent that the Facility Options have not been granted as at the date of this Meeting, the Options will be granted immediately upon financial close of the initial tranche of the Debt Facility, and in any case, no later than 3 months after the date of this Meeting.
- (e) The Facility Options are being granted as part consideration for the Debt Facility described above. No additional funds will be raised as a result of the grant of the Options. The Exercise Price will be payable on exercise of the Facility Options.
- (f) The purpose of the grant of the Facility Options is as part consideration for the Debt Facility.
- (g) The material agreed terms for the Debt Facility are as set out in the Company's ASX announcement made on 9 October 2020.
- (h) A voting exclusion statement is set out in the Notice of Meeting.

If Shareholders approve Resolution 8, the grant of the Facility Options will be excluded in calculating the Company's 15% placement capacity under Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12 month period following the date of grant.

If Shareholders do not approve Resolution 8, the Facility Options will still be granted to Macquarie, but they will be counted towards the Company's 15% placement capacity under Listing Rule 7.1, and as a result, the Company's ability to issue further equity securities if required in the future will be limited.

## 10. Important Information for Shareholders (Resolutions 4, 5 and 6)

Please note the Chair will not vote any undirected proxies in favour of Resolutions 4, 5 or 6 unless the Shareholder expressly authorizes the Chair to exercise the proxy even though it is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel. Please note that if the Chair of the meeting is your proxy (or becomes your proxy by default), by completing the attached proxy form, you will expressly so authorise the Chair. The Chair intends to vote undirected proxies where such authorization is given in favour of Resolutions 4, 5 or 6.



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

As a further alternative, Shareholders can nominate as their proxy for the purposes of Resolutions 4, 5 or 6 a proxy who is not a member of the Company's Key Management Personnel or any of their Closely Related Parties. That person would be permitted to vote undirected proxies (subject to the ASX Listing Rules).

11.

## Glossary

Words used in the Notice of Meeting and this Explanatory Memorandum have the following meanings, unless otherwise indicated.

|  |   |
|--|---|
| <b>Annual Report</b>                     | means the annual report for the Company for the year ended 30 June 2020.  |
| <b>Auditor</b>                           | means the Company's auditor, currently Deloitte Touche Tohmatsu.  |
| <b>ASX</b>                               | means ASX Limited (ACN 008 624 691) or the financial market operated by it, as appropriate.   |
| <b>Board or Directors</b>                | means the board of directors of the Company.  |
| <b>Chair or Chairman</b>                 | means the person appointed to chair the Meeting convened by the Notice of Meeting.  |
| <b>Closely Related Party</b>             | 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.      |
| <b>Company</b>                           | means Strike Energy Limited (ABN 59 078 012 745).   |
| <b>Corporations Act</b>                  | means the <i>Corporations Act 2001</i> (Cth).   |
| <b>Constitution</b>                      | means the Company's constitution.   |
| <b>Director</b>                          | means a director of the Company.  |
| <b>ESIP</b>                              | means the Company's Employee Share Incentive Plan.  |
| <b>Explanatory Memorandum</b>            | means this explanatory memorandum attached to the Notice of Meeting.  |
| <b>Financial Report</b>                  | means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company.  |
| <b>Key Management Personnel</b>          | 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). |
| <b>Listing Rules</b>                     | means the Listing Rules of ASX.   |
| <b>Meeting or Annual General Meeting</b> | means the annual general meeting of Shareholders to which the Notice of Meeting relates.  |
| <b>Notice of Meeting</b>                 | means the Notice of Meeting incorporating this Explanatory Memorandum.  |
| <b>Performance Right</b>                 | means an entitlement to subscribe for a Share for nil consideration, subject to the satisfaction of any applicable exercise conditions.   |
| <b>Remuneration Report</b>               | means the remuneration report of the Company contained in the Directors' Report.  |
| <b>Resolution</b>                        | means a resolution contained in the Notice of Meeting.  |
| <b>Restriction Agreement</b>             | means a restriction agreement entered into in accordance with the provisions of the Listing Rules relating to restricted securities and in the form required by the Listing Rules or ASX.                 |
| <b>Share</b>                             | means a fully-paid ordinary share issued in the capital of the Company  |
| <b>Shareholder</b>                       | means a registered holder of one or more Shares.  |

## SCHEDULE 1

## SUMMARY OF EMPLOYEE SHARE INCENTIVE PLAN

|                             |  |
|-----------------------------|--|
| <b>Participants</b>         | <p>Pursuant to the ESIP, the Board may offer Incentive Securities to each Eligible Person, being defined as 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.</p> <p>In determining whether an Eligible Person is entitled to participate in the ESIP 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.</p>  |
| <b>Offers</b>               | <p>Each offer of Incentive Securities will state (among other things):</p> <ul style="list-style-type: none"> <li>• the name and address of the Eligible Person to whom the offer is made;</li> <li>• that the Eligible Person to whom the offer is addressed may accept the whole or any lesser number of Incentive Securities offered;</li> <li>• the minimum number of Incentive Securities and any multiple of such minimum or any other number which may be accepted;</li> <li>• the exercise conditions (if any) applicable to the Incentive Securities;</li> <li>• the period or periods during which the Incentive Securities or any of them may be exercised, and their expiry date (which must not be, in the case of Options, more than 5 years after the issue date and, in the case of Performance Rights, not more than 90 days after the vesting date of Performance Rights or such other date as determined by the Board at the time of offer); and</li> <li>• 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.</li> </ul> <p>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 ESIP.</p> |
| <b>Shares upon exercise</b> | <p>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 ESIP 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.</p>   |

|                            |  |
|----------------------------|--|
| <b>Exercise price</b>      | <p>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.</p> <p>Alternatively, the holder of Options may elect not to be required to provide payment of the exercise price for the number of Options but that on exercise of those Options the Company will transfer or allot to the holder that number of Shares equal in value to the positive difference between the then market value of the Shares at the time of exercise (calculated by reference to the 5 day volume weighted price of Shares on the ASX prior to the exercise date) and the Exercise Price that would otherwise be payable to exercise those Options (with the number of Shares rounded down to the nearest whole Share).</p> <p>Performance Rights have no exercise price.</p>  |
| <b>Not transferable</b>    | <p>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.</p>   |
| <b>Quotation</b>           | <p>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.</p>  |
| <b>Exercise conditions</b> | <p>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.</p> <p>An Incentive Security will become immediately exercisable, however:</p> <ul style="list-style-type: none"> <li>• during a takeover Bid Period (as defined in the Corporations Act); or</li> <li>• 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</li> <li>• 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.</li> </ul> <p>If an Incentive Security is not exercised within the period specified above, then the Incentive Security will lapse immediately.</p>  |
| <b>Lapsing</b>             | <p>An Incentive Security not validly exercised on or before its expiry date will automatically lapse.</p> <p>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:</p> <ul style="list-style-type: none"> <li>• 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</li> <li>• 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.</li> </ul> <p>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:</p> <ul style="list-style-type: none"> <li>• 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</li> <li>• 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.</li> </ul> |

|                          |  |
|--------------------------|--|
| <b>Corporate actions</b> | <ul style="list-style-type: none"> <li>• <b>(New issues)</b> 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 Listing Rules.</li> <li>• <b>(Bonus issues)</b> 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.</li> <li>• <b>(Pro rata issues and reorganisations)</b> 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 Listing Rules.</li> </ul> |
| <b>Amendments</b>        | <p>The Board may, subject to the Listing Rules, alter, delete or add to the rules of the ESIP at any time. However, if any amendment would adversely affect the rights of ESIP 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 ESIP.</p>   |

For personal use only



#### 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](http://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 10:00 am (AWST) on Sunday 29 November 2020.**

### 🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/stxagm2020>
- 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 **10:00 am (AWST) on Sunday 29 November 2020**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

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

- 💻 **Online** <https://www.votingonline.com.au/stxagm2020>
- 📠 **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

**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** and entitled to attend and vote hereby appoint:

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

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held **Virtually on Tuesday, 1 December 2020 at 10:00am (AWST)** 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 1,4,5 & 6 I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1,4,5 & 6 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 1,4,5 & 6). 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 | To elect Mary Hackett as Director   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 | To re-elect John Poynton AO as Director   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 | Grant of Performance Rights to or for the benefit of Mr Stuart Nicholls, Managing Director            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 5 | Grant of Performance Rights to or for the benefit of Mr Stuart Nicholls, Managing Director            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 6 | Grant of Options to or for the benefit of Non-Executive Director, Mary Hackett                        | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 7 | Replacement of Constitution   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 8 | Ratification of agreement to grant (or if applicable, the grant of) Options to Macquarie Bank Limited | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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

|  |                  |                              |
|--|------------------|------------------------------|
| Individual or Securityholder 1           | Securityholder 2 | Securityholder 3             |
|  |                  |                              |
| Sole Director and Sole Company Secretary | Director         | Director / Company Secretary |

# Virtual Meeting User Guide

## Getting Started

In order to participate in the meeting, you will need to download the App onto your smartphone device. This can be downloaded from the Google Play Store™ or the Apple® App Store by searching by app name “Lumi AGM”.

Alternatively, **Lumi AGM** can be accessed using any web browser on a PC, tablet or smartphone device. To use this method, please go to <https://web.lumiagm.com>.

To log in to the portal, you will need the following information:

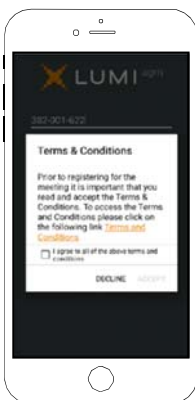
**Meeting ID:370-322-178**

**Australian Residents** Username - **Voting Access Code (VAC\*)** and **Password** (postcode of your registered address) \*Voting Access Code (VAC) can be located on the first page of your proxy form or on your notice of meeting email.

**Overseas Residents** Username - **Voting Access Code (VAC\*)** and **Password** (three character country code e.g. New Zealand – NZL. A full list of country codes can be found at the end of this guide.) \*Voting Access Code (VAC) can be located on the first page of your proxy form or on your notice of meeting email. A full list of country codes can be found at the end of this guide.

**Appointed Proxy** To receive your Username and Password, please contact our share registry, Boardroom Pty Ltd on **1300 737 760** or **+61 2 9290 9600** between 8:30am to 5:30pm (Sydney time) Monday to Friday the day before the meeting.

**To join the meeting**, you will be required to enter the above unique 9 digit meeting ID and select ‘Join’. To proceed to registration, you will be asked to read and accept the terms and conditions.



If you are a Shareholder, select 'I have a login' and enter your Username VAC (Voting Access Code) and Password (postcode or country code). If you are a Proxyholder you will need to enter the unique Username and Password provided by Boardroom and select 'Login'.

If you are not a Shareholder, select 'I am a guest'. You will be asked to enter your name and email details, then select 'Enter'. Please note, guests are not able to ask questions at the meeting.



## Navigating

Once you have registered, you will be taken to the homepage which displays your name and meeting information.



To activate the webcast, please click on the **Broadcast bar** at the bottom of the screen. If prompted you may have to click the play button in the window to initiate the broadcast.

Once you select to view the webcast from a smartphone it can take up to approximately 30 seconds for the live feed to appear on some devices. If you attempt to log into the app before the Meeting commences, a dialog box will appear.



NOTE: We recommend once you have logged in, you keep your browser open for the duration of the meeting. If you close your browser you will be asked to repeat the log in process.



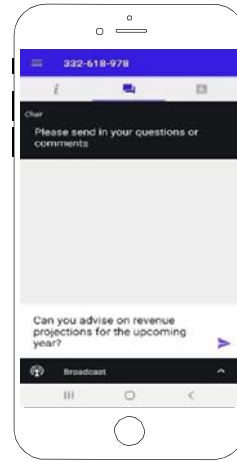


## To ask a Question

If you would like to ask a question:

1. Select the question icon 
2. Compose your question.
3. Select the send icon 
4. You will receive confirmation that your question has been received.

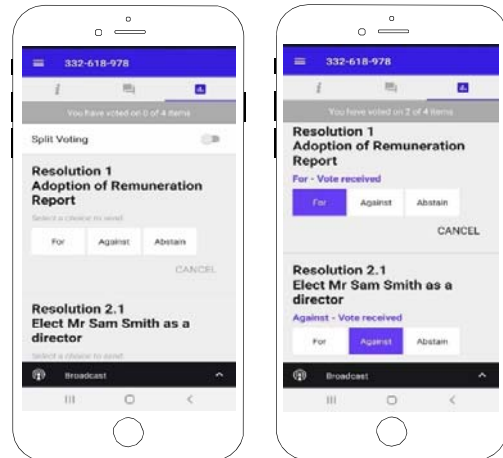
The Chair will give all Shareholders a reasonable opportunity to ask questions and will endeavor to answer all questions at the Meeting.



## To Vote

If you would like to cast a vote:

1. When the Chair declares the polls open, the resolutions and voting choices will appear.
2. Press the option corresponding with the way in which you wish to vote.
3. Once the option has been selected, the vote will appear in blue.
4. If you change your mind and wish to change your vote, you can simply press the new vote or cancel your vote at any time before the Chair closes the polls.
5. Upon conclusion of the meeting the home screen will be updated to state that the meeting is now closed.



**Need help?** If you require any help using this system prior to or during the Meeting, please call **1300 737 760** or **+61 2 9290 9600** so we can assist you

# Country Codes

For overseas shareholders, select your country code from the list below and enter it into the password field.

|            |                              |
|------------|------------------------------|
| <b>ABW</b> | Aruba                        |
| <b>AFG</b> | Afghanistan                  |
| <b>AGO</b> | Angola                       |
| <b>AIA</b> | Anguilla                     |
| <b>ALA</b> | Aland Islands                |
| <b>ALB</b> | Albania                      |
| <b>AND</b> | Andorra                      |
| <b>ANT</b> | Netherlands Antilles         |
| <b>ARE</b> | United Arab Emirates         |
| <b>ARG</b> | Argentina                    |
| <b>ARM</b> | Armenia                      |
| <b>ASM</b> | American Samoa               |
| <b>ATA</b> | Antarctica                   |
| <b>ATF</b> | French Southern              |
| <b>ATG</b> | Antigua & Barbuda            |
| <b>AUS</b> | Australia                    |
| <b>AUT</b> | Austria                      |
| <b>AZE</b> | Azerbaijan                   |
| <b>BDI</b> | Burundi                      |
| <b>BEL</b> | Belgium                      |
| <b>BEN</b> | Benin                        |
| <b>BFA</b> | Burkina Faso                 |
| <b>BGD</b> | Bangladesh                   |
| <b>BGR</b> | Bulgaria                     |
| <b>BHR</b> | Bahrain                      |
| <b>BHS</b> | Bahamas                      |
| <b>BIH</b> | Bosnia & Herzegovina         |
| <b>BLM</b> | St Barthelemy                |
| <b>BLR</b> | Belarus                      |
| <b>BLZ</b> | Belize                       |
| <b>BMU</b> | Bermuda                      |
| <b>BOL</b> | Bolivia                      |
| <b>BRA</b> | Brazil                       |
| <b>BRB</b> | Barbados                     |
| <b>BRN</b> | Brunei Darussalam            |
| <b>BTN</b> | Bhutan                       |
| <b>BUR</b> | Burma                        |
| <b>BVT</b> | Bouvet Island                |
| <b>BWA</b> | Botswana                     |
| <b>CAF</b> | Central African Republic     |
| <b>CAN</b> | Canada                       |
| <b>CCK</b> | Cocos (Keeling) Islands      |
| <b>CHE</b> | Switzerland                  |
| <b>CHL</b> | Chile                        |
| <b>CHN</b> | China                        |
| <b>CIV</b> | Cote D'ivoire                |
| <b>CMR</b> | Cameroon                     |
| <b>COD</b> | Democratic Republic of Congo |
| <b>COK</b> | Cook Islands                 |
| <b>COL</b> | Colombia                     |
| <b>COM</b> | Comoros                      |
| <b>CPV</b> | Cape Verde                   |
| <b>CRI</b> | Costa Rica                   |
| <b>CUB</b> | Cuba                         |
| <b>CYM</b> | Cayman Islands               |
| <b>CYP</b> | Cyprus                       |
| <b>CXR</b> | Christmas Island             |
| <b>CZE</b> | Czech Republic               |
| <b>DEU</b> | Germany                      |
| <b>DJI</b> | Djibouti                     |
| <b>DMA</b> | Dominica                     |
| <b>DNK</b> | Denmark                      |
| <b>DOM</b> | Dominican Republic           |

|            |                                |
|------------|--------------------------------|
| <b>DZA</b> | Algeria                        |
| <b>ECU</b> | Ecuador                        |
| <b>EGY</b> | Egypt                          |
| <b>ERI</b> | Eritrea                        |
| <b>ESH</b> | Western Sahara                 |
| <b>ESP</b> | Spain                          |
| <b>EST</b> | Estonia                        |
| <b>ETH</b> | Ethiopia                       |
| <b>FIN</b> | Finland                        |
| <b>FJI</b> | Fiji                           |
| <b>FLK</b> | Falkland Islands (Malvinas)    |
| <b>FRA</b> | France                         |
| <b>FRO</b> | Faroe Islands                  |
| <b>FSM</b> | Micronesia                     |
| <b>GAB</b> | Gabon                          |
| <b>GBR</b> | United Kingdom                 |
| <b>GEO</b> | Georgia                        |
| <b>GGY</b> | Guernsey                       |
| <b>GHA</b> | Ghana                          |
| <b>GIB</b> | Gibraltar                      |
| <b>GIN</b> | Guinea                         |
| <b>GLP</b> | Guadeloupe                     |
| <b>GMB</b> | Gambia                         |
| <b>GNB</b> | Guinea-Bissau                  |
| <b>GNQ</b> | Equatorial Guinea              |
| <b>GRC</b> | Greece                         |
| <b>GRD</b> | Grenada                        |
| <b>GRL</b> | Greenland                      |
| <b>GTM</b> | Guatemala                      |
| <b>GUF</b> | French Guiana                  |
| <b>GUM</b> | Guam                           |
| <b>GUY</b> | Guyana                         |
| <b>HKG</b> | Hong Kong                      |
| <b>HMD</b> | Heard & Mcdonald Islands       |
| <b>HND</b> | Honduras                       |
| <b>HRV</b> | Croatia                        |
| <b>HTI</b> | Haiti                          |
| <b>HUN</b> | Hungary                        |
| <b>IDN</b> | Indonesia                      |
| <b>IMN</b> | Isle Of Man                    |
| <b>IND</b> | India                          |
| <b>IOT</b> | British Indian Ocean Territory |
| <b>IRL</b> | Ireland                        |
| <b>IRN</b> | Iran Islamic Republic of       |
| <b>IRQ</b> | Iraq                           |
| <b>ISM</b> | Isle of Man                    |
| <b>ISL</b> | Iceland                        |
| <b>ISR</b> | Israel                         |
| <b>ITA</b> | Italy                          |
| <b>JAM</b> | Jamaica                        |
| <b>JEY</b> | Jersey                         |
| <b>JOR</b> | Jordan                         |
| <b>JPN</b> | Japan                          |
| <b>KAZ</b> | Kazakhstan                     |
| <b>KEN</b> | Kenya                          |
| <b>KGZ</b> | Kyrgyzstan                     |
| <b>KHM</b> | Cambodia                       |
| <b>KIR</b> | Kiribati                       |
| <b>KNA</b> | St Kitts And Nevis             |
| <b>KOR</b> | Korea Republic of              |
| <b>KWT</b> | Kuwait                         |
| <b>LAO</b> | Laos                           |
| <b>LBN</b> | Lebanon                        |

|            |                                |
|------------|--------------------------------|
| <b>LBR</b> | Liberia                        |
| <b>LBY</b> | Libyan Arab Jamahiriya         |
| <b>LCA</b> | St Lucia                       |
| <b>LIE</b> | Liechtenstein                  |
| <b>LKA</b> | Sri Lanka                      |
| <b>LSO</b> | Lesotho                        |
| <b>LTU</b> | Lithuania                      |
| <b>LUX</b> | Luxembourg                     |
| <b>LVA</b> | Latvia                         |
| <b>MAC</b> | Macao                          |
| <b>MAF</b> | St Martin                      |
| <b>MAR</b> | Morocco                        |
| <b>MCO</b> | Monaco                         |
| <b>MDA</b> | Republic Of Moldova            |
| <b>MDG</b> | Madagascar                     |
| <b>MDV</b> | Maldives                       |
| <b>MEX</b> | Mexico                         |
| <b>MHL</b> | Marshall Islands               |
| <b>MKD</b> | Macedonia Former Yugoslav Rep  |
| <b>MLI</b> | Mali                           |
| <b>MLT</b> | Mauritania                     |
| <b>MMR</b> | Myanmar                        |
| <b>MNE</b> | Montenegro                     |
| <b>MNG</b> | Mongolia                       |
| <b>MNP</b> | Northern Mariana Islands       |
| <b>MOZ</b> | Mozambique                     |
| <b>MRT</b> | Mauritania                     |
| <b>MSR</b> | Montserrat                     |
| <b>MTQ</b> | Martinique                     |
| <b>MUS</b> | Mauritius                      |
| <b>MWI</b> | Malawi                         |
| <b>MYS</b> | Malaysia                       |
| <b>MYT</b> | Mayotte                        |
| <b>NAM</b> | Namibia                        |
| <b>NCL</b> | New Caledonia                  |
| <b>NER</b> | Niger                          |
| <b>NFK</b> | Norfolk Island                 |
| <b>NGA</b> | Nigeria                        |
| <b>NIC</b> | Nicaragua                      |
| <b>NIU</b> | Niue                           |
| <b>NLD</b> | Netherlands                    |
| <b>NOR</b> | Norway Montenegro              |
| <b>NPL</b> | Nepal                          |
| <b>NRU</b> | Nauru                          |
| <b>NZL</b> | New Zealand                    |
| <b>OMN</b> | Oman                           |
| <b>PAK</b> | Pakistan                       |
| <b>PAN</b> | Panama                         |
| <b>PCN</b> | Pitcairn Islands               |
| <b>PER</b> | Peru                           |
| <b>PHL</b> | Philippines                    |
| <b>PLW</b> | Palau                          |
| <b>PNG</b> | Papua New Guinea               |
| <b>POL</b> | Poland                         |
| <b>PRI</b> | Puerto Rico                    |
| <b>PRK</b> | Korea Dem Peoples Republic of  |
| <b>PRT</b> | Portugal                       |
| <b>PRY</b> | Paraguay                       |
| <b>PSE</b> | Palestinian Territory Occupied |
| <b>PYF</b> | French Polynesia               |
| <b>QAT</b> | Qatar                          |
| <b>REU</b> | Reunion                        |

|            |                                |
|------------|--------------------------------|
| <b>ROU</b> | Romania                        |
| <b>RUS</b> | Russian Federation             |
| <b>RWA</b> | Rwanda                         |
| <b>SAU</b> | Saudi Arabia Kingdom Of        |
| <b>SDN</b> | Sudan                          |
| <b>SEN</b> | Senegal                        |
| <b>SGP</b> | Singapore                      |
| <b>SGS</b> | Sth Georgia & Sth Sandwich Isl |
| <b>SHN</b> | St Helena                      |
| <b>SJM</b> | Svalbard & Jan Mayen           |
| <b>SLB</b> | Solomon Islands                |
| <b>SCG</b> | Serbia & Outlying              |
| <b>SLE</b> | Sierra Leone                   |
| <b>SLV</b> | El Salvador                    |
| <b>SMR</b> | San Marino                     |
| <b>SOM</b> | Somalia                        |
| <b>SPM</b> | St Pierre And Miquelon         |
| <b>SRB</b> | Serbia                         |
| <b>STP</b> | Sao Tome And Principe          |
| <b>SUR</b> | Suriname                       |
| <b>SVK</b> | Slovakia                       |
| <b>SVN</b> | Slovenia                       |
| <b>SWE</b> | Sweden                         |
| <b>SWZ</b> | Swaziland                      |
| <b>SYC</b> | Seychelles                     |
| <b>SYR</b> | Syrian Arab Republic           |
| <b>TCA</b> | Turks & Caicos Islands         |
| <b>TCD</b> | Chad                           |
| <b>TGO</b> | Togo                           |
| <b>THA</b> | Thailand                       |
| <b>TJK</b> | Tajikistan                     |
| <b>TKL</b> | Tokelau                        |
| <b>TKM</b> | Turkmenistan                   |
| <b>TLS</b> | East Timor                     |
| <b>TMP</b> | East Timor                     |
| <b>TON</b> | Tonga                          |
| <b>TTO</b> | Trinidad & Tobago              |
| <b>TUN</b> | Tunisia                        |
| <b>TUR</b> | Turkey                         |
| <b>TUV</b> | Tuvalu                         |
| <b>TWN</b> | Taiwan                         |
| <b>TZA</b> | Tanzania United Republic of    |
| <b>UGA</b> | Uganda                         |
| <b>UKR</b> | Ukraine                        |
| <b>UMI</b> | United States Minor            |
| <b>URY</b> | Uruguay                        |
| <b>USA</b> | United States of America       |
| <b>UZB</b> | Uzbekistan                     |
| <b>VNM</b> | Vietnam                        |
| <b>VUT</b> | Vanuatu                        |
| <b>WLF</b> | Wallis & Futuna                |
| <b>WSM</b> | Samoa                          |
| <b>YEM</b> | Yemen                          |
| <b>YMD</b> | Yemen Democratic               |
| <b>YUG</b> | Yugoslavia Socialist Fed Rep   |
| <b>ZAF</b> | South Africa                   |
| <b>ZAR</b> | Zaire                          |
| <b>ZMB</b> | Zambia                         |
| <b>ZWE</b> | Zimbabwe                       |