



# MOLOPO ENERGY LIMITED

ABN 79 003 152 154

22<sup>nd</sup> April 2014

Dear Shareholder,

The Annual General Meeting (AGM) of Molopo Energy Limited will be held at The Westin Hotel Melbourne, Wine Room, 205 Collins Street, Melbourne at 10 a.m. (Melbourne time) on Wednesday, 28 May 2014.

Details of the items of business can be found in the enclosed Notice of AGM and Explanatory Notes.

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 Friday, 23 May 2014. Shareholders will also be given the opportunity to ask questions at the Meeting.

I recommend that you consider the material in full before determining how you will vote at the AGM. If you are unable to attend the AGM, I encourage you to complete the attached proxy form. Instructions for the lodgement of proxy forms are set out on the proxy forms and the Notice of AGM.

Yours faithfully,

**Molopo Energy Limited**

Jeffrey Schwarz

Chairman

Registered Office  
c/- Accosec Pty Ltd  
Suite 3, Level 2, 470 Collins Street,  
Melbourne, VIC 3000 Australia  
P.O. Box 255, Seddon, VIC 3011

Telephone: (61 3) 9618 8722 Facsimile: (61 3) 9867 8587  
Website: [www.molopo.com.au](http://www.molopo.com.au)  
Email: [investorrelations@molopo.com.au](mailto:investorrelations@molopo.com.au)





# MOLOPO ENERGY LIMITED

ABN 79 003 152 154

## NOTICE OF 2014 ANNUAL GENERAL MEETING AND EXPLANATORY NOTES

### NOTICE OF MEETING

The Annual General Meeting of members of Molopo Energy Limited will be held at The Westin Hotel Melbourne, Wine Room, 205 Collins Street, Melbourne commencing at 10 a.m. (Melbourne time) on Wednesday, 28 May 2014.

#### BUSINESS

1. **FINANCIAL STATEMENTS AND REPORTS**

To receive and consider the Financial Report, Directors' Report and Auditor's Report for the financial year ended 31 December 2013.

2. **REMUNERATION REPORT**

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

"That the Remuneration Report for the financial year ended 31 December 2013 be adopted."

*Please note that this resolution is advisory only, and does not bind the Company or the Directors. The Board, however, will take the outcome of the vote into consideration when reviewing the remuneration practices or policies of the Company.*

3. **RE-ELECTION OF DIRECTOR – MR. BRIAN STRAUB**

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

"That Mr. Brian Straub, who retires in accordance with rule 3.6 of the Company's Constitution and being eligible and offers himself for re-election, be re-elected as a director of the Company."

4. **ELECTION OF DIRECTOR – MR. CHRIS RYAN**

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

"That Mr. Chris Ryan, 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."

## 5. SPILL MEETING (CONTINGENT ITEM)

If the condition below is satisfied, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That, as required by the Corporations Act 2001 (Cth):

- a general meeting of the Company (the "Spill Meeting") be held within 90 days after the passing of this resolution;
- all Directors of the Company (other than the Chief Executive Officer and Managing Director) who were in office when the resolution to approve the Directors' Report for the year ended 31 December 2013 was passed and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and
- resolutions to appoint persons to the offices that will be vacated immediately before the end of the Spill Meeting be put to the vote of shareholders at the Spill Meeting.

**Condition for Item 5:** *Item 5 will be considered at the Annual General Meeting only if at least 25% of the votes cast on Item 2 (Remuneration Report) are cast against the adoption of the Remuneration Report. The Explanatory Notes further explain the circumstances in which Item 5 will be put to the Meeting.*

BY ORDER OF THE BOARD



Andrew Metcalfe  
Company Secretary  
22 April 2014

## 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 Monday, 26 May 2014.

## VOTING RESTRICTIONS

Voting exclusion (Items 2 and 5):

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 Items 2 and 5.

The Company will disregard any votes cast (in any capacity) on Items 2 and 5 by or on behalf of:

- a member of the KMP (being the Directors and the KMP as disclosed in the 2013 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 he 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 Items 2 and 5, the Chairman of the Meeting intends to vote undirected proxies in FAVOUR of Item 2 and AGAINST Item 5.

If you do not wish to appoint the Chairman of the Meeting as your proxy to vote on Item 2 and Item 5 in the manner indicated above, the Company encourages you to complete the voting directions in respect of Item 2 and Item 5 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 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. (Melbourne time) on Monday, 26 May 2014**. 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 in the reply paid envelope provided (Australia only), or delivering or faxing the completed form to the address or fax number below:

### 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

### Online:

Electronically, by visiting [www.investorvote.com.au](http://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](http://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 2014 Annual General Meeting.

## EXPLANATORY NOTES

These Explanatory Notes accompany, and should be read together with and form part of the Notice of 2014 Annual General Meeting.

### ITEM 1. THE FINANCIAL STATEMENTS AND REPORTS

The 2013 Annual Report (for the year ended 31 December 2013) has been sent to shareholders in accordance with the Corporations Act. It has also been made available for shareholders via accessing the Company's website at <http://www.molopoenergy.com/investors/reports-presentations>.

Shareholders wishing to attend the 2014 Annual General Meeting are invited to put questions to the Board on matters contained in that Annual Report.

The auditors of the Company, Deloitte Touche Tohmatsu, will attend the Meeting and shareholders will have the opportunity to ask the auditors questions on matters contained in the Annual Report 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 the financial statements and the independence of the auditor in relation to the conduct of the audit.

Shareholders are invited to submit written questions to the auditor that are relevant to the content of the auditor's report or the conduct of the audit prior to the Meeting, which we will endeavour to address at the Meeting. Any questions should be sent to the Company Secretary at the Company's registered office (address listed above) by Friday, 23<sup>rd</sup> May 2014. Furthermore, shareholders will be given a reasonable opportunity to express their views in person at the Meeting.

### ITEM 2. REMUNERATION REPORT

Shareholders are asked to adopt the Company's Remuneration Report for the year ended 31 December 2013.

The vote is advisory only and will not bind the Company or its directors. The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

The Company's Remuneration Report for year ended 31 December 2013 is set out in the 2013 Annual Report. The Report describes the Company's remuneration policies and practices as well as the changes made to those policies and practices during the year ended 31 December 2013. For example, following the 2013 Annual General Meeting, the Company took material steps to reduce overall remuneration of both employees and Non-Executive Directors.

#### **Directors' recommendation**

The directors consider that the Company's remuneration policies and practices are appropriate, having regard to the Company's current strategy and the markets in which it operates. Accordingly, the directors unanimously recommend that shareholders vote in favour of Item 2.

### ITEMS 3 and 4. ELECTION OF DIRECTORS

Mr. Brian Straub, having been appointed by shareholders in 2011 as a director offers himself for re-election as a director of

the Company in accordance with rule 3.6 of the Company's Constitution.

Mr. Chris Ryan, 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. Mr. Ryan offers himself for election as a director of the Company.

Information regarding Mr. Straub and Mr. Ryan is set out below.

#### **Mr. Brian Straub**

Mr. Straub was first elected as a Non-Executive Director on 17<sup>th</sup> March 2011.

Mr. Straub retired as President - Shell Canada Limited and Canada Country Chair - Royal Dutch Shell in late 2009. With over 32 years of diverse Canadian and Global Oil and Gas experience, his previous executive responsibilities have included the Oil Sands, Exploration & Production, Major Construction and Technology Development/Application. During his career with Shell he gained broad exploration and production experience, holding positions in key technical functions including Drilling, Production Operations and HSE as well as critical business functions such as Marketing, Joint Ventures and New Business Development for both major onshore and offshore developments.

Mr Straub is Chairman of the HSE and Technical Committee and a member of the Audit & Risk Committee.

#### **Mr. Chris Ryan**

Mr. Ryan was appointed as a Non-Executive Director of Molopo on 8<sup>th</sup> April 2014.

Mr. Ryan is the Principal of established Sydney-based corporate advisory firm, Westchester Corporate Finance, which specialises in advising listed companies on fundraising options, mergers and acquisitions and associated transactions. Prior to forming Westchester in 1996, Mr. Ryan was with Schroders Australia for 27 years. This included 22 years in the firm's corporate finance division of which he was a director for 19 years, providing specialist advice on project financing and mergers and acquisitions, mainly in the Australian minerals and oil and gas sectors. He also served three years in Schroders' investment division and two years as an economist monitoring influences on interest and exchange rates. Mr. Ryan is also a non-executive director of ASX-listed investment company, Bentley Capital Limited and also a non-executive director of ASX-listed Marathon Resources Limited.

#### **Directors' recommendation**

The Directors not standing for election have considered the nominations of Mr. Straub and Mr. Ryan and recommend that shareholders vote in favour of their re-election and election respectively.

## ITEM 5. SPILL RESOLUTION

At the 2013 Annual General Meeting, at least 25% of the votes cast on the resolution to adopt the Remuneration Report, were against adopting the report.

If at least 25% of the votes cast on Item 2 are against adopting the Remuneration Report at this year's Annual General Meeting, Item 5 will be put to the Meeting and voted on as required by the Corporations Act (the **Spill Resolution**).

The Spill Resolution will be considered as an ordinary resolution.

Shareholders should note that if the Spill Resolution is passed:

- the Company will be required to convene a general meeting of shareholders to be held within 90 days of the date of the 2014 Annual General Meeting (the **Spill Meeting**); and
- with the exception of the Chief Executive Officer and Managing Director, all of the Company's directors who were directors of the Company when the resolution to approve the Directors' Report for the year ended 31 December 2013 was passed (the **Relevant Directors**), will cease to hold office immediately before the Spill Meeting.

Each Relevant Director is eligible, but not required, to seek re-election as a director of the Company at the Spill Meeting.

### ***Directors' recommendation***

The Directors unanimously recommend that shareholder vote against Item 5.







**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](http://www.investorvote.com.au)



**By Mail:**

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

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

## For all enquiries call:

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## Proxy Form



### Vote and view the annual report online

Go to [www.investorvote.com.au](http://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: 999999**

**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 a.m. (Melbourne time) Monday, 26 May 2014**

### 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 as they choose. 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](http://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 The Westin Hotel Melbourne, Wine Room, 205 Collins Street, Melbourne on Wednesday, 28 May 2014 at 10 a.m. (Melbourne 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 Items 2 and 5 (except where I/we have indicated a different voting intention below) even though Items 2 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**The Chairman of the Meeting intends to vote undirected proxies in favour of each Item of business with the exception of Item 5 where the Chairman of the Meeting will be voting against.**

**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 Items 2 and 5 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
Item 2	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Re-election of Director - Mr. Brian Straub	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Election of Director - Mr. Chris Ryan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Spill Meeting (Contingent Item)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business with the exception of Item 5 where the Chairman of the Meeting will be voting against.

## 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 / / \_\_\_\_\_



**MOLOPO**  
ENERGY LIMITED

ABN 79 003 152 154

000002 000 MPORM  
MR RETURN SAMPLE  
123 SAMPLE STREET  
SAMPLE SUBURB  
SAMPLETOWN VIC 3030



## Lodge your vote:

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## Proxy Form



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Follow the instructions on the secure website to vote.

### Your access information that you will need to vote:

**Control Number: 999999**

**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 a.m. (Melbourne time) Monday, 26 May 2014**

### 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 as they choose. 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](http://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** →

**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.



IND

# 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 The Westin Hotel Melbourne, Wine Room, 205 Collins Street, Melbourne on Wednesday, 28 May 2014 at 10 a.m. (Melbourne 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 Items 2 and 5 (except where I/we have indicated a different voting intention below) even though Items 2 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**The Chairman of the Meeting intends to vote undirected proxies in favour of each Item of business with the exception of Item 5 where the Chairman of the Meeting will be voting against.**

**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 Items 2 and 5 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
Item 2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Re-election of Director - Mr. Brian Straub	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Election of Director - Mr. Chris Ryan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Spill Meeting (Contingent Item)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business with the exception of Item 5 where the Chairman of the Meeting will be voting against.

## SIGN Signature of Securityholder(s) *This section must be completed.*

<b>Individual or Securityholder 1</b> <input style="width: 90%; height: 25px;" type="text"/>	<b>Securityholder 2</b> <input style="width: 90%; height: 25px;" type="text"/>	<b>Securityholder 3</b> <input style="width: 90%; height: 25px;" type="text"/>
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

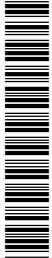
Contact Name \_\_\_\_\_ Contact Daytime Telephone \_\_\_\_\_ Date \_\_\_\_/\_\_\_\_/\_\_\_\_



**MOLOPO**  
ENERGY LIMITED

ABN 79 003 152 154

C/- Computershare Investor Services Pty Ltd  
GPO Box 2975  
MELBOURNE VIC 3000  
Australia



┌ 000002 000 MPORM  
MR RETURN SAMPLE  
123 SAMPLE STREET  
SAMPLE SUBURB  
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Molopo Energy Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited  
GPO Box 2975  
Melbourne Victoria 3001  
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

**Molopo Energy Limited**

