

**Form 603**Corporations Act 2001  
Section 671B**Notice of initial substantial holder**To Company Name/Scheme **Strategic Energy Resources Limited**ACN/ARSN **051 212 429****1. Details of substantial holder (1)**Name **Graeme Kirke**

ACN/ARSN (if applicable)

The holder became a substantial holder on **7/06/2017****2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
<b>Ordinary shares</b>	<b>29,453,278</b>	<b>29,453,278</b>	<b>7.28%</b>

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
<b>KSLCorp Pty Ltd</b>	<b>Registered holder controlled by Graeme Kirke</b>	<b>7,209,903</b>
<b>Pillage Investments Pty Ltd &lt;The Pillage Super Fund&gt;</b>	<b>Graeme Kirke is Director, shareholder and beneficiary of the Registered Holder (controlled by Graeme Kirke)</b>	<b>22,243,375</b>

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
<b>As above</b>	<b>KSLCorp Pty Ltd</b>	<b>KSLCorp Pty Ltd</b>	<b>7,209,903</b>
<b>As above</b>	<b>Pillage Investments Pty Ltd &lt;The Pillage Super Fund&gt;</b>	<b>Pillage Investments Pty Ltd &lt;The Pillage Super Fund&gt;</b>	<b>22,243,375</b>

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
<b>KSLCorp Pty Ltd</b>	<b>30 Dec 2015 - 16 Sep 2016</b>	<b>\$78,355.74</b>	<b>-</b>	<b>5,000,000 ordinary sh</b>

	7 June 2017	\$13,289.37	-	2,209,903 ordinary sh
Pillage Investments Pty Ltd (Pillage Super Fund>	6/6/17	\$111,216.90	-	22,243,375 ordinary shares

## 6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Graeme Kirke	Director and major shareholder KSLCorp Pty Ltd
Graeme Kirke	Director, Shareholder and Beneficiary of Pillage Investments Pty Ltd <Pillage Super Fund>

## 7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Graeme Kirke	38 Glenroyd ST Mt Lawley WA 6050
KSLcorp Pty Ltd	PO Box 6377 East Perth WA 6892
Pillage Investments Pty Ltd <Pillage Super Fund>	PO Box 6377 East Perth WA 6892

## Signature

print name      Graeme Kirke      capacity      Director

sign here            date      8/6/2017

## DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (8) If the substantial holder is unable to determine the identity of the person ( eg. if the relevant interest arises because of an option) write "unknown".