

SOUTHERN CROSS EXPLORATION N L

A.C.N. 000 716 012

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Forty-third Annual General Meeting of **SOUTHERN CROSS EXPLORATION N L** will be held at the Wesley Conference Centre, 220 Pitt Street (Lower Ground level), Sydney NSW on **Tuesday, 25 November 2014 at 3.00 p.m.** (Sydney time).

BUSINESS

To receive and consider the Financial Report for the 18 month period ended 30 June 2014 and the Reports of the Directors and Auditors.

There is no requirement for shareholders to approve these Reports.

Ordinary Resolutions

To consider and if thought fit to pass the following resolutions, with or without modification, as Ordinary Resolutions:

1. "THAT the Remuneration Report of the Company and the entities it controlled, which forms part of the Directors' Report for the 18 month period to 30 June 2014, be considered and adopted."
Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.
2. "THAT Mr Stephen Baghdadi, who retires by rotation and being eligible offers himself for re-election, be re-elected as a Director of the Company".
3. "THAT Mr Craig Coleman, having been appointed as a Director since the last Annual General Meeting and who retires in accordance with the Constitution and being eligible offers himself for election, be elected as a Director of the Company".
4. "THAT Mr Andrew Phillips, having been appointed as a Director since the last Annual General Meeting and who retires in accordance with the Constitution and being eligible, offers himself for election, be elected as a Director of the Company".

SPECIAL BUSINESS

To consider and if thought fit to pass the following resolutions, with or without modification, as Ordinary Resolutions:

5. "THAT for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify and approve the prior issue of 40,000,000 ordinary fully paid shares at an issue price of one cent (\$0.01c) per share, as specified in and on such terms and conditions referred to in the Explanatory Statement accompanying this Notice".
6. "THAT under the provisions of Listing Rule 7.1 the Directors be authorised to make placements of up to one hundred and fifty million ordinary fully paid shares in the capital of the Company at the minimum price of at least 80% of the average market price, within three months from the date of this meeting or such other date as may be allowed by the Australian Securities Exchange, to such persons, companies and institutions as the Directors may determine, other than related parties as defined in the Corporations Act".

To transact any other business which may be brought forward in accordance with the Company's Constitution.

Voting Exclusion Statements

Resolution 1

The Company will disregard any votes cast (in any capacity) on Resolution 1 by a member of the Company's Key Management Personnel named in the 2014 Remuneration Report, or by a closely related party of any such member as defined in the Corporations Act 2001, on the proposed Resolution 1, unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the proxy form; or the vote is cast by the Chairman of the Meeting where he has been expressly authorised to do so.

Resolution 5

The Company will disregard any votes cast on Resolution 5 cast by any person who participated in the issue of Equity Securities under this Resolution and a person who might have obtained a benefit, except a benefit solely in the capacity as a shareholder; and any associate of those persons, if the resolution is passed.

However, the Company will 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 a 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.

Resolution 6

The Company will disregard any votes cast on Resolution 6 cast by any person who may participate in the issue of Equity Securities under this Resolution and a person who might obtain a benefit, except a benefit solely in the capacity as a shareholder; and any associate of those persons, if the resolution is passed.

However, the Company will 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 a 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.

Note: See the accompanying Explanatory Statement for further information on Resolutions 1, 5 and 6.

By order of the Board
Southern Cross Exploration N L



A Phillips
Secretary

16 October 2014

PROXIES

Members unable to attend the meeting are invited to complete and lodge the enclosed Proxy Form. A member entitled to attend and vote may appoint not more than two proxies, who need not be members. Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the member's voting rights. To be valid, proxies may be lodged at the Company's Registered Office - Level 29, 2 Chifley Square, Sydney, NSW, Australia - or may be transmitted to FAX number - (02) 9233 6475 - or sent via e-mail to **mail@sxxgroup.com** - and must be received no later than forty-eight (48) hours before the scheduled start of the meeting. A proxy form presented by a company can be under its Common Seal.

INFORMATION FOR SHAREHOLDERS

Explanatory Statement

The Notice of Annual General Meeting should be read in conjunction with the accompanying Explanatory Statement.

Date for determining voting entitlements

The Directors have determined that for the purposes of the Corporations Act, the persons eligible to vote at the meeting will be those persons who are registered as a holder of shares in the Company as at 5.00 p.m. (Sydney time) on Friday 21 November 2014. Transfers registered after this time will be disregarded in determining entitlements to vote at the meeting.

Appointment of Proxies

A shareholder entitled to attend and vote at the meeting is entitled to appoint not more than two proxies.

Where more than one proxy is appointed, each proxy may be appointed to represent a specified number or proportion of votes. If no such number or proportion is specified, each proxy may exercise half of the shareholder's votes. A proxy does not have to be a shareholder of the Company.

Shareholders are encouraged to consider how they wish to direct their proxies to vote.

The proxy form must be signed by the shareholder or his or her attorney in accordance with the directions on the proxy form.

To be valid, the proxy form and the power of attorney or other authority (if any) under which it is signed (or an attested copy) must be received by the Company at the address or fax number listed below not later than 48 hours before the time for holding the meeting; that is no later than 3.00 p.m. on 23 November 2014.

The proxy form must be lodged with the Company at either its Registered Office - Level 29, 2 Chifley Square, Sydney, NSW, Australia - or may be transmitted to FAX number - (02) 9233 6475 - or sent via e-mail to mail@sxxgroup.com.

Corporate Representatives

A company wishing to appoint a person to act as its representative at the meeting must provide the person with:

- a letter or certificate executed in accordance with the Corporations Act authorising that person as the corporate shareholder's representative at the meeting; or
- a copy of the resolution appointing that person as the corporate shareholder's representative at the meeting, certified by a secretary or director of the corporate shareholder.

Proxy voting on Resolution 1 (Remuneration Report)

The Key Management Personnel of the Company and their closely related parties will not be able to vote as your proxy on Resolution 1 unless you tell them how to vote, or the Chairman of the Meeting is your proxy. If you intend to appoint a member of the Key Management Personnel or one of their closely related parties as your proxy, please ensure that you direct them how to vote on Resolution 1, otherwise they will not be able to cast a vote as your proxy on that item.

You can direct your proxy how to vote on an item of business (i.e. to vote "For", "Against" or "Abstain") by marking the appropriate box opposite the item on the proxy form.

If you appoint the Chairman of the Meeting as your proxy or the Chairman of the Meeting is appointed as your proxy by default, but you do not mark a voting box for Resolution 1, by signing and returning the proxy form you will be taken to have expressly authorised the Chairman of the Meeting to exercise the proxy in respect of that Resolution, even though that Resolution is connected with the Remuneration of the Company's Key Management Personnel.

The Chairman of the Meeting intends to vote undirected proxies in FAVOUR of all Resolutions, including Resolution 1 (adoption of Remuneration Report).

SOUTHERN CROSS EXPLORATION N L

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of shareholders of **Southern Cross Exploration N L** in connection with the business to be conducted at the Annual General Meeting (AGM) of Shareholders to be held at the Wesley Conference Centre, 220 Pitt Street (Lower Ground level), Sydney NSW on **Tuesday, 25 November 2014 at 3.00 p.m.** (Sydney time) (the Meeting), specifically in respect of Resolutions 1, 5 and 6 on the Notice of Meeting. Resolutions 2, 3 and 4 deal with the re-election and/or election of Directors. This Explanatory Statement should be read in conjunction with the Notice of Meeting.

FINANCIAL REPORT and REPORTS OF DIRECTORS AND AUDITORS

This matter deals with the presentation of the Annual Financial Report, Directors' Report and Auditor's Report for the Company and its controlled entities for the 18 month period ended 30 June 2014. In accordance with the Corporations Act 2001 (Cth), shareholders will be given a reasonable opportunity at the AGM to ask questions and make comments on the financial statements and reports and on the management of the Company.

During discussion of this item, the Company's auditor will be present and available to answer questions relevant to 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 or the independence of the auditor in relation to the conduct of the audit.

No resolution is required to be moved in respect of this item of business.

RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT

In accordance with the Corporations Act 2001, the Remuneration Report is put to shareholders for adoption. Details of the Remuneration Report are included in the Directors' Report and in Note 28.1 in the Financial Report. The vote on this resolution is advisory only and does not bind the Directors or the Company.

The Key Management Personnel comprise all of the Directors, being persons having authority and responsibility for planning, directing and controlling the activities of the Group. The Remuneration Report identifies the key management personnel of the Group for the period ended 30 June 2014. Their closely related parties are defined in the Corporations Act 2001, and include certain of their family members, dependants and companies they control.

If the Chairman of the Meeting is a proxy and the relevant shareholder does not direct the Chairman how to vote on the resolution by marking either the 'For', 'Against' or 'Abstain' box opposite Resolution 1, the relevant shareholder will be authorising the Chairman to vote in favour of Resolution 1.

The Corporations Act 2001 provides shareholders with the opportunity to remove the Directors from office if 25% or more of the votes are cast against adoption of the Remuneration Report at two consecutive Annual General Meetings (the Two Strikes Rule).

If 25% or more of votes that are cast are cast against adoption of the Remuneration Report at two consecutive Annual General Meetings, the Company is required to put an ordinary resolution (Spill Resolution) to the second such meeting as to whether another general meeting should be held within 90 days at which all directors, other than a Managing Director, who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

Since the Remuneration Report put to the previous Annual General Meeting of the Company was adopted by a majority of more than 75% of the votes cast, there is no requirement to put a Spill Resolution to this Annual General Meeting.

During discussion on this item of business, there will be reasonable opportunity for shareholders to ask questions about, or comment on, the Remuneration Report.

The Directors unanimously recommend that shareholders vote FOR Resolution 1.

RESOLUTION 5 - RATIFICATION AND APPROVAL OF PRIOR ISSUE OF ORDINARY SHARES

The purpose of Resolution 5 is for shareholders to ratify and approve, under ASX Listing Rule 7.4, those issues of securities which occurred during the 12 months before the date of this Annual General Meeting which count towards the Company's 15% limit under ASX Listing Rule 7.1.

ASX Listing Rule 7.1 provides that prior approval of shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by the entity during the previous 12 months, exceed 15% of the number of the securities at the commencement of the 12 month period.

The allotment and issue of securities detailed in Resolution 5 did not exceed the 15% threshold. However, ASX Listing Rule 7.4 provides that where an entity ratifies an issue of securities, the issue will be treated as having been made with approval for the purpose of ASX Listing Rule 7.1, thereby replenishing that entity's 15% capacity and enabling it to issue further securities up to that limit.

The information required to be given to shareholders to satisfy ASX Listing Rule 7.4 is specified in ASX Listing Rule 7.5. The following particulars in relation to the allotment and issue of the shares is provided to shareholders in compliance with ASX Listing Rule 7.5:

- (i) The total number of ordinary fully paid shares issued (the Shares): 40,000,000
- (ii) The issue price of the Shares \$0.01c (one cent) each
- (iii) The Shares issued rank equally with the Company's existing ordinary fully paid shares on issue.
- (iv) The Shares were issued to sophisticated investors in Australia, who are not related parties to the Company.
- (v) The funds raised from this issue were used for general purposes.
- (vi) No related parties participated in the above issue of shares.
- (vii) The issue of the Shares when made did not breach ASX Listing Rule 7.1.

The Board unanimously recommends that shareholders vote in favour to ratify and approve the prior issue of the Shares as detailed above.

A voting exclusion statement has been included in the Notice of Meeting in respect of Resolution 5.

The Directors unanimously recommend that shareholders vote FOR Resolution 5.

RESOLUTION 6 - AUTHORITY TO MAKE SHARE PLACEMENTS

The purpose of Resolution 6 is for shareholders to approve the placement of up to one hundred and fifty million shares (150,000,000) shares in the Company; such approval to be valid for a period of three (3) months from the date of the Annual General Meeting.

There is at present no definite basis on which Directors will decide who the allottees will be. If any issue of shares will be made, Directors will allot the shares to sophisticated and institutional investors (other than to Directors and related parties) who are prepared to take up shares in the Company at the best price obtainable but not less than the minimum issue price of 80% of the volume weighted average market price for the securities calculated over the last 5 days on which sales in the securities were recorded before the day on which the issue will be made, in accordance with Australian Securities Exchange Listing Rule 7.3.3.

Allotment of any shares issued would occur progressively. All shares issued under this Resolution would rank pari passu with the existing shares

If and when any placements will be made, the capital raised could be utilised for acquisition of new exploration, mining or investment projects; exploration and development of existing projects; repayment of liabilities and for general purposes.

The Directors unanimously recommend that Shareholders vote FOR Resolution 6.

By Order of the Board
Southern Cross Exploration N L


A Phillips
Secretary

16 October 2014



SOUTHERN CROSS EXPLORATION N L

ABN 000 716 012

PROXY FORM

Registered Office:
Southern Cross Exploration N L
Level 29, 2 Chifley Square
Sydney, NSW Australia 2000
Phone: (61 2) 9375 2337

Postal Address:
GPO Box 4246
Sydney NSW 2001
Fax: (61 2) 9233 6475
e-mail: mail@sxxgroup.com

I/We _____

of _____

being a shareholder/(s) of **Southern Cross Exploration N L**, entitled to attend and vote, hereby appoint:

☐

the **Chairman of the Meeting** (mark box)

OR - if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the individual or body corporate you are appointing as proxy below:

Name: _____

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 Southern Cross Exploration N L to be held **on Tuesday 25 November 2014 at 3.00 p.m.** at the Wesley Conference Centre, 220 Pitt Street, Sydney NSW and at any adjournment or postponement thereof.

AUTHORITY FOR CHAIRMAN TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chairman as my/our proxy (or where the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where we have indicated a different voting intention below) even though Resolution 1 is connected directly with the remuneration of a member of the Key Management Personnel, which includes the Chairman.

CHAIRMAN'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chairman intends to vote undirected proxies in favour of all Resolutions.

Voting directions to your proxy

Please mark "X" in the appropriate boxes below:

Resolution	FOR	AGAINST	ABSTAIN
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director - Mr S Baghdadi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Director - Mr C Coleman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Election of Director - Mr A Phillips	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Ratification and approval of prior issue of 40,000,000 shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Authority to place shares	<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 if a poll is called.

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

SIGNATURE OF SHAREHOLDER/S This form **must** be signed to enable your directions to be implemented.

Individual or Shareholder 1

Individual/Sole Director
and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: _____ / _____ / 2014

Contact name

Contact Number and/or e-mail address

[pto - Instructions]

COMPLETION OF PROXY FORM**YOUR VOTE IS IMPORTANT**

For your vote to be effective it must be received by the Company before 3.00 pm (Sydney time), 23 November 2014

1. APPOINTMENT OF PROXY

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. Indicate on the Proxy Form who you want to appoint as your proxy. If you wish to appoint the Chairman of the Meeting as your proxy, mark the relevant box.

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the Company. Do not write the name of the issuer company or the registered shareholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the Company or you may copy this form.

To appoint a second proxy you must:

- (a) Complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of shares 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 your votes. Fractions of votes will be disregarded.
- (b) Return both forms together in the same envelope.

2. VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business: "For", "Against" or "Abstain". All your shares will be voted in accordance with such a direction unless you indicate only a portion of shares are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your shares, your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the Company.

3. SIGN - and DATE - THE FORM

The form must be signed as follows:

Individual: This form is to be signed by the shareholder.

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

Power of Attorney: To sign under a Power of Attorney, you must have already lodged it with the Company. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: This form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. Please indicate the office held by signing party in the appropriate place.

Date the Proxy Form when signed.

4. LODGEMENT OF PROXY FORM

Proxy Forms (and any Power of Attorney under which it is signed) must be received by the Company no later than 48 hours before the commencement of the meeting; therefore by 3.00 pm (Sydney time) on 23 November 2014. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged as follows:

by Mail:	GPO Box 4246, Sydney NSW 2001 Australia
or by Fax:	(61 2) 9233 6475
or by e-mail:	mail@sxxgroup.com
or by Hand:	Level 29, 2 Chifley Square, Sydney NSW Australia