



MOLOPO
ENERGY LIMITED

ABN 79 003 152 154

000001 000 MPO
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

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

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(within Australia) 1800 783 447
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(within Australia) 1300 850 505
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Proxy Form



Vote and view the annual report online

- Go to 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: 9999999

SRN/HIN: I9999999999

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 10 am (Perth time) Wednesday, 27 May 2015

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 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 SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE 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.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

XX

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 Bennett + Co., Ground Floor, BGC Centre, 28 The Esplanade, Perth on Friday, 29 May 2015 at 10 am (Perth time) 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	Election of Director - Ms. Samantha Tough	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Director - Mr. David Sanders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Director - Mr. Antony Sormann	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Appointment of New Auditor	<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 / /

MPO

1 9 8 4 0 3 A

Computershare +



Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (AGM) of Molopo Energy Limited will be held at Bennett + Co., Ground Floor, BGC Centre, 28 The Esplanade, Perth at 10a.m. (Perth time) on 29 May 2015.

The Explanatory Statement, which accompanies and forms part of this Notice, describes in more detail the matters to be considered.

Shareholders are invited to submit written questions to the Company that are relevant to the AGM prior to the Meeting and we will seek to address these questions at the AGM. Any questions should be sent to the Company Secretary at the Company's registered office by 25 May 2015. Shareholders will also be given the opportunity to ask questions at the Meeting.

ITEMS OF BUSINESS

RECEIPT AND CONSIDERATION OF ACCOUNTS AND REPORTS

To receive and consider the Financial Report, Directors' Report and Auditor's Report for the year ended 31 December 2014.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That for the purpose of section 250R(2) of the Corporations Act, the Remuneration Report of the Company for the financial year ended 31 December 2014 be adopted."

Voting exclusion: The Company will disregard any votes cast on this resolution by certain persons. Details of the voting exclusions applicable to this Resolution are set out in the Explanatory Statement.

Although the Remuneration Report reflects the remuneration practices of the previous Board, which are not supported by the current Board, and which have now been replaced by new remuneration practices, and while noting that each Director has a personal interest in their remuneration as described in the Remuneration Report, the current Board recommend that shareholders approve the Remuneration Report.

RESOLUTION 2 - ELECTION OF DIRECTOR – MS. SAMANTHA TOUGH

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

"That Ms. Samantha Tough, who retires in accordance with rule 3.3 of the Company's Constitution and being eligible and offers herself for election, be elected as a director of the Company."

Mr David Sanders and Mr Antony Sormann recommend shareholders elect Ms Samantha Tough as a Director of the Company.

RESOLUTION 3 - ELECTION OF DIRECTOR – MR. DAVID SANDERS

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

"That Mr. David Sanders, who retires in accordance with rule 3.3 of the Company's Constitution and being eligible and offers himself for election, be elected as a director of the Company."

Ms Samantha Tough and Mr Antony Sormann recommend shareholders elect Mr David Sanders as a Director of the Company.

RESOLUTION 4 - ELECTION OF DIRECTOR – MR. ANTONY SORMANN

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

"That Mr. Antony Sormann, who retires in accordance with rule 3.3 of the Company's Constitution and being eligible and offers himself for election, is elected as a director of the Company."

Ms Samantha Tough and Mr David Sanders recommend shareholders elect Mr Antony Sormann as a Director of the Company.

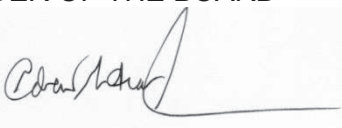
RESOLUTION 5 – APPOINTMENT OF NEW AUDITOR

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

"That pursuant to s328 of the Corporations Act 2001, shareholders approve the appointment of BDO East Coast Partnership, Chartered Accountants, as the Company's Auditor.

The Directors recommend to shareholders the appointment of BDO East Coast Partnership, Chartered Accountants, as the Company's Auditor.

BY ORDER OF THE BOARD



Andrew Metcalfe
Company Secretary
23 April 2015

The accompanying Explanatory Statement forms part of this Notice of Annual General Meeting.

VOTING ENTITLEMENTS

The Board has determined that, for the purposes of voting at the Meeting, shares in the Company are taken as being held by the persons who hold them as at 7 p.m. (Melbourne time) on 27 May 2015.

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

- a member of the KMP (being the Directors and the KMP as disclosed in the 2014 Remuneration Report); and
- their closely related parties,

unless the vote is cast as a proxy for a person entitled to vote on the Item in accordance with a direction on the proxy form.

In addition, the restrictions do not apply to the Chairman of the Meeting where she has been appointed as a proxy by a shareholder entitled to vote on the Item and the proxy appointment expressly authorises the Chairman of the Meeting to exercise an undirected proxy.

Where a shareholder appoints the Chairman of the Meeting as their proxy, and does not direct the proxy how to vote on Resolution 1 the Chairman of the Meeting intends to vote undirected proxies in FAVOUR of Resolution 1.

If you do not wish to appoint the Chairman of the Meeting 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 Meeting 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 commencement of the Meeting.

PROXIES

If you are not able to attend the Annual General Meeting 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 Meeting, i.e. **by no later than 10 a.m. (Perth time) on 27 May 2015**. Any proxy form received after that time will not be valid for the scheduled Meeting.

Proxy forms may be lodged by posting the completed form or delivering or faxing the completed form to the address or fax number below or at the Company's Registered Office:

By facsimile:

Australian based investors: 1800 783 447

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

Or at the Company's Registered Office

Suite 3, Level 2, 470 Collins Street, Melbourne Victoria 3000

Online:

Electronically, by visiting 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 to submit your voting intentions.

PROXY NOTES

1. A member entitled to attend and vote at the Meeting has the right to appoint a proxy.
2. A member 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 member appoints two proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise one half of the member's votes. If the member appoints two proxies, neither proxy may vote on a show of hands.
3. A proxy need not be a member 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 member 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 Meeting.
6. A proxy form accompanies this Notice of Annual General Meeting.

EXPLANATORY STATEMENT

This Explanatory Statement accompanies, and should be read together with and forms part of the Notice of 2015 Annual General Meeting.

ITEM 1. THE FINANCIAL STATEMENTS AND REPORTS

The *Corporations Act 2001 (Cth)* ("Corporations Act") requires the Financial Report (which includes Financial Statements, Notes to the Financial Statements and Directors' Declaration), the Directors' Report and the Auditor's Report to be tabled at the Annual General Meeting. The Constitution of Molopo Energy Limited provides for these reports to be received and considered at the Meeting. There is no requirement, either in the Corporations Act or the Constitution, for shareholders to approve the Financial Report, the Directors' Report or the Auditor's Report. Shareholders will be given a reasonable opportunity to ask questions and make comments on these reports.

The 2014 Annual Report (for the year ended 31 December 2014) has been sent to shareholders in accordance with the Corporations Act. The Company's Annual Report (which includes the Financial Report and associated reports of the Directors and the Auditors) is available on the Company's website at <http://www.molopoenergy.com/investors/reports-presentations>.

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 will take the outcome of the vote into consideration when reviewing its remuneration practices and policies.

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 Annual Financial Report of the Company for the financial year ending 31 December 2014.

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

Voting Exclusion

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

- a member of the KMP (being the Directors and the KMP as disclosed in the 2014 Remuneration Report); and
- their closely related parties,

unless the vote is cast as a proxy for a person entitled to vote on the Item in accordance with a direction on the proxy form.

In addition, the restrictions do not apply to the Chairman of the Meeting where appointed as a proxy by a shareholder entitled to vote on the Item and the proxy appointment expressly authorises the Chairman of the Meeting to exercise an undirected proxy.

Where a shareholder appoints the Chairman of the Meeting as their proxy, and does not direct the proxy how to vote on Resolution 1 the Chairman of the Meeting intends to vote undirected proxies in FAVOUR of Resolution 1.

If you do not wish to appoint the Chairman of the Meeting 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.

Recommendation on Resolution 1

Although the Remuneration Report reflects the remuneration practices of the previous Board, which are not supported by the current Board, and which have now been replaced by new remuneration practices, and while noting that each Director has a personal interest in their remuneration as described in the Remuneration Report, the current Board recommends that shareholders approve the Remuneration Report.

RESOLUTIONS 2, 3 & 4: ELECTION OF DIRECTORS

Ms Samantha Tough.

Ms. Tough was appointed as an Independent Non-Executive Director of Molopo on 29th December 2014 and Interim Chairperson on 2nd January 2015.

Ms Tough, having been appointed by the Board as a director since the last Annual General Meeting, automatically retires as a director in accordance with rule 3.3 of the Company's Constitution and offers herself for election as a director of the Company.

Ms. Tough is an independent Director with extensive



experience as a Company Director and Chairman of public companies. Ms Tough has considerable experience in the oil and gas sectors including four years as General Manager of the North West Shelf Project. Her executive experience also spans roles as Senior Vice President, Strategic Counsel Natural Resources for Commonwealth Bank of Australia (ASX:CBA), Project Director of the Pilbara Power Project and Director Strategy of Hardman Resources Limited. (ASX:HDR)

Mr. David Sanders

Mr. Sanders was appointed as a Non-Executive Director of Molopo on 29th December 2014, as the representative of Molopo's largest shareholder, Bentley Capital Limited.

Mr. Sanders, having been appointed by the Board as a director since the last Annual General Meeting, automatically retires as a director in accordance with rule 3.3 of the Company's Constitution and offers himself for election as a director of the Company.

Mr. Sanders is a principal of the corporate and commercial law firm of Bennett + Co. and has extensive experience in corporate and resources law. He holds bachelor degrees in law and commerce from the University of Western Australia and a Graduate Diploma of Applied Finance and Investments from the Securities Institute of Australia. Mr. Sanders advises numerous ASX listed companies and private companies on capital raising, mergers and acquisitions, Corporations Act and ASX Listing Rules compliance and corporate governance. He is a Non-Executive Director of Marenica Energy Ltd and Quickflix Ltd and Chairman of Murlpimarra Connection Ltd.

Mr. Antony Sormann

Mr. Sormann was appointed as a Non-Executive Director of Molopo on 29th December 2014 and is an executive Director of Keybridge Capital Limited and joined the Molopo Board as its representative

Mr. Sormann, having been appointed by the Board as a director since the last Annual General Meeting, automatically retires as a director in accordance with rule 3.3 of the Company's Constitution and offers himself for election as a director of the Company.

Mr. Sormann has over 18 years' experience in investment banking including nine years as a Director of SLM Corporate and six years working in the investment banking division of NM Rothschild & Sons (Australia) Limited of which two years were as an executive in the Rothschild Group's New York office. He holds bachelor degrees in law and economics from Monash University and a Graduate Diploma of Applied Finance and Investments from the Securities Institute of Australia.

Directors' recommendation

As all Directors are standing for election, each Director supports the nominations of Ms Tough, Mr Sanders and

Mr Sormann and recommends that shareholders vote in favour of the election of each other Director.

RESOLUTION 5: APPOINT NEW AUDITOR

Shareholder approval is sought for the appointment of BDO East Coast Partnership, Chartered Accountants, as the company's auditors. The change in auditor follows the resignation by Deloitte Touche Tohmatsu submitted to the Australian Securities & Investments Commission ("ASIC").

A copy of a nomination received by a shareholder for the appointment of BDO East Coast Partnership is enclosed.

Pursuant to the Corporations Act, the appointment of new auditors can be made at the Annual General Meeting of Shareholders.

The proposed resolution is subject to receiving consent from the ASIC to the retirement of the company's present auditors, Deloitte Touche Tohmatsu. If the approval of ASIC is not received prior to the meeting the current auditors remain in place until such time as ASIC's approval is received.

Recommendation on Resolution 5

The Board recommends that shareholders vote in favour of Resolution 5.

Questions and Comments from Shareholders

Pursuant to s250S of the *Corporations Act 2001*, at the conclusion of the Business of the Meeting the Chairman will allow shareholders to ask questions about or make comments on the management of the Company.

22 April 2015

Molopo Energy Limited
Attention: Mr Andrew Metcalfe
Company Secretary
c/- Accosec Pty Ltd
470 Collins Street
MELBOURNE VIC 3000

Dear Sirs,

**NOMINATION OF BDO EAST COAST PARTNERSHIP AS NEW COMPANY
AUDITOR**

Bentley Capital Limited, being a shareholder of Molopo Energy Limited, nominates BDO East Coast Partnership ABN 83 236 985 726 for appointment as the new Auditor at the Annual General Meeting of the Company pursuant to section 328B(1) of the *Corporations Act 2001*.

Executed by Bentley Capital Limited ABN 87 008 108 218,



Farooq Khan
Chairman



Victor Ho
Company Secretary



ASX Code: BEL

www.bel.com.au

BENTLEY CAPITAL LIMITED

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