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**BLACK STAR PETROLEUM LIMITED**

**ACN 147 370 312**

**NOTICE OF GENERAL MEETING**

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**TIME:** 9:30am

**DATE:** 28 July 2014

**PLACE:** Level 1, 330 Churchill Avenue  
Subiaco WA 6008

*This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.*

*Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on + 61 8 9200 4493.*

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## IMPORTANT INFORMATION

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### Time and place of Meeting

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Notice is given that the Meeting will be held at 9:30am on 28 July 2014 at:

Level 1, 330 Churchill Avenue  
Subiaco WA 6008

### Your vote is important

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The business of the Meeting affects your shareholding and your vote is important.

### Voting eligibility

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The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 9:30 am on 26 July 2014.

### Voting in person

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To vote in person, attend the Meeting at the time, date and place set out above.

### Voting by proxy

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To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

### **Proxy vote if appointment specifies way to vote**

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (ie as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie as directed).

***Transfer of non-chair proxy to chair in certain circumstances***

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting; or
  - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. RESOLUTION 1 – APPROVAL FOR ISSUE OF SHARES TO SUB-UNDERWRITERS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 12,546,800 Shares on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and 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 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, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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#### 2. RESOLUTION 2 – ISSUE OF SHARES TO RELATED PARTY

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 1,333,333 Shares to Garrison Equities (or its nominee) on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion Statement:** The Company will disregard any votes cast on this Resolution by Garrison Equities (or its nominee) and any of their associates. 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, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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#### 3. RESOLUTION 3 – ISSUE OF SHARES TO RELATED PARTY

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 666,667 Shares to Vega Funds Pty Ltd (or its nominee) on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion Statement:** The Company will disregard any votes cast on this Resolution by Vega Funds Pty Ltd (or its nominee) and any of their associates. 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, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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#### 4. RESOLUTION 4 – ISSUE OF SHARES TO RELATED PARTY

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 666,667 Shares to Matthew Wood (or his nominee) on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion Statement:** The Company will disregard any votes cast on this Resolution by Matthew Wood (and his nominee) and any of their associates. 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, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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**5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE – SHARES**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 14,865,000 Shares on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by a 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, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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**6. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE – SHARES**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 135,000 Shares on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by a 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, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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**7. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE – SHARES**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 1,000 Shares on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by a 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, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**Dated: 16 June 2014**

**By order of the Board**

**BRIAN MCMASTER  
EXECUTIVE DIRECTOR**

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

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### 1. GENERAL

On 10 June 2014 the Company announced to ASX that it was undertaking a renounceable entitlement issue of two (2) Shares for every one (1) Share held by Shareholders at an issue price of \$0.015 per Share to raise up to approximately \$3,423,030 (together with one (1) free attaching option for every one (1) Share subscribed for and issued) (**Rights Issue**).

The Rights Issue was fully underwritten by Patersons Securities Limited (**Patersons**) pursuant to an underwriting agreement between the Company and Patersons dated 10 June 2014 (**Underwriting Agreement**).

Pursuant to the Underwriting Agreement, the Company agreed, subject to receipt of Shareholder approval, to issue up to 15,213,467 Shares (**Sub-Underwriter Shares**) to parties that have participated as sub-underwriter to the Rights Issue. Pursuant to the terms of the Underwriting Agreement, where Shareholders do not approve the issue of the Sub-Underwriter Shares, the Company is required to pay \$0.015 for each Sub-Underwriter Share that would have been issued in accordance with the Underwriting Agreement. This will result in a maximum fee payable of \$228,202 should this Resolution not be passed.

Three of the sub-underwriters are related parties of the Company, being Garrison Equities Pty Ltd (**Garrison Equities**), Vega Funds Pty Ltd (**Vega**) and Matthew Wood (**Related Party Sub-Underwriters**).

The purpose of Resolution 1 is to seek the approval of Shareholders to issue 12,546,800 Sub-Underwriter Shares to non-related sub-underwriters.

The purpose of Resolutions 2 – 4 is to seek Shareholder approval for the issue of 2,666,667 Sub-Underwriter Shares to the Related Party Sub-Underwriters.

The Rights Issue is not conditional on receipt of Shareholder approval pursuant to Resolutions 1-4.

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### 2. RESOLUTION 1 – APPROVAL FOR ISSUE OF OPTIONS TO UNRELATED SUB-UNDERWRITERS

#### 2.1 General

As outlined in section 1 above, the purpose of Resolution 1 is to seek the approval of Shareholders to issue the 12,546,800 Sub-Underwriter Shares.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The effect of Resolution 1 will be to allow the Company to issue the Sub-Underwriter Shares to non-related sub-underwriters during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

#### 2.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue of the Sub-Underwriter Shares:

- (a) the maximum number of Sub-Underwriter Shares to be issued is 12,546,800;
- (b) the Sub-Underwriter Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Sub-Underwriter Shares will occur on the same date;

- (c) the Sub-Underwriter Shares will be issued for nil consideration as they are being issued as part of the consideration payable by the Company pursuant to the Underwriting Agreement;
- (d) the Sub-Underwriter Shares will be issued to the sub-underwriters under the Rights Issue, all of which were clients of Patersons who were classified as 'professional' or 'sophisticated' investors for the purposes of Section 708 of the Corporations Act. None of these subscribers are related parties of the Company;
- (e) the Sub-Underwriter Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) no funds will be raised from the issue of the Sub-Underwriter Shares as these securities are being issued in consideration for the purpose set out in paragraph (c) above.

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### **3. RESOLUTIONS 2 - 4 – ISSUE OF SHARES TO RELATED PARTY SUB-UNDERWRITERS**

#### **3.1 General**

As outlined in section 1 above, the purpose of Resolutions 2 – 4 is to seek Shareholder approval for the issue of 2,666,667 Sub-Underwriter Shares to the Related Party Sub-Underwriters.

Resolution 2 seeks Shareholder approval for the in the issue of up to 1,333,333 Sub-Underwriter Shares to Garrison Equities (or its nominee) pursuant to the Underwriting Agreement.

Resolution 3 seeks Shareholder approval for the in the issue of up to 666,667 Sub-Underwriter Shares to Vega (or its nominee) pursuant to the Underwriting Agreement.

Resolution 4 seeks Shareholder approval for the in the issue of up to 666,667 Sub-Underwriter Shares to Matthew Wood (or his nominee) pursuant to the Underwriting Agreement.

#### **3.2 Chapter 2E of the Corporations Act**

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The proposed issues of Sub-Underwriter Shares to Related Party Sub-Underwriters will result in the issue of Shares which constitutes giving a financial benefit.

Matthew Wood is a related party of the Company by virtue of being a Director. Garrison Equities is a related party by virtue of its relationship with both Mr Brian McMaster and Mr Matthew Wood, who are Directors of the Company. Vega Funds is a related party by virtue of its relationship with Mr McMaster.

The Directors (other than Matthew Wood who has a material personal interest in Resolution 4) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Sub-Underwriter Shares to the Related Party Sub-Underwriters because the Shares will be issued to the Related Party Sub-Underwriters on the same terms as Sub-Underwriter Shares issued to non-related party Sub-Underwriters and as such the giving of the financial benefit is on arm's length terms.

#### **3.3 ASX Listing Rule 10.11**

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the

entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the proposed placement involves the issue of Sub-Underwriter Shares to related parties of the Company (for the reasons set out in Section 1 above), Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

### 3.4 Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the issue to the Related Party Sub-Underwriters:

- (a) the Sub-Underwriter Shares will be issued to:
  - (i) Garrison Equities pursuant to Resolution 2;
  - (ii) Vega Funds Pty Ltd pursuant to Resolution 3; and
  - (iii) Matthew Wood pursuant to Resolution 4;
- (b) the maximum number of Shares to be issued is:
  - (i) 1,333,333 pursuant to Resolution 2;
  - (ii) 666,667 pursuant to Resolution 3; and
  - (iii) 666,667 pursuant to Resolution 4;
- (c) the Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (d) the Sub-Underwriter Shares will be issued for nil consideration as they are being issued as part of the consideration payable by the Company pursuant to the Underwriting Agreement;
- (e) the Sub-Underwriter Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) no funds will be raised from the issue of the Sub-Underwriter Shares as these securities are being issued in consideration for the purpose set out in paragraph (d) above.

Approval pursuant to ASX Listing Rule 7.1 is not required for the issue of Sub-Underwriter Shares to the Related Party Sub-Underwriters as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Sub-Underwriter Shares to the Related Party Sub-Underwriters (or their nominee) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

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## 4. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE – SHARES

### 4.1 General

On 10 March 2014, the Company issued 15,000,000 Shares (**GRIT Shares**) in consideration for the issue to the Company of 1,321,440 fully paid ordinary shares in the capital of Global Resources Investment Trust Plc (**GRIT**). The issue of 14,865,000 Shares to GRIT was made within the Company's 15% annual placement capacity set out in ASX Listing Rule 7.1 (**First GRIT Shares**) and 135,000 were made under the 10% annual placement capacity set out in ASX Listing Rule 7.1A (**Second GRIT Shares**).

Resolution 5 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Second GRIT Shares (**Ratification**).

A summary of ASX Listing Rule 7.1 is set out in section 2.1 above.



ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital.

ASX Listing Rule 7.4 provides that where a company subsequently approves an issue of securities, the issue will be treated as having been made with approval for the purpose of ASX Listing Rule 7.1 (which also applies for the purpose of ASX Listing Rule 7.1A), thereby replenishing that company's 15% capacity and additional 10% capacity, enabling it to issue further securities up to that limit.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rules 7.1 without the requirement to obtain prior Shareholder approval.

## **4.2 Technical information required by ASX Listing Rule 7.4**

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 14,865,000 Shares were issued;
- (b) the GRIT Shares were issued for nil consideration as they were issued as consideration for the issue of fully paid ordinary shares in the capital of GRIT;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to Global Resources Investment Trust Plc. GRIT is not a related party of the Company; and
- (e) no funds were raised from the issue of GRIT Shares as these securities were issued in consideration for the purpose set out in paragraph (b) above. The Company intends to shortly dispose of the GRIT Shares and the funds it receives from the sale will be used to progress the next phase of its exploration programme at the Nebraska Oil Project.

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## **5. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE – SHARES**

### **5.1 General**

Resolution 6 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Second GRIT Shares defined above in Section 4.1 (**Ratification**).

A summary of ASX Listing Rule 7.1 is set out in section 2.1 above.

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital.

ASX Listing Rule 7.1A came into effect on 1 August 2012 and enables an eligible entity to seek shareholder approval at its annual general meeting to issue equity securities in addition to those under the eligible entity's 15% annual placement capacity. The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately 1.7 million as at 16 June 2014.

ASX Listing Rule 7.4 provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1A those securities will from that date be included in variable "A" in the formula in ASX Listing Rules 7.1 and 7.1A.2 for the purpose of calculating the annual placement capacity of the Company under both ASX listing Rules 7.1 and 7.1A.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 10% annual placement capacity set out in ASX Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

## 5.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 135,000 Shares were issued;
- (b) the Second GRIT Shares were issued for nil consideration as they were issued as consideration for the issue of fully paid ordinary shares in the capital of GRIT;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to Global Resources Investment Trust Plc. GRIT is not a related party of the Company; and
- (e) no funds were raised from the issue of GRIT Shares as these securities were issued in consideration for the purpose set out in paragraph (b) above. The Company intends to shortly dispose of the GRIT Shares and the funds it receives from the sale will be used to progress the next phase of its exploration programme at the Nebraska Oil Project.

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## 6. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE – SHARES

### 6.1 General

On 11 March 2014, the Company issued 1,000 Shares at an issue price of \$0.15 per Share to raise \$150 pursuant to a prospectus dated 11 March 2014.

Resolution 7 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Ratification**).

A summary of ASX Listing Rules 7.1, 7.1A and 7.4 is set out in section 4.1 above.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

### 6.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 1,000 Shares were issued;
- (b) the issue price was \$0.15 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to a sophisticated investor within the meaning of section 708(8) and 708(11) of the Corporations Act. The subscriber was not a related party of the Company; and
- (e) the funds raised from this issue were used for working capital.

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## GLOSSARY

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**\$** means Australian dollars.

**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.

**ASX Listing Rules** means the Listing Rules of ASX.

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

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chair** means the chair of the Meeting.

**Company** means Black Star Petroleum Limited (ACN 147 370 312).

**Constitution** means the Company's constitution.

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

**Directors** means the current directors of the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**General Meeting** or **Meeting** means the meeting convened by the Notice.

**Notice** or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

**Proxy Form** means the proxy form accompanying the Notice.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

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

**Shareholder** means a registered holder of a Share.

**WST** means Western Standard Time as observed in Perth, Western Australia.

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## APPOINTMENT OF PROXY FORM

**BLACK STAR PETROLEUM LIMITED**  
**ACN 147 370 312**

### GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

**OR:** ☐ the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 9:30 am, on 28 July 2014 at Level 1, 330 Churchill Avenue, Subiaco WA 6008, and at any adjournment thereof.

**The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.**

#### Voting on business of the Meeting

Resolution 1	Approval for issue of shares to sub-underwriters
Resolution 2	Issue of shares to related party sub-underwriters
Resolution 3	Issue of shares to related party sub-underwriters
Resolution 4	Issue of shares to related party sub-underwriters
Resolution 5	Ratification of prior issue - Shares
Resolution 6	Ratification of prior issue - Shares
Resolution 7	Ratification of prior issue - Shares

FOR	AGAINST	ABSTAIN
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Please note:** If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

#### Important for Resolutions 1-7

If you have not directed your proxy how to vote as your proxy in respect of Resolutions 1 - 7 and the Chair is, or may by default be, appointed your proxy, you must mark the box below.

☐ I/we direct the Chair to vote in accordance with his/her voting intentions (as set out above) on Resolutions 1 - 7 (except where I/we have indicated a different voting intention above) and acknowledge that the Chair may exercise my/our proxy even if the Chair has an interest in the outcome of Resolutions 1 - 7 and that votes cast by the Chair for Resolutions 1 - 7, other than as proxy holder, will be disregarded because of that interest.

If the Chair is, or may by default be, appointed your proxy and you do not mark this box and you have not directed the Chair how to vote, the Chair will not cast your votes on Resolutions 1 - 7 and your votes will not be counted in calculating the required majority if a poll is called on Resolutions 1 - 7.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: \_\_\_\_\_ %

#### Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date:

Contact name:

Contact ph (daytime):

E-mail address:

Consent for contact by e-mail: YES ☐ NO ☐

## Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
  - **(Individual):** Where the holding is in one name, the Shareholder must sign.
  - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
  - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
  - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
  - (a) post to Black Star Petroleum Limited, Level 1, 330 Churchill Avenue, Subiaco WA 6008; or
  - (b) facsimile to the Company on facsimile number +61 8 9200 4469; or
  - (c) email to the Company at [info@blackstarpetroleum.com.au](mailto:info@blackstarpetroleum.com.au),

so that it is received not less than 48 hours prior to commencement of the Meeting.

**Proxy Forms received later than this time will be invalid.**