



ANTARES ENERGY LIMITED

A.C.N. 009 230 835

Ground Floor
63 Hay Street
Subiaco WA 6008

PO Box 690
West Perth WA 6872
www.antaresenergy.com

8 October 2015

Company Announcements Officer
ASX Limited
Central Park
Lvl 40, 152-158 St Georges Terrace
PERTH WA 6000

NOTICE OF GENERAL MEETING

Please find enclosed a Notice of General Meeting, Explanatory Note and Proxy Form, as sent to all convertible noteholders today.

The General Meeting is being held at 10:00am on Friday 30 October 2015 at the Duxton Hotel, 1 St Georges Terrace, Perth Western Australia 6000.

Yours sincerely,
ANTARES ENERGY LIMITED

Graeme Smith
Company Secretary

ANTARES ENERGY LIMITED

ACN 009 230 835

NOTICE OF MEETING OF NOTEHOLDERS

**This meeting will be held at 10:00am (WST) on Friday, 30 October 2015 at the Duxton Hotel,
1 St Georges Terrace, Perth, Western Australia**

ANTARES ENERGY LIMITED

NOTICE OF MEETING OF NOTEHOLDERS

NOTICE IS HEREBY GIVEN that a meeting of Noteholders will be held at 10:00am (WST) on Friday, 30 October 2015 at the Duxton Hotel, 1 St Georges Terrace, Perth, Western Australia for the purpose of considering and, if thought fit, passing the special resolution set out below.

For the purposes of this Notice of Meeting of Noteholders ("**Notice**"), Noteholders means the persons whose names are entered in the register maintained by or on behalf of Antares Energy Limited ("**Antares**") of convertible unsecured notes (ASX: AZZG) ("**Notes**") issued pursuant to the Note Trust Deed dated 19 September 2003, as amended on 31 January 2007 and 12 July 2013, ("**Trust Deed**") between Antares (then named Amity Oil Limited) and Trust Company Limited (then named Trust Company of Australia Limited) ("**Trustee**").

The Explanatory Note accompanying and forming part of this Notice describes in more detail the reasons why the special resolution is being put to Noteholders.

ITEM OF BUSINESS

RESOLUTION 1 - AMENDMENT TO TRUST DEED

To consider and, if thought fit, to pass, with or without amendment, the following as a special resolution:

"That for the purposes of clause 9.1(c) of the Trust Deed and in accordance with clauses 11(a)(ii) and 13(a) of schedule 3 to the Trust Deed the Noteholders assent to the Trustee exercising, and instruct the Trustee to exercise, its power under clause 9.1(c) of the Trust Deed to, by agreement with Antares, amend the Trust Deed by:

1. amending Condition 18.3 of schedule 1 to the Trust Deed by inserting the following words at the start of that condition:

"Subject to Condition 18.4...";

2. inserting a new Condition 18.4 in schedule 1 to the Trust Deed as follows:

"18.4 *Reset Date for 2016*

With effect from 29 October 2015, it is deemed that for the purposes of this deed in respect of the Reset Date which occurred on 31 October 2012, the next Reset Date shall be 31 March 2016."; and

3. making such other amendments to the Trust Deed as the Trustee in its absolute discretion considers necessary or desirable to give effect to the amendment set out in paragraph 1 above."

RECOMMENDATION

The Directors of Antares believe that the proposed resolution is in the best interests of Antares (and, in turn, the Noteholders) and recommends that you vote in favour of the resolution.

ENTITLEMENT TO ATTEND AND VOTE

In accordance with clauses 9(d) and 11(a) of schedule 3 to the Trust Deed, persons eligible to attend and vote at the meeting are those persons who are registered as Noteholders 48 hours before the time appointed for holding the meeting.

SPECIAL RESOLUTION

In accordance with clause 11(a)(ii) of schedule 3 to the Trust Deed, the resolution shall be deemed duly passed as a special resolution if it is approved by not less than 75 per cent of the votes cast.

QUORUM

In accordance with clause 5 of schedule 3 to the Trust Deed, no business shall be transacted at the meeting unless there is present at the commencement of business two or more Noteholders present personally or by proxy or attorney, who represent more than 10 per cent in principal amount of all the Notes on issue at that time.

If that quorum is not present by 10:30am (WST), the meeting will be adjourned to a day and time not less than 21 days later at a place announced by the chair at the time of adjournment.

VOTING

In accordance with clause 8 of schedule 3 to the Trust Deed, a Noteholder (or in the case of joint Noteholders, the Noteholder whose name stands first on the register of Noteholders) is entitled to vote in respect of such Notes either in person or by proxy or attorney. Noteholders as recorded in the register 48 hours before the time appointed for holding the meeting shall be recognised as the legal holders of the Notes for all purposes associated with the meeting.

In accordance with clause 7 of schedule 3 to the Trust Deed, the resolution must be decided in the first instance by a show of hands and each voter is, on a show of hands, entitled to one vote and, on a poll, entitled to one vote in respect of each Note held by the Noteholder or by the person for whom the Noteholder is the proxy or attorney. A poll may be demanded by the chair or the Trustee, by at least five Noteholders present in person or by proxy or by attorney, by Noteholders present in person or by proxy or by attorney who together hold at least 5 per cent in principal amount of all the Notes or by Antares.

PROXIES

Votes at the meeting may be given personally or by proxy, attorney or representative. A person may be appointed a proxy whether or not that person is a Noteholder.

The instrument appointing the proxy must be in writing and signed by the Noteholder or, in the case of a corporation, executed under its common seal or signed on its behalf by its duly appointed attorney or a duly authorised officer of the corporation.

The instrument of proxy (and the power of attorney or other authority, if any, under which it is signed) must be lodged not less than 48 hours before the time appointed for holding the meeting or adjourned meeting (or in the case of a poll before the time appointed for the taking of the poll):

by post to: PO Box 535, Applecross WA 6953

by facsimile to: (+61 8) 9315 2233

or by electronic means as noted on your proxy form. For the convenience of Noteholders, a proxy form is enclosed.

By Order of the Board of
Antares Energy Limited

Graeme Smith
Company Secretary

Dated: 8 October 2015

EXPLANATORY NOTE

This Explanatory Note has been prepared to assist Noteholders in considering Resolution 1 set out in the attached Notice. This Explanatory Note forms part of, and should be read in conjunction with, the Notice.

BACKGROUND

The Board of Antares is seeking to extend the reset date for the Notes to 31 March 2016 in order to give the company the ability to assess the number of redemption notices received from Noteholders by the final date stipulated in the Trust Deed (in respect of the current reset date), being 19 October 2015, and to allow Antares sufficient opportunity to progress the current sale process being conducted in respect of its Northern Star and Big Star projects.

The proposed extension to the reset date for the Notes will not affect the interest payments due pursuant to the terms of the Trust Deed, including the payments due on 31 October 2015 and 31 January 2016.

DETAILS OF PROPOSAL

The last reset date for the Notes was 31 October 2012 and pursuant to the current Condition 18.3 of schedule 1 to the Trust Deed, the next reset date for the Notes is 31 October 2015.

The purpose of Resolution 1 is to change the current reset date for the Notes from 31 October 2015 to 31 March 2016.

WHAT PASSING RESOLUTION 1 MEANS FOR YOU

By passing Resolution 1, Noteholders are authorising the Trustee to amend the Trust Deed to amend the reset date for the Notes to 31 March 2016.

If Resolution 1 is passed, redemption notices lodged by Noteholders will be redeemed by Antares on the amended reset date of 31 March 2016, unless withdrawn by Noteholders prior to this date.

The passing of Resolution 1 will not, however, alter the other conditions on which the existing Notes are currently held. In particular, interest will continue to be payable on the existing Notes at 10 per cent per annum and the Notes will continue to be convertible at any time before the maturity date of 30 October 2023.

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ANTARES ENERGY LIMITED

ACN: 009 230 835

REGISTERED OFFICE:GROUND FLOOR
63 HAY STREET
SUBIACO WA 6008

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SHARE REGISTRY:Security Transfer Registrars Pty Ltd
All Correspondence to:
PO BOX 535, APPECROSS WA 6953
AUSTRALIA
770 Canning Highway, APPECROSS WA 6153
AUSTRALIA
T: +61 8 9315 2333 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

Code:

AZZ

Holder Number:

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

**VOTE
ONLINE**Lodge your proxy vote securely at www.securitytransfer.com.au

1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

 The meeting chairperson
OR

or failing the person named, or if no person is named, the Chairperson 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, as the Proxy sees fit) at the General Meeting of the Company to be held at 10:00am WST on Friday 30 October 2015 at The Duxton Hotel, 1 St Georges Terrace, Perth WA 6000 and at any adjournment of that meeting.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION**For****Against****Abstain**

1. Amendment to Trust Deed

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Proxies must be received by Security Transfer Registrars Pty Ltd no later than 10:00am WST on Wednesday 28 October 2015.

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My/Our contact details in case of enquiries are:

Name:

Number:

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1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Noteholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a noteholder of the Company.

3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- a) On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- b) Return both forms in the same envelope.

5. SIGNING INSTRUCTIONS

Individual: where the holding is in one name, the Noteholder must sign.

Joint Holding: where the holding is in more than one name, all of the Noteholders must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the Company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Registrars Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

The proxy form does not need to be returned to the share registry if the votes have been lodged online.

Security Transfer Registrars Pty Ltd

Online www.securitytransfer.com.au

Postal Address PO BOX 535
Applecross WA 6953 AUSTRALIA

Street Address Alexandria House
Suite 1, 770 Canning Highway
Applecross WA 6153 AUSTRALIA

Telephone +61 8 9315 2333

Facsimile +61 8 9315 2233

Email registrar@securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

