



STRATEGIC ENERGY RESOURCES LIMITED
ACN 051 212 429

Notice of General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
Thursday, 27 July 2017

Time of Meeting:
10.00AM (AEST)

Place of Meeting:
Grant Thornton
Rialto – North Tower
Level 30
525 Collins Street
Melbourne Victoria 3000

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") will be held at the offices of Grant Thornton, Rialto, North Tower, Level 30, 525 Collins Street, Melbourne, Victoria, 3000 at 10.00am (AEST) on Thursday, 27 July 2017.

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: Ratification of Prior Issue of Shares

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

"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve, ratify and confirm the allotment and issue on 6 June 2017 of 52,743,375 fully paid ordinary shares in the Company at a deemed issue price of \$0.005 (0.5 cents) per share as described in the Explanatory Statement."

Resolution 2: Approval to Issue Shares to Professional and Sophisticated Investors

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

"That, for the purposes of ASX Listing Rule 7.1, and for all other purposes, shareholders approve the issue of up to 300,000,000 fully paid ordinary shares in the Company at an issue price of \$0.005 (0.5 cents) per share to professional and sophisticated investors as described in the Explanatory Statement which accompanies and forms part of this Notice."

Resolution 3: Approval to Issue Shares to Directors (or their nominee)

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

Resolution 3(a)

"That for the purposes of ASX Listing Rule 10.11, and for all other purposes, shareholders approve the issue of up to 70,000,000 fully paid ordinary shares in the Company at an issue price of \$0.005 (0.5 cents) per share to Mr Anthony Rechner (or his nominee), a Director of the Company as described in the Explanatory Statement which accompanies and forms part of this Notice."

Resolution 3(b)

"That for the purposes of ASX Listing Rule 10.11, and for all other purposes, shareholders approve the issue of up to 10,000,000 fully paid ordinary shares in the Company at an issue price of \$0.005 (0.5 cents) per share to Mr Stuart Rechner (or his nominee), a Director of the Company as described in the Explanatory Statement which accompanies and forms part of this Notice."

DATED this 19th day of June 2017 at Melbourne.

By order of the Board



Melanie Leydin
Company Secretary

Notes

1. **Entire Notice:** The details of the resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Record Date:** 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 at 7pm 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. 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. **Proxies**
 - a. Votes at the General Meeting may be given personally or by proxy, attorney or representative.
 - b. Each shareholder has a right to appoint one or two proxies.
 - c. A proxy need not be a shareholder of the Company.
 - d. If a shareholder is a company it must execute under its common seal or otherwise in accordance with its constitution.
 - e. Where a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion of number of votes each proxy is appointed to exercise.
 - f. If a shareholder appoints two proxies, and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes. If a shareholder appoints two proxies, neither proxy may vote on a show of hands.
 - g. A proxy must be signed by the shareholder or his or her attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with corporation's constitution and Corporations Act.
 - h. To be effective, proxy forms must be received by the Company's share registry (Link Market Services Limited) no later than 48 hours before the commencement of the General Meeting, this is no later than 10.00am (AEST) on 25 July 2017. Any proxy received after that time will not be valid for the scheduled meeting.

4. Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

5. Voting Exclusion Statement:

Resolution 1

The Company will disregard any votes cast on Resolution 1 by any person who participated in the relevant issue and any associates of those persons.

However, the Company need not disregard a vote if 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
- 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 entitled to vote.

The Chairman will vote undirected proxies in favour of Resolution 1.

Resolution 2

The Company will disregard any votes cast on Resolution 2 by a person who may participate in the proposed issue or an associate of a person who may participate in the proposed issue and by 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.

However, the Company need not disregard a vote if 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
- 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 entitled to vote.

The Chairman will vote undirected proxies in favour of Resolution 2.

Resolution 3

The Company will disregard any votes cast on Resolutions 3(a) and 3(b) by Mr Anthony Rechner, Mr Stuart Rechner as well as any member of the Key Management Personnel or a Closely Related Party of such member.

However, the Company need not disregard a vote if 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
- 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 entitled to vote the proxy on a resolution connected with the remuneration of the Key Management Personnel.

The Chairman will vote undirected proxies in favour of Resolution 3.

6. Enquiries

Shareholders are invited to contact the Company Secretary, Melanie Leydin on (03) 9692 7222 if they have any queries in respect of the matters set out in these documents.

EXPLANATORY STATEMENT

Purpose of information

This Explanatory Statement accompanies and forms part of the Company's Notice of General Meeting (**Notice**) for a General Meeting (**Meeting**) to be held at the offices of Grant Thornton, Rialto, North Tower, Level 30, 525 Collins Street, Melbourne, Victoria, 3000 at 10.00am (AEST) on Thursday, 27 July 2017. The Notice incorporates, and should be read together with, this Explanatory Statement.

Resolution 1: Ratification of Prior Issue of Shares

Background

The Company is seeking Shareholder approval to ratify the issue of 52,743,375 fully paid ordinary shares to professional and sophisticated investors at an issue price of \$0.005 (0.5 cents) per share. The Appendix 3B relating to the issue was announced to ASX on 6 June 2017.

The 52,743,375 fully paid ordinary shares were issued under the Company's 15% placement capacity pursuant to ASX Listing Rule 7.1. ASX Listing Rule 7.1 provides that a company must not, subject to specific exceptions, issue or agree to issue during any twelve (12) month period any equity securities, or other securities with rights to conversion to equity (such as options), if the number of those securities exceeds 15% of the share capital of the Company on issue at the commencement of the twelve (12) month period.

ASX Listing Rule 7.4 provides that a company may reinstate its capacity to issue up to 15% of the ordinary securities on issue in a 12-month period if shareholders ratify the previous issue of securities and the issue did not breach Listing Rule 7.1.

ASX Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to ASX Listing Rule 7.4:

- (a) the total number of fully paid ordinary shares in the Company that were issued was 52,743,375;
- (b) the Shares were issued at a price of \$0.005 (0.5 cents) per share raising \$263,716 before costs of the issue;
- (c) the Shares allotted and issued rank equally with the Company's existing shares;
- (d) the Shares were allotted and issued to a mix of new and existing sophisticated and professional investors;
- (e) the funds raised from the issue of shares have (and will) be used for further exploration activities, to conduct due diligence activities and working capital requirements of the Company; and
- (f) a voting exclusion statement is included in the Notice of General Meeting of which this Explanatory Statement forms part and is set out again below.

Board Recommendation

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

Voting Exclusions

The Company will disregard any votes cast on Resolution 1 by any person who participated in the issue and any associates of those persons.

However, the Company need not disregard a vote if it is cast:

- by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- by the Chairman of the meeting as proxy for a person who is entitled to vote and who does not specify the way the proxy is to vote.

The Chairman will vote undirected proxies in favour of Resolution 1.

Resolution 2: Approval to Issue Shares to Professional and Sophisticated Investors

Background

The Company is seeking shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of up to 300,000,000 fully paid ordinary shares to professional and sophisticated investors at an issue price of \$0.005 (0.5 cents) per share to raise up to \$1,500,000 before costs of the issue. The issue of the shares the subject of Resolution 2 forms part of the second tranche of shares offered under the Placement as announced to ASX on 6 June 2017.

ASX Listing Rule 7.1 imposes a limit on the number of equity securities which the Company can issue without shareholders' approval. In general terms this limit in any 12 month period is no more than 15% of the number of fully paid ordinary shares on issue 12 months before the issue plus the number of fully paid ordinary shares issued in that 12 month period under an exception contained in ASX Listing Rule 7.2 or with shareholders' approval.

ASX Listing Rule 7.3 requires that the meeting documents concerning a proposed resolution to approve an issue of securities in accordance with ASX Listing Rule 7.1 must include the following information:

- (a) the total number of securities which may be issued under Resolution 2 is a maximum of 300,000,000 fully paid ordinary shares;
- (b) the Shares will be issued at an issue price of \$0.005 (0.5 cents) per share to raise up to \$1,500,000 before costs of the issue;
- (c) the recipients of the fully paid ordinary shares will be a mix of new and existing sophisticated and professional investors;
- (d) no securities pursuant to Resolution 2 will be issued to Directors of the Company or their associates;
- (e) the securities will be allotted and/or issued progressively but in any event no later than three (3) months after the date of the Meeting;
- (f) the Shares will rank pari passu with the Company's existing shares;
- (g) the funds raised from the issue of Shares will be used for further exploration activities, conduct due diligence activities and working capital requirements of the Company; and
- (h) a voting exclusion statement is included in the Notice of General Meeting of which this Explanatory Statement forms part and is set out again below.

Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 2.

Voting Exclusions

The Company will disregard any votes cast on Resolution 2 by a person who may participate in the proposed issue or an associate of a person who may participate in the proposed issue and by 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.

However, the Company need not disregard a vote if it is cast:

- 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
- 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 entitled to vote.

The Chairman will vote undirected proxies in favour of Resolution 2.

Resolution 3: Approval to Issue Shares to Directors (or their nominee)

Background

The Company is seeking shareholder approval on Resolutions 3(a) and 3(b) pursuant to ASX Listing Rule 10.11 and all other purposes for the issue of up to 80,000,000 fully paid ordinary shares to Directors Mr Anthony Rechner and Mr Stuart Rechner (or their nominees) respectively at an issue price of \$0.005 (0.5 cents) per share to raise up to \$400,000 before costs of the issue. The issue of the shares the subject of Resolution 3 forms part of the second tranche of shares offered under the Placement as announced to ASX on 6 June 2017.

ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval by ordinary resolution prior to the issue of securities to a related party of the company. Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Shares and New Options to the Directors as approval is being obtained under ASX Listing Rule 10.11.

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 3(a) and 3(b):

- (a) the related parties are Mr Anthony Rechner and Mr Stuart Rechner and they are related parties by virtue of being Directors of the Company;
- (b) the maximum number of Shares to be issued by the Company is 80,000,000 Shares under Resolutions 3(a), and 3(b) comprising:
 - (i) 70,000,000 fully paid ordinary shares to Mr Anthony Rechner (or his nominee) - Resolution 3(a); and
 - (ii) 10,000,000 fully paid ordinary shares to Mr Stuart Rechner (or his nominee) - Resolution 3(b);
- (c) the Shares will be issued 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 Listing Rules) and it is anticipated that the allotment will occur on the same date;
- (d) the Shares will be issued at an issue price of \$0.005 (0.5 cents) per share.
- (e) the Shares will rank pari passu with the Company's existing shares;
- (f) the funds raised from the issue of Shares will be used for further exploration activities, conduct due diligence activities and working capital requirements of the Company; and
- (g) a voting exclusion statement is included in the Notice of General Meeting of which this Explanatory Statement forms part and is set out again below.

The relevant interests of the Directors in Shares of the Company and the potential future voting power of each Director based on the issue of Shares to Directors pursuant to Resolutions 3(a) and 3(b) are set out below:

Related Party	Shares currently held	% Voting power prior to the Placement	Maximum Shares potentially issued under Resolutions 3(a) and 3(b)*	% increase in voting power for individual dilution*	% Voting power*
Mr Anthony Rechner	35,391,894	8.75%	70,000,000	8.92%	13.44%
Mr Stuart Rechner	0	0.00%	10,000,000	1.27%	1.27%
TOTAL	35,391,894	8.75%	80,000,000	10.20%	14.71%

**Note: These figures are based on the maximum number of shares that may be issued under Resolutions 3(a) and 3(b) and assumes that all other Resolutions are approved by shareholders at the General Meeting.*

The Company's annual report for any period during which the Shares are issued to the Directors (or their nominees) pursuant to Resolutions 3(a) and 3(b) shall disclose the details of the number of Shares that were issued to them, including the percentage of the Company's issued capital represented by those shares.

Resolution 3(a): Approval to Issue Fully Paid Ordinary Shares to Mr Anthony Rechner (or his nominee)

The Company is seeking shareholder approval on Resolution 3(a) pursuant to ASX Listing Rule 10.11 and all other purposes for the issue of up to 70,000,000 fully paid ordinary shares to Director Mr Anthony Rechner (or his nominee) at an issue price of \$0.005 (0.5 cents) per share to raise up to \$350,000 before costs of the issue.

Related Party	Shares currently held	% Voting power prior to the Placement	Maximum Shares potentially issued under Resolutions 3(a) and 3(b)*	% increase in voting power for individual dilution*	% Voting power*
Mr Anthony Rechner	35,391,894	8.75%	70,000,000	8.92%	13.44%

**Note: These figures are based on the maximum number of shares that may be issued under Resolutions 3(a) and 3(b) and assumes that all other Resolutions are approved by shareholders at the General Meeting.*

Resolution 3(b): Approval to Issue Fully Paid Ordinary Shares to Mr Stuart Rechner (or his nominee)

The Company is seeking shareholder approval on Resolution 3(b) pursuant to ASX Listing Rule 10.11 and all other purposes for the issue of up to 10,000,000 fully paid ordinary shares to Director Mr Stuart Rechner (or his nominee) at an issue price of \$0.005 (0.5 cents) per share to raise up to \$50,000 before costs of the issue.

Related Party	Shares currently held	% Voting power prior to the Placement	Maximum Shares potentially issued under Resolutions 3(a) and 3(b)*	% increase in voting power for individual dilution*	% Voting power*
Mr Stuart Rechner	0	0.00%	10,000,000	1.27%	1.27%

**Note: These figures are based on the maximum number of shares that may be issued under Resolutions 3(a) and 3(b) and assumes that all other Resolutions are approved by shareholders at the General Meeting.*

Board Recommendation

The Board (with each Director abstaining in respect of the resolution that proposed an issue of Shares to themselves) unanimously recommends that Shareholders vote in favour of Resolution 3.

Voting Exclusions

The Company will disregard any votes cast on Resolutions 3(a) and 3(b) by Mr Anthony Rechner, Mr Stuart Rechner as well as any member of the Key Management Personnel or a Closely Related Party of such member.

However, the Company need not disregard a vote if 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
- 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 entitled to vote the proxy on a resolution connected with the remuneration of the Key Management Personnel.

The Chairman will vote undirected proxies in favour of Resolution 3.

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;

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

“**Key Management Personnel**” means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

“**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;

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

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

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

STEP 1

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 **10:00am on Thursday, 27 July 2017 at the Offices of Grant Thornton, Rialto, North Tower, Level 30, 525 Collins Street, Melbourne** (the Meeting) and at any postponement or adjournment of the Meeting.

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*
1	Ratification of Prior Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Approval to Issue Shares to Professional and Sophisticated Investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(a)	Approval to Issue Shares to Mr Anthony Rechner (or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(b)	Approval to Issue Shares 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.

STEP 2

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).

STEP 3

SER PRX1701A



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.

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:

- 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
- 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 **10:00am on Tuesday, 25 July 2017**, 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.**