



MOLOPO  
ENERGY LIMITED

ABN 79 003 152 154

MPORM

MR RETURN SAMPLE  
123 SAMPLE STREET  
SAMPLE SUBURB  
SAMPLETOWN VIC 3030

## Lodge your vote:



Online:

[www.investorvote.com.au](http://www.investorvote.com.au)



By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

## For all enquiries call:

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## Proxy Form

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### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

### Your access information that you will need to vote:

Control Number: 999999

PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



**For your vote to be effective it must be received by 2pm (AEST) on Tuesday, 28 May 2019**

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## Signing Instructions for Postal Forms

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

## Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form →**

MR RETURN SAMPLE  
123 SAMPLE STREET  
SAMPLE SURBURB  
SAMPLETOWN VIC 3030



**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



IND

## Proxy Form

Please mark ☒ to indicate your directions

### STEP 1

#### Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Molopo Energy Limited hereby appoint

☐

the Chairman  
of the Meeting **OR**



**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Molopo Energy Limited to be held at BDO, Collins Square, Tower Four, Level 18, 727 Collins Street, Melbourne VIC on Thursday, 30 May 2019 at 2pm (AEST) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2 below.

### STEP 2

#### Items of Business



**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Roger Corbett as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### SIGN

#### Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact  
Name

\_\_\_\_\_

Contact  
Daytime  
Telephone

\_\_\_\_\_

Date    /    /

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Computershare +



**MOLOPO**  
ENERGY LIMITED

ABN 79 003 152 154

MPORM

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123 SAMPLE STREET  
SAMPLE SUBURB  
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Molopo Energy Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited  
GPO Box 2975  
Melbourne Victoria 3001  
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

**Molopo Energy Limited**



# MOLOPO ENERGY LIMITED

ABN 79 003 152 154

## NOTICE OF ANNUAL GENERAL MEETING, EXPLANATORY NOTES AND PROXY FORM

Annual General Meeting to be held at 2pm (AEST) on Thursday, 30 May 2019 at the offices of BDO, Collins Square, Tower Four, Level 18, 727 Collins Street, Melbourne, Victoria, Australia

**THE BOARD OF MOLOPO RECOMMENDS THAT YOU:**

**VOTE IN FAVOUR OF RESOLUTIONS ONE AND TWO**

**This is an important document that requires your immediate attention.**

You should read this document in its entirety before deciding whether, or not, to vote in favour of any resolutions at the Annual General Meeting. If you are in doubt as to what you should do, you should consult your legal, investment or other professional adviser. If you have recently sold your Molopo Shares, please disregard this document.

## Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (**AGM**) of Molopo Energy Limited ACN 003 152 154 (**Molopo** or **Company**) will be held at the offices of BDO, Collins Square, Tower Four, Level 18, 727 Collins Street, Melbourne, Victoria, Australia at 2pm (AEST) on Thursday, 30<sup>th</sup> May 2019.

The explanatory notes, which accompany and form part of this Notice, describe in more detail the matters to be considered.

Shareholders of the Company (**Shareholders**) are invited to submit written questions to the Company or that are relevant to the management of the Company or the Company's remuneration report (**Remuneration Report**) prior to the AGM and we will seek to address those questions at the AGM.

Any questions should be sent to the Company Secretary at the Company's registered office. Written questions addressed to the auditor must be received by 26<sup>th</sup> May 2019. The Company asks that all other written questions be received by 26<sup>th</sup> May 2019. Shareholders will also be given the opportunity to ask questions at the AGM.

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## Items of Business

### 1. RECEIPT AND CONSIDERATION OF ACCOUNTS AND REPORTS

To receive and consider the Directors' report, Auditor's report and Financial report of the Company for the year ended 31 December 2018.

### 2. GENERAL BUSINESS

#### RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

*"That, for the purpose of section 250R (2) of the Corporations Act and for all other purposes, the Remuneration Report of the Company for the financial year ended 31 December 2018 be adopted by the Company."*

**Voting exclusion:** The Company will disregard any votes cast on Resolution 1 by certain persons. Details of the voting exclusions applicable to Resolution 1 are set out in the explanatory notes.

While noting that each Director has a personal interest in their remuneration, as described in the Remuneration Report, the Board unanimously encourages all Shareholders to vote in favour of adopting the Remuneration Report.

3. **GENERAL BUSINESS**

**RESOLUTION 2 – RE-ELECTION OF ROGER CORBETT AS A DIRECTOR**

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

*"That, for the purposes of Listing Rule 14.5 and rule 3.6 of the Company's constitution and for all other purposes, Mr Roger Corbett, having been appointed by the Company's board as a director of the Company, retires, and being eligible offers himself for election, be re-elected as a director of the Company."*

BY ORDER OF THE BOARD



Andrew Metcalfe  
Company Secretary  
24 April 2019

The accompanying explanatory notes form part of this Notice of Annual General Meeting.

## VOTING ENTITLEMENTS

The Board has determined that, for the purposes of voting at the AGM, Shares in the Company are taken as being held by the persons who hold them as at 7pm (AEST) on 28 May 2019.

## VOTING RESTRICTIONS

### Voting exclusion (Resolution 1):

The *Corporations Act 2001* (Cth) (**Corporations Act**) restricts members of the Company's key management personnel (**KMP**) and their closely related parties (as defined in the Corporations Act) from voting in any capacity (e.g. as a Shareholder, proxy or corporate representative) on Resolution 1.

The KMP of the Company are the directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly.

The Company will disregard any votes cast (in any capacity) on Resolution 1 by or on behalf of:

- a member of the KMP (as disclosed in the Company's 2018 remuneration report); and
- their closely related parties,

unless the vote is cast by:

- the person as a proxy for a person entitled to vote, in accordance with the directions on the proxy form; or
- the chairman of the AGM where he or she has been appointed as a proxy by a Shareholder entitled to vote on Resolution 1 and the proxy appointment expressly authorises the Chairman of the AGM to exercise the undirected proxy.

Where a Shareholder appoints the Chairman of the AGM as their proxy and does not direct the proxy how to vote on Resolution 1 and expressly authorises the Chairman to exercise the undirected proxy, the Chairman of the AGM intends to vote the undirected proxy in FAVOUR of Resolution 1.

If you do not wish to appoint the Chairman of the AGM as your proxy to vote on Resolution 1 in the manner indicated above, the Company encourages you to complete the voting directions in respect of Resolution 1 in Step 2 of the proxy form.

## CORPORATE REPRESENTATIVES

A corporate Shareholder may appoint a person to act as its representative at the AGM by providing the person with:

- a letter or certificate authorising him or her to act as the corporation's representative, executed in accordance with the corporation's constitution; or
- a copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

To be effective, the instrument by which the person who is appointed a representative of the corporate Shareholder must be received by the Company before the AGM or at the registration desk on the day of the AGM.

## PROXIES

If you are not able to attend the AGM but wish to vote, please complete and return the enclosed proxy form. To be valid, completed proxy forms must be received at the address given below no later than 48 hours before the commencement of the AGM, i.e. **by no later than 2 pm. (AEST) on 28 May 2019**. Any proxy form received after that time will not be valid for the scheduled AGM.

The Chairman of the meeting intends to vote undirected proxies as recommended by the Molopo Board in this Notice of Meeting.

Proxy forms may be lodged by posting the completed form in the reply-paid envelope provided (Australia only) or delivering or faxing the completed form to the address or fax number set out below.

### By facsimile:

Australian based investors: 1800 783 447 or Overseas based investors: +61 3 9473 2555

### By mail or hand delivery:

Molopo Energy Limited, c/- Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne Victoria 3001.

Delivering it in person to "Yarra Falls", 452 Johnston Street, Abbotsford Victoria 3067.

## Online:

Electronically, by visiting [www.investorvote.com.au](http://www.investorvote.com.au) and following the instructions provided (note a proxy cannot be appointed online if they are appointed under Power of Attorney or similar authority).

## Custodians and nominees

For Intermediary Online subscribers only (custodians and nominees) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

## PROXY NOTES

1. A Shareholder entitled to attend and vote at the AGM has the right to appoint a proxy.
2. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise one half of the Shareholder's votes. If the Shareholder appoints two proxies, neither proxy may vote on a show of hands.
3. A proxy need not be a Shareholder of the Company.
4. Proxies given by corporations must be signed in accordance with the constituent documents of the corporation or the laws in force in its place of incorporation, or by a duly appointed attorney. For Australian corporations, it is sufficient if the proxy is signed by two directors, a director and the secretary, or in the case of a proprietary company with only a sole director and secretary, that person.
5. Where a proxy form is signed on behalf of a Shareholder by an attorney or agent, the proxy will not be valid unless the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) is lodged with the Company by delivery or mail, to the addresses specified above for the lodgement of proxy forms, no later than 48 hours before the scheduled time for commencement of the AGM.
6. A proxy form accompanies this Notice.

## QUESTIONS FROM SHAREHOLDERS

At the AGM the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management of the Company and the Remuneration Report.

The auditor responsible for preparing the auditor's report for the year ended 31 December 2018 (or his representative) will attend the AGM. The Chairman will also allow a reasonable opportunity for Shareholders to ask the auditor questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of financial statements and the independence of the auditor in relation to the conduct of the audit.

Please submit any questions you may have in writing, and if addressed to the auditor, by no later than 26 May 2019, and if addressed to the Company, by no later than 26 May 2019.

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## EXPLANATORY NOTES

These explanatory notes have been prepared to provide information to Shareholders about the business to be conducted at the Company's 2019 Annual General Meeting.

### 1. THE FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires the Company's financial report (which includes financial statements, notes to the financial statements and Directors' declaration), Directors' report and auditor's report (together, **Reports**) to be tabled at the AGM. The Constitution of Molopo Energy Limited (**Constitution**) provides for the Reports to be received and considered at the AGM. There is no requirement, either in the Corporations Act or the Constitution, for Shareholders to approve any of the Reports. Shareholders will be given a reasonable opportunity to ask questions and make comments on the Reports and the management of the Company.

The Company's Annual Report for the year ended 31 December 2018 (**2018 Annual Report**) has been sent to Shareholders in accordance with the Corporations Act. The 2018 Annual Report (which includes the financial report, Directors' report, and auditor's report) is available on the Company's website at <http://www.molopoenergy.com/investor-relations/>



## 2. RESOLUTION 1: REMUNERATION REPORT

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted be put to the Shareholders. However, section 250R (3) of the Corporations Act expressly provides that the vote on such a resolution is advisory only and does not bind the directors of the company.

The board of the Company will take the outcome of the vote on Resolution 1 into consideration when reviewing its remuneration practices and policies.

If 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a "spill resolution") to determine whether another meeting is to be held within 90 days at which all the Directors (other than the managing director) must go up for re-election.

At the Company's previous annual general meeting the votes against the remuneration report constituted greater than 25% of the votes cast on the resolution. As such, a spill resolution was put to shareholders and carried. However, given that all board directors named in the 2017 Remuneration Report were removed by shareholders at the 2018 Annual General Meeting, no Spill Meeting was held. Therefore, the Company does not have any strikes against the Remuneration Report requiring a spill resolution to be put to members.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company (described as '**Key Management Personnel**') as required by section 300 of the Corporations Act. The Remuneration Report is part of the Directors' report in the financial report of the Company for the financial year ending 31 December 2018.

A reasonable opportunity will be provided for Shareholders to ask questions about or make comments on the Remuneration Report at the AGM.

A voting exclusion applies to Resolution 1 and is set out in this Notice.

### ***Directors' recommendation***

While noting that each Director has a personal interest in their remuneration, as described in the Remuneration Report, the Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report.

The Board encourages all Shareholders entitled to vote, to cast their votes in relation to Resolution 1 and if Shareholders choose to appoint a proxy, Shareholders are encouraged to direct their proxy how to vote on this Resolution by marking either "For", "Against" or "Abstain" on the proxy form.

The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 1.

## 3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR

### **Mr Roger Corbett, AO**

Mr. Corbett joined the Board on 31 May 2018 and was appointed Chair on the same day

Pursuant to Listing Rule 14.5 and rule 3.6 of the Company's constitution Mr Corbett must retire as a director of the Company at the Company's AGM but offers himself for re-election.

Mr Corbett is an Australian businessman and former CEO and Managing Director of Woolworths Limited, Australia's largest retail company where he served from 1990 to 2006.

Roger was educated in Sydney where he graduated from UNSW Sydney with a Bachelor of Commerce.

In 2003, Roger was awarded an Order of Australia (AM) for his services to the retail industry, particularly as a contributor to the development of industry policy & standards, and to the community.

In 2008 he was promoted to an Officer of the Order of Australia (AO) for services to business, particularly through leadership and executive roles in the retail sector and a range of allied organisations, and to the community.

Roger is non-executive Chairman of Mayne Pharma Group Limited an Australian specialist pharmaceutical company and serves as a director on the Salvation Army Advisory Board. He was formerly chairman of Australian Hospitality and Leisure Group (ALH), a former director of the Reserve Bank of Australia, a former Chairman of Fairfax Media Limited and a former director of Walmart Inc.

***The Board supports the nomination of Mr Corbett and recommends that Shareholders VOTE IN FAVOUR of resolution 2.***



## Glossary

In the Notice of Meeting and the Explanatory Notes, the following terms have the following meaning unless the context requires otherwise.

**Annual General Meeting** or **AGM** means the annual general meeting of the Company convened by the Notice of Meeting.

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**Board** means the current board of directors of Molopo.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Explanatory Notes** means the explanatory statement and explanatory notes accompanying the Notice of Meeting.

**Molopo** or **Company** means Molopo Energy Limited (ACN 003 152 154).

**Notice of Meeting** or **Notice of Annual General Meeting** or **Notice** means this notice of meeting including the Explanatory Statement and the proxy form.

**Share** means a fully paid ordinary share in the capital of Molopo.

**Shareholder** mean the holder of a Share.