



## **NOTICE OF ANNUAL GENERAL MEETING, EXPLANATORY NOTES AND PROXY FORM**

(REVISED FOLLOWING ASIC DETERMINATION)

Annual General Meeting to be held at 11am (AEST) on Monday 25<sup>th</sup> May 2020

**This is an important document that requires your immediate attention.**

You should read this document in its entirety before deciding whether, or not, to vote in favour of any resolutions at the Annual General Meeting. If you are in doubt as to what you should do, you should consult your legal, investment or other professional adviser. If you have recently sold your Molopo Shares, please disregard this document.

# Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (**AGM**) of Molopo Energy Limited ACN 003 152 154 (**Molopo** or **Company**) will be held via ZOOM Webcast at 11am (AEST) on Monday 25<sup>th</sup> May 2020.

The Explanatory Notes, which accompany and form part of this Notice, describe the matters to be considered.

Due to Government direction for people to remain in their residence and other restrictions under the *Public Health (COVID-19 Restrictions on Gathering and Movement) Order 2020* and for the purposes of public health and safety, Molopo Energy Limited is not able to allow shareholders to physically attend the Meeting.

On 6 May 2020, temporary modifications to the Corporations Act under the Corporations (Coronavirus Economic Response) Determination (No. 1) 2020 (ASIC Determination) took effect.

Section 5(3)(b) of ASIC's Determination provides for the circumstances where a notice of meeting has already been given by the Company and for the requirement to issue a fresh notice of meeting including the information set out below.

These modifications are designed to further facilitate the holding of meetings (including AGMs) via virtual technology by overcoming existing impediments. Among other things, the Determination:

- deems persons participating via virtual technology to be present at the meeting
- confirms virtual technology may be used to provide persons entitled to attend a reasonable opportunity to participate in the meeting (including how they participate in a vote taken at the meeting and speak at the meeting to the extent they are entitled to do so)
- provides that a duly appointed proxy must be treated as if he or she attended the meeting in person
- allows notices of meeting, and other information regarding a meeting, to be provided by including it in an electronic communication or providing details of an online location where it can be viewed and downloaded.

Molopo therefore convenes this Annual General Meeting under the rules as they apply at the date of this Notice.

## Registration to attend the virtual Annual General Meeting:

Shareholders are required to pre-register for the AGM which will be held live via Zoom webcast. Shareholders will be required to download the ZOOM App and connect using a link with a unique Meeting ID password.

Please send an email to [enquiries@molopoenergy.com](mailto:enquiries@molopoenergy.com) with your Holder Name, Address and HIN or SRN; Once registration is accepted, Molopo will allocate you a unique Meeting ID to access the meeting on the day.

## Questions to the Board at the meeting:

To help in the management of the meeting, shareholders are encouraged to submit any questions in relation to the business of the Meeting to the Company Secretary; email to [enquiries@molopoenergy.com](mailto:enquiries@molopoenergy.com) by no later than 10am on 22<sup>nd</sup> May 2020.

The Chairman will allow a reasonable opportunity for questions from Shareholders and all questions asked will be answered.

The auditor responsible for preparing the auditor's report for the year ended 31 December 2019 (or his representative) will also be attending the AGM.

## **Voting on resolutions:**

It is a requirement under the ASIC Determination that voting on all resolutions at the AGM will be taken on a poll and not by show of hands and that each person entitled to vote be given the opportunity to participate in the vote in real time or by recording their vote in advance of the meeting. We encourage Shareholders to vote electronically before the meeting. All open votes will be voted by the Chair as stated in the Explanatory Notes section of the notice of meeting.

The Directors therefore advise Shareholders who wish to have their vote counted to either:

- **vote by lodging a proxy form prior to 11am AEST on 23 May 2020; or**
- **Shareholders who wish to participate and vote at the meeting should email the Company at [enquiries@molopoenergy.com](mailto:enquiries@molopoenergy.com) prior to 11am AEST on 23 May 2020, at which point the Company will email you a personalised poll form for the purpose of voting on a poll at the meeting.**

How Shareholders can participate:

1. Shareholders are strongly encouraged to vote online to appoint the Chairman of the meeting as their proxy providing specific instructions on how the shareholder's vote is to be cast on each resolution and the Chairman must follow those instructions. Lodgement instructions are set out in the Proxy Form attached to the Notice of Meeting.
2. Shareholders who intend to participate and vote on a poll at the meeting must contact the Company by email at [enquiries@molopoenergy.com](mailto:enquiries@molopoenergy.com) prior to 11am AEST on 23 May 2020 to notify the Company that you intend to participate and vote on a poll at the meeting by emailing a completed poll form. You will also need to register and access the meeting by ZOOM Webcast using the link provided to you to follow the meeting and timing of the poll. After giving notice and following the cut-off time for lodging valid proxies, the Company will send you a personalised poll form that must be completed and emailed to the Company at [enquiries@molopoenergy.com](mailto:enquiries@molopoenergy.com) after the poll has been called and prior to the close of polling. The Chairman will advise you during the meeting how and when you are able to complete and return the personalised poll form. The results of each poll in respect of resolutions will then be announced on the ASX after close of the meeting.

Shareholders are requested and encouraged to use the online method of voting as described in the notice of meeting. You must submit your voting preference on or before 11.00am on 23<sup>rd</sup> May 2020. Please go to [www.investorvote.com.au](http://www.investorvote.com.au) and enter Control Number: 183770 to lodge your proxy vote.

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## Items of Ordinary Business

### RECEIPT AND CONSIDERATION OF ACCOUNTS AND REPORTS

To receive and consider the Directors' report, Auditor's report and Financial report of the Company for the year ended 31 December 2019.

### RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

*"That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report of the Company for the financial year ended 31 December 2019 be adopted by the Company."*

**Voting exclusion:** The Company will disregard any votes cast on Resolution 1 by certain persons. Details of the voting exclusions applicable to Resolution 1 are set out in the Explanatory Notes.

While noting that each Director has a personal interest in their remuneration, as described in the Remuneration Report, the Board unanimously encourages all Shareholders to vote in favour of adopting the Remuneration Report.

### RESOLUTION 2 – RE-ELECTION OF ANTHONY GEOFFREY HARTNELL AS A DIRECTOR

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

*"That, for the purposes of Listing Rule 14.5 and rule 3.6 of the Company's constitution and for all other purposes, Mr Anthony Geoffrey Hartnell, having been appointed by shareholders as a director of the Company, retires, and being eligible offers himself for election, be re-elected as a director of the Company."*

### Item of Other Business

### RESOLUTION 3 – REMOVAL OF WILLIAM MATTHEW JOHNSON AS A DIRECTOR

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

*"That William Matthew Johnson be removed from office as a Director of the Company, with effect from closure of the meeting."*

BY ORDER OF THE BOARD



Andrew Metcalfe  
Company Secretary  
13 April 2020

The accompanying Explanatory Notes form part of this Notice of Annual General Meeting.

## VOTING ENTITLEMENTS

The Board has determined that, for the purposes of voting at the AGM, shares in the Company are taken as being held by the persons who hold them as at 7pm (AEST) on 23 May 2020.

## VOTING RESTRICTIONS

### Voting exclusion (Resolution 1):

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 Resolution 1.

The KMP of the Company are the directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly.

The Company will disregard any votes cast (in any capacity) on Resolution 1 by or on behalf of:

- a member of the KMP (as disclosed in the Company's 2019 remuneration report); and
- their closely related parties,

unless the vote is cast by:

- the person as a proxy for a person entitled to vote, in accordance with the directions on the proxy form; or
- the chairman of the AGM where he or she has been appointed as a proxy by a Shareholder entitled to vote on Resolution 1 and the proxy appointment expressly authorises the Chairman of the AGM to exercise the undirected proxy.

Where a Shareholder appoints the Chairman of the AGM as their proxy and does not direct the proxy how to vote on Resolution 1 and expressly authorises the Chairman to exercise the undirected proxy, the Chairman of the AGM intends to vote the undirected proxy in FAVOUR of Resolution 1.

If you do not wish to appoint the Chairman of the AGM as your proxy to vote on Resolution 1 in the manner indicated above, the Company encourages you to complete the voting directions in respect of Resolution 1 in Step 2 of the proxy form.

## CORPORATE REPRESENTATIVES

A corporate Shareholder may appoint a person to act as its representative at the AGM 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 no later than 48 hours before the commencement of the AGM, i.e. **by no later than 11 a.m. (AEST) on 23 May 2020**.

## PROXIES

Shareholders are encouraged to vote online or by returning the 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 AGM, i.e. **by no later than 11 a.m. (AEST) on 23 May 2020**. Any proxy form received after that time will not be valid for the scheduled AGM.

The Chairman of the meeting is required to vote all directed proxies as specified in the appointment in respect of each resolution. In respect of undirected proxies, the Chairman of the meeting intends to vote or abstain from voting in respect of each resolution as stated in the Explanatory Notes.

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 set out below.

**Online:**

Electronically, by visiting [www.investorvote.com.au](http://www.investorvote.com.au) and entering Control Number: 183770 to lodge your proxy vote and following the instructions provided (note a proxy cannot be appointed online if they are appointed under Power of Attorney or similar authority).

**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.

**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 Shareholder entitled to attend and vote has the right to appoint a proxy. For votes to be valid, they must be received by no later than 11am (AEST) on 23 May 2020.
2. A Shareholder 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 Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise one half of the Shareholder's votes. If the Shareholder appoints two proxies, neither proxy may vote on a show of hands.
3. A proxy need not be a Shareholder 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 Shareholder 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 AGM, i.e. **by no later than 11 a.m. (AEST) on 23 May 2020**
6. A proxy form or ability to vote online accompanies the Notice.

**QUESTIONS FROM SHAREHOLDERS**

Both prior to and at the AGM the Chairman will allow a reasonable opportunity for Shareholders to submit and ask questions or make comments on the management of the Company and the Remuneration Report. All questions asked will be answered.

The auditor responsible for preparing the auditor's report for the year ended 31 December 2019 (or his representative) will attend the AGM. The Chairman will also allow a reasonable opportunity for Shareholders to ask the auditor questions about 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 and the independence of the auditor in relation to the conduct of the audit.

Please submit any questions you may have in writing, and if addressed to the auditor, by no later than 20 May 2020, and if addressed to the Company, by no later than 22 May 2020.

# EXPLANATORY NOTES

These Explanatory Notes have been prepared to provide information to Shareholders about the business to be conducted at the Company's 2020 Annual General Meeting.

## THE FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires the Company's financial report (which includes financial statements, notes to the financial statements and Directors' declaration), Directors' report and auditor's report (together, **Reports**) to be tabled at the AGM. The Constitution of Molopo Energy Limited (**Constitution**) provides for the Reports to be received and considered at the AGM. There is no requirement, either in the Corporations Act or the Constitution, for Shareholders to approve any of the Reports. Shareholders will be given a reasonable opportunity to ask questions and make comments on the Reports and the management of the Company.

The Company's Annual Report for the year ended 31 December 2019 (**2019 Annual Report**) has been sent to Shareholders in accordance with the Corporations Act. The 2019 Annual Report (which includes the financial report, Directors' report, and auditor's report) is available on the Company's website at <http://www.molopoenergy.com/investor-relations/>.

## RESOLUTION 1: REMUNERATION REPORT

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted be put to the Shareholders. However, section 250R(3) of the Corporations Act expressly provides that the vote on such a resolution is advisory only and does not bind the directors of the company.

The board of the Company will take the outcome of the vote on Resolution 1 into consideration when reviewing its remuneration practices and policies.

If 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a "spill resolution") to determine whether another meeting is to be held within 90 days at which all the Directors (other than the managing director) must go up for re-election.

At the Company's previous annual general meeting the votes against the remuneration report constituted less than 25% of the votes cast on the resolution. As such, there is no spill resolution to be considered at this AGM.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company (described as '**Key Management Personnel**') as required by section 300 of the Corporations Act. The Remuneration Report is part of the Directors' report in the financial report of the Company for the financial year ending 31 December 2019. As the Company has no employees, the Directors and Company Secretary are responsible for the day-to-day management of the Company.

A reasonable opportunity will be provided for Shareholders to ask questions about or make comments on the Remuneration Report at the AGM.

A voting exclusion applies to Resolution 1.

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

While noting that each Director has a personal interest in their remuneration, as described in the Remuneration Report, the Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report.

The Board encourages all Shareholders entitled to vote, to cast their votes in relation to Resolution 1 and if Shareholders choose to appoint a proxy, Shareholders are encouraged to direct their proxy how to vote on this Resolution by marking

either "For", "Against" or "Abstain" on the proxy form.

The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 1.

## **RESOLUTION 2: Re-election of Mr Anthony Geoffrey Hartnell AM**

Mr. Hartnell joined the Board on 31 May 2018.

Pursuant to Listing Rule 14.5 and rule 3.6 of the Company's constitution Mr Hartnell must seek re-election as a director of the Company at the Company's AGM.

Mr Hartnell, BEc, LLB (Hons) (ANU), LLM (Highest Hons) (*George Washington*) is a Founding Partner at Atanaskovic Hartnell with extensive experience in corporate and commercial law, regulatory issues, corporate financing, takeovers, trade practices, collective investments and investigations and enforcement actions.

He was inaugural Chairman of the Australian Securities Commission (1989-1992). He co-founded Atanaskovic Hartnell in 1994 and was until recently President of the Board of Governors of the ANU Endowment for Excellence (2009-2020). His work with the ASC was recognised with an Officer in the Order of Australia and he was also awarded a Centenary Medal for 'Outstanding service to corporate regulation in Australia'.

Tony was previously Chairman of the National Companies and Securities Commission (1990-91), Member of the National Companies and Securities Advisory Committee (1990-92), Special Legal Adviser to the Australian Government Inquiry into Telecommunications (1985), Partner of Allen & Hemsley (1980-1990, 1993) and Chief Legal Counsel of the Bankers Trust Australia Group (1997).

The Board encourages all Shareholders entitled to vote, to cast their votes in relation to Resolution 2 and if Shareholders choose to appoint a proxy, Shareholders are encouraged to direct their proxy how to vote on this Resolution by marking either "For", "Against" or "Abstain" on the proxy form.

The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 2.

## **RESOLUTION 3: Removal of Mr. William Matthew Johnson as director**

### **Background to the resolution**

On 24 March 2020, Keybridge Capital Limited (**Keybridge**) issued a requisition on the Company under section 249D of the Corporations Act to call a general meeting of Shareholders together with a notice under section 203D of the Corporations Act notifying the Company of its intention to move a resolution to remove Mr. Johnson as a director of the Company. Keybridge is a substantial Shareholder in the Company holding approximately 18.48% of the issued Shares in the Company.

As the date of the requisitioned meeting would have been very close to the date of the Company's scheduled 2020 AGM, the Company has included this resolution in the Notice of Meeting for the AGM instead of calling a separate meeting.

Mr. Johnson joined the Board on 31 May 2018.

Mr Johnson, MA (Oxon), MBA, MAICD, holds a Master's degree in engineering science from Oxford University, England and an MBA from Victoria University, New Zealand. His 30-year business career spans multiple industries and countries, with executive/CEO experience in oil and gas exploration (North Africa and Australia), mineral exploration and investment (Australia, Peru, Chile, Saudi Arabia, Oman and Indonesia), telecommunications infrastructure investment (New Zealand, India, Thailand and Malaysia) and information technology and Internet ventures (New Zealand, Philippines and Australia). Between 2006 and 2008, William served as Director of Australian oil and gas explorer and producer Drillsearch Energy (ASX: DLS). He is a highly experienced public company director with considerable depth of experience in business strategy, investment analysis, finance and execution.

William is currently Managing Director of Strike Resources Limited (ASX: SRK) and Executive Director of Bentley Capital Limited (ASX: BEL).

The Board encourages all Shareholders entitled to vote to cast their votes in relation to Resolution 3 and if Shareholders choose to appoint a proxy, Shareholders are encouraged to direct their proxy how to vote on this Resolution by marking either "For", "Against" or "Abstain" on the proxy form.

The Chairman of the meeting intends to abstain from voting undirected proxies in respect of Resolution 3.

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## **Glossary**

In the Notice of Meeting and the Explanatory Notes, the following terms have the following meaning unless the context requires otherwise.

**Annual General Meeting** or **AGM** means the annual general meeting of the Company convened by the Notice of Meeting.

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**Board** means the current board of directors of Molopo.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Explanatory Notes** means the explanatory statement and explanatory notes accompanying the Notice of Meeting.

**Keybridge** means Keybridge Capital Limited (ACN 088 267 190).

**Molopo** or **Company** means Molopo Energy Limited (ACN 003 152 154).

**Notice of Meeting** or **Notice of Annual General Meeting** or **Notice** means this notice of meeting including the Explanatory Statement and the proxy form.

**Share** means a fully paid ordinary share in the capital of Molopo.

**Shareholder** mean the holder of a Share.



MOLOPO  
ENERGY LIMITED

ABN 79 003 152 154

MPO

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

\* L000001

## Need assistance?



### Phone:

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



### Online:

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AEST)**  
**Saturday 23 May 2020.**

# Proxy Form

## 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 or abstain as they choose (to the extent permitted by law). 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

If you are attending in person, please bring this form with you to assist registration. Shareholders are advised that given the current situation with COVID-19 and the guidelines and restrictions issued by the State and Federal governments on the holding of meetings and travel to date, plus ASIC's released guidance for companies holding their Annual General Meeting, the location, date, time and format of the meeting may be subject to change. Shareholders will be advised closer to the meeting date of any changes if they are to apply.

### Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

## Lodge your Proxy Form:

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### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

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

### By Mail:

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

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

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**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.

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## Proxy Form

Please mark ☒ to indicate your directions

### Step 1

### Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Molopo Energy Limited hereby appoint

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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 via ZOOM webcast on Monday, 25 May 2020 at 11:00am (AEST) 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 Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**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 Resolution 1 by marking the appropriate box in step 2.

### Step 2

### Items of

**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
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Anthony Hartnell as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Removal of William Johnson as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolutions 1 and 2 and abstain from voting undirected proxies in respect of Resolution 3. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### Step 3

### Signature of Securityholder(s)

*This section must be completed.*

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

MPO

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Computershare





MOLOPC  
ENERGY LIMITED

ABN 79 003 152 154

\*M00000212Q06\*

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**