



Notice of General Meeting and Explanatory Statement

The General Meeting of

STRATEGIC ENERGY RESOURCES LIMITED

ACN 051 212 429

*Will be held at
10.30AM (AEST) on Thursday, 28 April 2016*

At the offices of

*Chartered Accountants Australia and New Zealand
Level 3, 600 Bourke Street, Melbourne, Victoria*

This Notice of General Meeting and Explanatory Statement should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay

STRATEGIC ENERGY RESOURCES LIMITED

ACN 051 212 429

Registered office: Level 4, 100 Albert Road, South Melbourne Victoria 3205

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Members of Strategic Energy Resources Limited (the "Company or SER") will be held at the offices of the Chartered Accountants Australian and New Zealand, Level 3, 600 Bourke Street, Melbourne, Victoria, 3000 at 10.30am (AEST) on Thursday, 28 April 2016.

AGENDA

The Explanatory Statement and proxy form which accompany and form part of this Notice, describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the proxy form in their entirety.

ORDINARY BUSINESS

Resolution 1: Approval of Mineral Sands Project

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"Endorse and approve the Company's entry into the exploration and potential production of Heavy Mineral Sands via tenement applications over undeveloped prospects in Western Australia."

Resolution 2: Grant of Options to Mr Peter Armitage (or his nominee)

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That pursuant to and in accordance with the ASX Listing Rules, the Corporations Act 2001 and all other purposes, approval be given to grant 5,000,000 Options to Mr Peter Armitage (a Non-executive Director of the Company) or his nominee, as described in the Explanatory Statement accompanying this Notice of Meeting."

Resolution 3: Grant of Options to Mr Anthony Rechner (or his nominee)

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That pursuant to and in accordance with the ASX Listing Rules, the Corporations Act 2001 and all other purposes, approval be given to grant 10,000,000 Options to Mr Anthony Rechner (an Executive Director of the Company) or his nominee, as described in the Explanatory Statement accompanying this Notice of Meeting."

Resolution 4: Grant of Options to Mr Stuart Rechner (or his nominee)

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That pursuant to and in accordance with the ASX Listing Rules, the Corporations Act 2001 and all other purposes, approval be given to grant 5,000,000 Options to Mr Stuart Rechner (a Non-executive Director of the Company) or his nominee, as described in the Explanatory Statement accompanying this Notice of Meeting."

Resolution 5: Grant of Options to Ms Melanie Leydin (or her nominee)

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That pursuant to and in accordance with the ASX Listing Rules, the Corporations Act 2001 and all other purposes, approval be given to grant 1,500,000 Options to Ms Melanie Leydin (the Company Secretary of the Company) or her nominee, as described in the Explanatory Statement accompanying this Notice of Meeting."

DATED this 21st day of March 2016 at Melbourne.

By order of the Board



Melanie Leydin
Company Secretary

Notes:

1. **Entire Notice:** The details of the resolution contained in the Explanatory Notes accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Voting:** The Company has determined that for the purposes of the General Meeting, shares will be taken to be held by the persons who are registered as holding the shares as at 7.00pm on the date 48 hours before. Only those persons will be entitled to vote at the General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.
3. **Voting Exclusion Statement:**

Resolution 1

The Company will disregard any votes cast on this ordinary resolution by any party to the Transaction and any associate of the person.

Resolution 2 to 5

The Company will disregard any votes cast on the subject resolution by Mr Peter Armitage, Mr Anthony Rechner, Mr Stuart Rechner and Ms Melanie Leydin and/or their associates. However the Company need not disregard a vote if:

- (a) It is cast, in accordance with the directions on the proxy form, by a person as proxy for a person who is entitled to vote; or
- (b) It is cast, in accordance with the direction on the proxy form to vote as the proxy decides by the person chairing the meeting as proxy for a person who is entitle to vote.

EXPLANATORY STATEMENT

Resolution 1: Approval of Mineral Sands Project

In late 2015, SER identified a significant opportunity to acquire several advanced heavy mineral sands exploration projects in Western Australia. Five historic heavy mineral sands prospects were in “open ground” and available for pegging via application to the Department of Mines and Petroleum. SER has now lodged five Exploration Licence applications covering the historic prospects (see Figure 1).

Recent WA State Planning Policy has identified the historic prospects as “Strategic mineral resources protection areas” and informed State and local government land-use planners. SER believes this presents a unique opportunity to potentially develop these prospects.

The region is host to multiple operating heavy mineral sands mines, notably the Iluka operations south of Bunbury. A former mine, now rehabilitated into a property development, lies just 6km from our most exciting prospect.

Heavy mineral sands produce Titanium, Zircon and other speciality metals. SER looks forward to providing a detailed briefing on the nature of the prospects and our plans at the upcoming General Meeting of Shareholders.

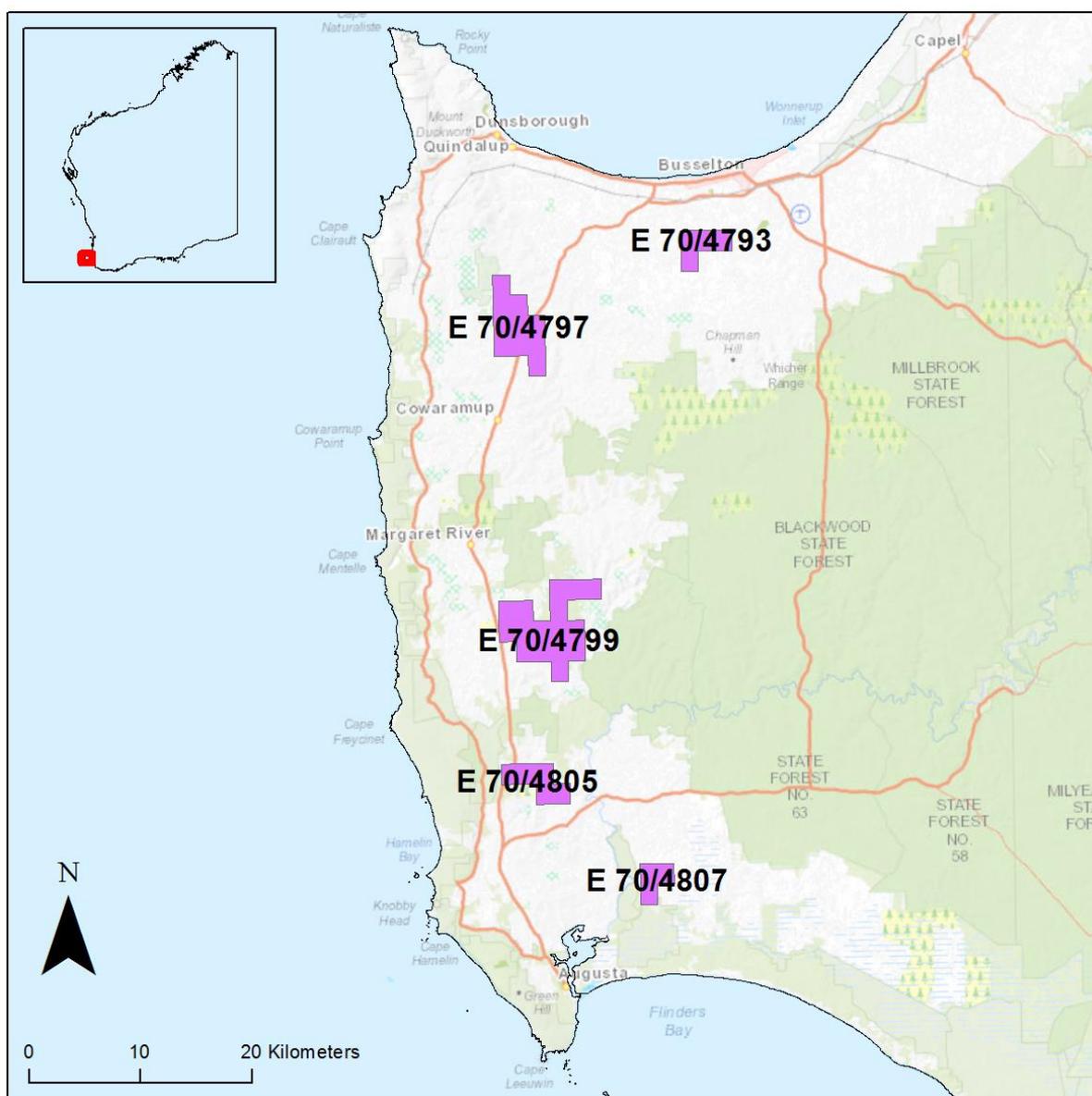


Figure 1: SER new Exploration Licence Applications

Board Recommendation

The Board unanimously recommends that the Shareholders vote in favour of Resolution 1.

Resolution 2, 3, 4 and 5: Grant of Options to Mr Peter Armitage (or his nominee), Mr Anthony Rechner (or his nominee), Mr Stuart Rechner (or his nominee) and Ms Melanie Leydin (or her nominee)

Background

Resolutions 2, 3, 4 and 5 of this Notice provide for 5,000,000 Options to be granted to each of Mr Peter Armitage (or his nominee) and Mr Stuart Rechner (or his nominee), 10,000,000 Options to be granted to Mr Anthony Rechner (or his nominee) and 1,500,000 Options to be granted to Ms Melanie Leydin on the terms described below.

Options are proposed to be granted to each of the Company's Directors at the same time as the cancellation of their current Options held that are due to expire on 25 December 2016. The Options will align their interests with the interests of Shareholders. The grant of the Options (and the subsequent issue of Shares if the options are exercised) to the Directors has been proposed as a performance incentive for the future and to give recognition to the value that will be derived from the Directors to the Company.

The exercise price of the Options is priced at an equal value to the cancelled options being 2.32 cents and they are exercisable up to and including 30 April 2019.

The number of Options proposed to be granted to each of the Company's Directors has been determined by reference to their executive and non-executive roles in the Company as well as the current market practices in the junior mining exploration sector.

ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval by ordinary resolution prior to the issue of securities (including Options) to a related party of the Company.

If Resolutions 2, 3, 4 and 5 are passed, Options will be granted to the Directors and Company Secretary of the Company, who are related parties of the Company. Accordingly, approval for the grant of these Options is required pursuant to ASX Listing Rule 10.11.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to grant the Options to the named Directors and Company Secretary as approval is being obtained under ASX Listing Rule 10.11. Accordingly, Shareholders should note that the grant of options and subsequent conversion into fully paid ordinary shares to the Directors will not be included in the 15% calculation for the purposes of ASX Listing Rule 7.1.

ASX Listing Rule 10.13 sets out a number of matters which must be included in a notice of meeting proposing an approval under ASX Listing Rule 10.11. For the purposes of ASX Listing Rule 10.13, the following information is provided in relation to Resolutions 2, 3, 4 and 5:

- (a) the related parties are Mr Peter Armitage, Mr Anthony Rechner, Mr Stuart Rechner and Ms Melanie Leydin and they are related parties by virtue of being Directors and Company Secretary of the Company;
- (b) the maximum number of Options to be granted by the Company is 21,500,000 Options (with 5,000,000 Options to be granted to each of Mr Peter Armitage (or his nominee) and Mr Stuart Rechner (or his nominee), 10,000,000 Options to be granted to Mr Anthony Rechner (or his nominee) and 1,500,000 Options to Ms Melanie Leydin (or her nominee));
- (c) the Options will be granted not later than one month after the date of the General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated that the grant will occur on one date;
- (d) the Options will be granted for nil cash consideration, accordingly no funds will be raised from the grant of the Options. However, cash will be payable at the time when the Options are exercised with the proceeds being raised from these conversions being utilised to fund exploration and working capital requirements;
- (e) the Options will be granted on and subject to the terms described above and in Annexure A.

Chapter 2E of the Corporations Act 2001

Under Chapter 2E of the Corporations Act, a public company cannot give a 'financial benefit' to a 'related party' unless one of the exceptions to the section apply or shareholders have in a general meeting approved the giving of that financial benefit to the related party.

In the current circumstances, the issue of the Director Options would constitute a 'financial benefit' as defined in the Corporations Act. A related party of a listed company includes a director of the listed company, a spouse or de facto spouse of a director or any other person specified under section 228 of the Corporations Act to be a related party. As such, each Director constitutes a 'related party' of the Company for the purposes of the Corporations Act.

Accordingly, the proposed issue of the Director Options to the Directors will constitute the provision of financial benefits to related parties of the Company.

Section 211 of the Corporations Act provides an exception to the provisions of Chapter 2E of the Corporations Act will occur where the financial benefit is given to the related party as an officer of the Company and to give the remuneration would be reasonable given the circumstances of the Company and the related party's circumstances (including the responsibilities involved in the office or employment).

The Company considers the proposed issue of the Director and Company Secretary Options the subject of Resolution 2, 3, 4 and 5 is reasonable remuneration:

- (a) for a company of the size and nature of the Company; and
- (b) which, given that the Company has other preferred use for its available cash, is an appropriate alternative for providing incentives to the Directors,

and for those and other reasons, as such, falls within the exception set out in section 211 of the Corporations Act.

Intended purpose of issuing Director Options

- (a) provide appropriate incentives to the Directors; and
- (b) align of the interests of the Directors with the growth and success of the Company.

The potential disadvantage of the Shareholders approving Resolutions 2, 3, 4 and 5 is dilution to Shareholders.

Director's Recommendations and Interests

The *Corporations Act 2001* requires in Section 219, inter alia, that, in relation to each Director of the Company the following must be disclosed:

- (a) if the Director wanted to make a recommendation to shareholders about the proposed resolution(s)—the recommendation and his or her reasons for it; or
- (b) if not—why not; or
- (c) if the Director was not available to consider the proposed resolution—why not.

The Directors decline to make a recommendation to Shareholders in relation to Resolutions 2 to 5 because they have a material personal interest in the outcome of those resolutions in that they will receive Options if those resolutions are passed. Consistent with ASIC guidance, the Directors consider it good practice not to make a recommendation on resolutions for other Director's remuneration as there may be a conflict of interest.

Each Director was present and voted at the Board meeting when the grant of the Options the subject of Resolutions 2 to 5 was approved. The Board's decision to grant the Options to Directors was made subject to Shareholder approval being sought under Chapter 10 of the ASX Listing Rules and Chapter 2E of the *Corporations Act 2001*.

Details of the Directors' current holdings of shares and options are set out in the table below.

Director	Ordinary Shares	Options (to be cancelled)
Mr Peter Armitage	200,560	3,000,000
Mr Anthony Rechner	30,000,000	10,000,000
Mr Stuart Rechner	Nil (indirect interest in Anthony Rechner's Holding)	Nil
Ms Melanie Leydin	Nil	1,000,000

All Information Reasonably Required

If all of the Options vest, then, should the options be exercised, the Company may be required to issue Shares which will have a dilutionary impact. Based on the following assumptions:

- no more Shares are issued by the Company (current number of fully paid ordinary shares on issue is 348,622,501);
- Resolutions 2 to 5 are passed; and
- all the vesting conditions attaching to the Options granted pursuant to Resolutions 2 to 5 are satisfied,

the Company's issued share capital will increase by 21.5 million Shares which equates to an increase of approximately 6.16% of the Company's issued capital as at 21 March 2016.

The Board does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Options upon the terms proposed.

Other than the information specified in this Explanatory Memorandum, the Directors are not aware of any other information that would be reasonably required by the Shareholders in order to decide whether it is in the best interests of the Company to pass Resolutions 2 to 5.

Note: *If you intend to appoint the Chairman of the meeting as your proxy, you can direct him to vote by marking the boxes for Resolutions 2, 3, 4 and 5. By marking the Chairman's box on the proxy form you acknowledge that the Chairman of the meeting will vote in favour of these items of business as your proxy. The Chairman will vote undirected proxies in favour of Resolutions 2, 3, 4 and 5 as noted in steps 1 and 3 of the proxy form. It is advised that shareholders refer to steps 1 and 3 of the proxy form when completing the form.*

Option Terms

Annexure A of this notice of meeting sets out the terms and conditions of the proposed options to be issued in Resolutions 2 to 5.

GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“**\$**” means Australian Dollars;

“**ASX**” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“**AEST**” means Australian Eastern Standard Time.

“**Board**” means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

“**Chairman**” means the person appointed to chair the Meeting of the Company convened by the Notice;

“**Closely Related Party**” means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

“**Company**” means Strategic Energy Resources Limited ACN 051 212 429;

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Director**” means a Director of the Company;

“**Equity Security**” has the same meaning as in the Listing Rules;

“**Explanatory Memorandum**” means the explanatory memorandum which forms part of the Notice;

“**Listing Rules**” means the Listing Rules of the ASX;

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means the Notice of Meeting accompanying this Explanatory Statement;

“**Proxy Form**” means the proxy form attached to the Notice;

“**Resolution**” means a resolution referred to in the Notice;

“**Schedule**” means schedule to the Notice;

“**Section**” means a section of the Explanatory Memorandum;

“**Share**” means a fully paid ordinary share in the capital of the Company;

“**Shareholder**” means shareholder of the Company;

“**Trading Day**” means a day determined by ASX to be a trading day in accordance with the Listing Rules;

“**VWAP**” means volume weighted average price.

PROXY AND VOTING INSTRUCTIONS

1. For the purposes of the Corporations Act, the Company has determined that all securities of the Company recorded on the Company's register as at 7.00pm (AEDST) on the date 48 hours before the date of the General Meeting will be taken, for the purposes of the Meeting, to be held by the persons who held them at that time.
2. The details of the Resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and forms part of this Notice of Meeting.
3. A shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a shareholder of the Company.
4. If a proxy is not directed how to vote on an item of business, the proxy may vote or abstain from voting on that resolution as they think fit.
5. If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the shareholder's behalf on the poll and the shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
6. Shareholders who return their proxy forms with a direction on how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the meeting as their proxy to vote on their behalf.
7. If a proxy form is returned but the nominated proxy does not attend the meeting, or does not vote on the resolution, the Chairman of the meeting will act in place of the nominated proxy and vote in accordance with any instructions.
8. Proxy appointments in favour of the Chairman of the meeting, the secretary or any Director that do not contain a direction on how to vote will be used where possible to support each of the resolutions proposed in this Notice.
9. Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person excluded from voting as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form, or where it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.
10. A proxy form is attached. If required it should be completed, signed and returned to the Company's registered office or Link Market Services Limited in accordance with the instructions set out in the proxy form by no later than 10.30am (AEDST) on 26 April 2016.

ANNEXURE A

Terms and Conditions of Option Issue

Exercise price: Each option entitles the holder to subscribe for 1 fully paid ordinary share in Strategic Energy Resources Limited at a subscription price of \$0.0232 per Option.

Vesting Date: The options issued to the holder will vest immediately from the date on which they are granted.

Manner of exercise: The options are exercisable at any time from vesting date until 5:00pm (AEST) on 30 April 2019 by completing an option exercise form and delivering it to the Company's Share Registry together with payment for the number of Shares in respect of which the options are exercised and the option holding statement for those options.

Transferability of options: Subject to the *Corporations Act 2001*, the ASX Listing Rules and the Company's Constitution, the options are freely transferable and the Company may apply to the ASX for the options to be admitted to quotation.

Ranking and quotation of shares: All Shares issued upon exercise of options will rank equally in all respects with the Company's then existing fully paid ordinary shares. Within 10 business days after the issue of Shares upon exercise of options, the Company will apply to the ASX for those Shares to be admitted to quotation.

Participation rights: Holders of options may only participate in a new issue of securities to holders of ordinary shares in the Company if an option has been exercised and a Share issued in respect of that option before the record date for determining entitlements to the new issue, and the participation shall only be in respect of such Share issued. The Company must give holders of options at least 6 business days' notice of the record date for determining entitlements to that new issue in accordance with the ASX Listing Rules.

No change to option terms: There will be no change to the exercise price of an option or the number of Shares over which an option is exercisable in the event of the Company making a pro rata issue of Shares or other securities to holders of ordinary shares in the Company (other than a bonus issue in which case the exercise price of an option will be adjusted down accordingly).

Reorganisation of capital: In the event of any re-organisation (including reconstruction, consolidation, subdivision, reduction or return of capital) of the issued capital of the Company, all of the options will be reorganised as required by the ASX Listing Rules, but in all other respects the terms of exercise will remain unchanged.

LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Strategic Energy Resources Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
Telephone: +61 1300 554 474



X99999999999

PROXY FORM

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

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Company to be held at **10:30am on Thursday, 28 April 2016 at the Offices of the Chartered Accountants Australian and New Zealand, Level 3, 600 Bourke Street, Melbourne** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolutions 2, 3, 4 and 5: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 2, 3, 4 and 5, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

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

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Approval of Mineral Sands Project	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Grant of Options to Ms Melanie Leydin (or her nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Grant of Options to Mr Peter Armitage (or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3 Grant of Options to Mr Anthony Rechner (or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Grant of Options to Mr Stuart Rechner (or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

 * 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 votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:30am on Tuesday, 26 April 2016**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

Strategic Energy Resources Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**