

Strategic Pooled Development Limited

ACN 062 187 893

Notice of General Meeting

Explanatory Statement

Date of meeting

Monday 23 July 2012

Time of meeting

10.00 am

Place of meeting

Level 24, 385 Bourke Street, Melbourne, Victoria

This Notice of General Meeting should be read in its entirety.
If shareholders are in doubt as to how they should vote, they should seek advice
from their accountant, solicitor or other professional adviser before voting.

Notice of General Meeting

Notice is hereby given that Strategic Pooled Development Limited ACN 062 187 893 (**SPD or the Company**) will hold a general meeting at Level 24, 385 Bourke Street, Melbourne, Victoria on 23 July 2012 at 10.00am (Melbourne time).

The Explanatory Statement that accompanies and forms part of this notice of general meeting (**Notice**) describes the matters to be considered at the meeting.

Resolution – Approval for the Company to be removed from the official list of the ASX

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

"That, for the purpose of ASX Listing Rule 17.11 and for all other purposes, the Company be removed from the official list of the ASX on a date to be decided by the ASX and that the directors be authorised to do all things reasonably necessary to give effect to the removal of the Company from the official list of the ASX."

BY ORDER OF THE BOARD, DATED 22 June 2012

Voting and the proxy

For the purpose of determining the voting entitlements at the meeting, the directors have determined that shares in the Company will be taken to be held by the registered holders of those shares at 7.00pm (Melbourne time) on 21 July 2012 being not more than 48 hours before the meeting. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

A shareholder wishing to vote on the resolutions contained in this Notice should either attend in person, or appoint a proxy or proxies to attend or vote on the shareholder's behalf. A proxy form is enclosed with this Notice. The proxy or proxies do not need to be a shareholder of the Company. A shareholder that is a body corporate may appoint a representative to attend in accordance with the Corporations Act.

A shareholder entitled to attend and to cast two or more votes is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes able to be cast by the appointing shareholder.

The proxy form (and any power of attorney under which it is signed) must be received at the address below not later than 10.00am (Melbourne time) on 21 July 2012 (being 48 hours before the commencement of the meeting). Any proxy forms received after that time will not be valid for the meeting.

Completed proxy forms should be sent to:

By mail:	Strategic Pooled Development Limited, Level 1, 139 Collins Street, Melbourne VIC 3000
By fax:	(03) 9639 1861

Explanatory Statement

This Explanatory Statement has been prepared to provide shareholders with material information to enable them to make an informed decision on the business to be conducted at the general meeting of SPD to be held at Level 24, 385 Bourke Street, Melbourne, Victoria on 23 July 2012 at 10.00am (Melbourne time).

The directors recommend shareholders read this Explanatory Statement in full before making any decision in relation to the resolutions.

Background

SPD recently submitted a request to ASX under ASX Listing Rule 17.11 to be removed from the Official List. In response to the request made by SPD, ASX advised that it had approved SPD's request to be removed from the Official List but required SPD to obtain shareholder approval through ordinary resolution (**ASX Approval**).

In accordance with the ASX Approval, the resolution proposed seeks shareholder approval to remove SPD from the Official List on a date to be decided by the ASX.

Rationale for de-listing

The board of SPD, after due consideration, has decided that it is not in the best interests of SPD to remain admitted to the Official List. The board has reached this decision because, in its view, the costs of remaining on the Official List outweigh the benefits.

Low level of liquidity and tightly held register

The board is of the view that the listing of SPD does not provide significant liquidity for shareholders. Securities of SPD have been suspended from quotation since 31 October 2011, following security holder approval of SPD's change in nature and scale of activities through the ultimately unsuccessful acquisition of a portfolio of coal assets. In the five months between June 2011 and 31 October 2011, only 5.9% of SPD's shares traded. As at the date of this explanatory statement, SPD has around 360 shareholders. The top 10 shareholders hold a total of approximately 4.4 million shares out of the total 6.9 million shares on issue (equating to 63.78% of issued shares). The top 20 shareholders currently hold approximately 77.42% of the shares currently on issue. There has been little change in this position over the last few years.

Cost of remaining listed

While listed, SPD continues to incur direct and indirect costs, including payment of ASX fees and compliance costs each year. In view of the anticipated lack of trading in SPD's shares going forward, the board considers these costs are not warranted and funds would be better directed elsewhere to benefit SPD's shareholders.

Disadvantages

The board has considered the potential disadvantages and risks associated with being removed from the Official List. In particular, being removed from the Official List will mean that SPD's shares will no longer be capable of being traded on the ASX. However, as noted previously, the shares of SPD have been suspended from quotation since 31 October 2011 and there has also been limited trading in shares on the ASX prior to the suspension.

If SPD is removed from the Official List, the ASX Listing Rules will no longer apply to it. Specifically, shareholders will no longer have the benefits of requirements in the ASX Listing Rules in respect of ASX Corporate Governance Principles and half yearly reports, and will not have the right to approve certain issues of shares, such as the issue of over 15% of the Company's capital in a 12 month period or to approve significant changes to the Company's activities.

However, SPD's shareholders retain the protections afforded to them under the Corporations Act 2001 (Cth) (**Act**) whether or not SPD remains listed on the ASX. SPD will continue to be subject to its various obligations under the Act and must also continue to comply with the provisions of its constitution in relation to the affairs of SPD.

Effect of removal from the Official List

If shareholders approve the resolution, SPD will be removed from the Official List on a date to be decided by ASX (**Removal Date**).

Given that the securities of SPD remain suspended from quotation, shares could not be traded on the ASX. After the Removal Date, whilst shares may be freely transferred in accordance with SPD's constitution, shareholders would be responsible for sourcing any potential purchasers.