



RED FORK ENERGY LIMITED

ABN 15 108 787 720

NOTICE OF GENERAL MEETING

TIME: 10:00 am WST

DATE: Monday, 19 August 2013

PLACE: Red Fork Energy Limited
Level 2
79 Hay Street
Subiaco WA 6008
Australia

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 4470.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

The General Meeting of the Shareholders of Red Fork Energy Limited to which this Notice of Meeting relates to will be held at **10:00am WST on Monday, 19 August 2013** at:

Red Fork Energy Limited, Level 2, 79 Hay Street, Subiaco, WA 6008, Australia

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 10:00am WST on Saturday, 17 August 2013.

VOTING IN PERSON

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

VOTING BY PROXY

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, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member 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.

New sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this General Meeting. Broadly, the changes 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 (i.e. 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 (i.e. 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 (i.e. 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;
 - 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.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES - FIRST TRANCHE

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

"That, for the purpose of ASX Listing Rule 7.4, and for all other purposes, Shareholders ratify the issue of 58,000,000 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.

2. RESOLUTION 2 – APPROVAL FOR THE ISSUE OF PLACEMENT SHARES – SECOND TRANCHE

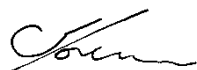
To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of ASX Listing Rule 7.1, and for all other purposes, approval is given for the Company to issue up to 53,000,000 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 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.

DATED: 18 JULY 2013

BY ORDER OF THE BOARD



**SUZIE FOREMAN
COMPANY SECRETARY**

EXPLANATORY STATEMENT

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 which are the subject of the business of the Meeting.

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES

1.1 General

On 12 July 2013, the Company announced to the ASX that it had agreed to a two tranche placement of a total of 111,000,000 Shares at an issue price of \$0.43 per Share to raise approximately \$47.7 million before costs (**Placement**).

The first tranche of the Placement was completed on or around 18 July 2013 and consisted of the issue of 58,000,000 Shares at an issue price of \$0.43 per Share to raise \$24,940,000 from qualified institutional, sophisticated and professional investors identified by Euroz Securities Limited (**Euroz**) and Canaccord Genuity (Australia) Limited (**Canaccord**) (**First Tranche**). The Company issued the First Tranche Shares without prior Shareholder approval out of its 15% annual placement capacity.

The second tranche of the Placement is subject to Shareholder approval under Resolution 2. If approved, the Company will issue up to 53,000,000 Shares at an issue price of \$0.43 per Share to raise \$22,790,000 (before costs) from qualified institutional, sophisticated and professional investors of Euroz and Canaccord (**Second Tranche**).

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the First Tranche Placement Shares (**Ratification**).

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.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue of Shares under the First Tranche Placement, 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.

1.2 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 of First Tranche Placement Shares:

- (a) 58,000,000 Shares were issued;
- (b) the issue price was \$0.43 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 qualified institutional, sophisticated and professional investor clients of Euroz Securities Limited and Canaccord Genuity (Australia) Limited. None of these subscribers were related parties of the Company; and
- (e) the funds raised from this issue will be applied:
- to continue development of the Company's Big River Mississippian project, including increased participation in non-operated wells within the Big River Mississippian project area;
 - to undertake a potential acquisition of approximately 2,000 acres within one of the Company's core areas in Noble County and the associated development capital;
 - to strengthen the balance sheet and provide funding flexibility to insure against commodity price uncertainty; and
 - to provide working capital for the Company's oil and gas projects in northern Oklahoma, USA.

2. RESOLUTION 2 – APPROVAL FOR THE ISSUE OF PLACEMENT SHARES – SECOND TRANCHE

2.1 General

Resolution 2 seeks prior Shareholder approval for the issue of Second Tranche Placement Shares, being up to 53,000,000 Shares at an issue price of \$0.43 per Share to raise \$22,790,000. The Second Tranche Placement Shares will be issued to qualified institutional, sophisticated and professional investor clients of Euroz and Canaccord.

None of the subscribers are related parties to the Company.

A summary of ASX Listing Rule 7.1 is set out in Section 1.1 above.

The effect of Resolution 2 will be to allow the Directors to issue the Second Tranche Placement Shares 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 Second Tranche Placement:

- (a) the maximum number of Shares to be issued is 53,000,000;
- (b) the Shares will be issued no later than three (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);
- (c) the issue price of the Shares will be \$0.43 per Share;
- (d) the Shares will be issued to qualified institutional, sophisticated and professional investor clients of Euroz Securities Limited and Canaccord Genuity (Australia) Limited. None of the subscribers are related parties of the Company;

- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares; and
- (f) the Company intends to use the funds raised from the Second Tranche Placement Shares towards:
- to continue development of the Company's Big River Mississippian project, including increased participation in non-operated wells within the Big River Mississippian project area;
 - to undertake a potential acquisition of approximately 2,000 acres within one of the Company's core areas in Noble County and the associated development capital;
 - to strengthen the balance sheet and provide funding flexibility to insure against commodity price uncertainty; and
 - to provide working capital for the Company's oil and gas projects in northern Oklahoma, USA.

3. ENQUIRIES

Shareholders are required to contact the Company Secretary on (+61 8) 9200 4470 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

\$ means Australian dollars.

ASX means ASX Limited.

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

Board means the 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 not a business day.

Company or **Red Fork** means Red Fork Energy Limited (ABN 15 108 787 720).

Corporations Act means the Corporations Act 2001 (Cth).

Directors mean the current directors of the Company, as the context requires.

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

Explanatory Statement means the explanatory statement to this Notice.

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

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

Proxy Form means the proxy form accompanying this Notice.

Resolutions means the resolutions set out in the Notice of Meeting, 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 shareholder of the Company.

PROXY FORM

**APPOINTMENT OF PROXY
RED FORK ENERGY LIMITED
ABN 15 108 787 720**

GENERAL MEETING

I/We

of

being a member of Red Fork Energy Limited entitled to attend and vote at the General Meeting, hereby

Appoint

Name of proxy

OR

☐

the Chair of the General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the General Meeting, 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 General Meeting to be held at **10:00 am (WST), on Monday, 19 August 2013 at the office of Red Fork Energy Limited, Level 2, 79 Hay Street, Subiaco, WA 6008, Australia**, 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 General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 – Ratification of Prior Issue of Placement Shares – First Tranche	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Approval for the Issue of Placement Shares – Second Tranche	<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 to be counted in computing the required majority on a poll.

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

Signature of Member(s):

Date: _____

Individual or Member 1

Member 2

Member 3

Sole Director/Company Secretary

Director

Director/Company Secretary

Contact Name: _____ **Contact Ph (daytime):** _____

RED FORK ENERGY LIMITED
ABN 15 108 787 720

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a Proxy):** A Shareholder entitled to attend and cast a vote at a General Meeting is entitled to appoint a proxy to attend and vote on their behalf at the meeting. If the 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 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 "Appointment of a Corporate Representative" may be obtained from the Company's share registry or online at www.securitytransfer.com.au under the information tab, "Download Forms".
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the General Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the General Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the General Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the Proxy Form enclosed and either:
 - (a) send the proxy form by post to Red Fork Energy Limited, PO Box 1424, West Perth, Western Australia 6872; or
 - (b) Hand deliver to the registered office of the Company, Level 2, 79 Hay Street, Subiaco, Western Australia.
 - (c) send the proxy form by facsimile to the Company on facsimile number +61 8 9200 4471, so that it is received not later than 48 hours prior to commencement of the Meeting.

Proxy forms received later than this time will be invalid.