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**ANTARES ENERGY LIMITED**

**ACN 009 230 835**

**NOTICE OF 2015 ANNUAL GENERAL MEETING**

**NOTICE OF 2016 ANNUAL GENERAL MEETING**

**NOTICE OF 2017 ANNUAL GENERAL MEETING**

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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 2) 8072 1400.

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## **ANTARES ENERGY LIMITED**

**ACN 009 230 835**

### **NOTICE OF 2015 ANNUAL GENERAL MEETING**

### **EXPLANATORY STATEMENT**

### **PROXY FORM**

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TIME: 10.00am (AWST)

DATE: Thursday, 31 May 2018

PLACE: Unit 6, 245 Churchill Avenue, Subiaco WA 6008

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 2) 8072 1400.

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## **TIME AND PLACE OF MEETING AND HOW TO VOTE**

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### **VENUE**

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The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10.00am (AWST) on 31 May 2018 at:

Unit 6, 245 Churchill Avenue, Subiaco WA 6008

### **YOUR VOTE IS IMPORTANT**

---

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

### **VOTING IN PERSON**

---

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

### **VOTING BY PROXY**

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To vote by proxy, please complete and sign the enclosed Proxy Form and either deliver it:

1. by email to [ryan@pagerpartners.com.au](mailto:ryan@pagerpartners.com.au); or
2. by hand to: Suite 115, 3 Male Street, Brighton VIC 3186; or
3. by post to: Antares Energy Limited, c/- PO Box 231, Brighton VIC 3186; or
4. by facsimile to +61 2 8072 1440.

Your Proxy Form must be received no later than 48 hours before the commencement of the Meeting.

**Proxy Forms received later than this time will be invalid.**

# NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting of Shareholders of Antares Energy Limited (ACN 009 230 835) will be held at 10.00am (AWST) on 31 May 2018 at Unit 6, 245 Churchill Avenue, Subiaco WA 6008.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 5.00pm (AWST) on 29 May 2018. Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

## AGENDA

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### ORDINARY BUSINESS

#### Financial Statements and Reports

*“To receive and to consider the Annual Financial Report of the Company for the financial year ended 31 December 2015 together with the declaration of the Directors, the Directors’ Report, the Remuneration Report and the Auditor’s Report for that financial year.”*

**Note:** This item of ordinary business is **for discussion only and is not a resolution.**

However, pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

## **RESOLUTIONS**

---

### **1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT**

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

*“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s Annual Financial Report for the financial year ended 31 December 2015.”*

**Note:** The vote on this Resolution is advisory only and does not bind the Directors or the Company.

**Voting Exclusion Statement:** In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company’s key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person’s Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as **Restricted Voter**). However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote “against”, or to abstain from voting on, this Resolution.

**Dated:** 1 May 2018

**BY ORDER OF THE BOARD**

**Andrew Whitten**  
Company Secretary

## **EXPLANATORY STATEMENT**

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 10.00am (AWST) on 31 May 2018 at Unit 6, 245 Churchill Avenue, Subiaco WA 6008.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional adviser.

Full details of the business to be considered at the Annual General Meeting are set out below.

## **AGENDA**

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### **FINANCIAL STATEMENTS AND REPORTS**

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 31 December 2015 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy. These amendments may result in reducing the Company's printing costs.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company's Annual Financial Report on its website at [www.AntaresLimited.com.au](http://www.AntaresLimited.com.au).

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

## **RESOLUTIONS**

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### **RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT**

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at [www.AntaresLimited.com.au](http://www.AntaresLimited.com.au).

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2016 Annual General Meeting (**2016 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2016 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2016 AGM. All of the Directors who were in office when the 2016 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

#### **Voting**

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed him to vote in accordance with his stated intention to vote in favour of Resolution 1.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

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### **ENQUIRIES**

Shareholders are asked to contact Mr Andrew Whitten, Company Secretary, on (+61 2) 8072 1400 if they have any queries in respect of the matters set out in these documents.

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## GLOSSARY

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**AWST** means Australian Western Standard Time as observed in Perth, Western Australia.

**Annual Financial Report** means the 2015 Annual Report to Shareholders for the period ended 31 December 2015 as lodged by the Company with ASX on 17 October 2017.

**Annual General Meeting** or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

**Associate** has the meaning given to it by the ASX Listing Rules.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

**ASX Listing Rules** or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

**Auditor's Report** means the auditor's report of Stantons International Audit and Consulting Pty Ltd dated 17 October 2017 as included in the Annual Financial Report.

**Board** means the board of Directors of the Company from time to time.

**Business Day** means a day on which trading takes place on the stock market of ASX.

**Chair** means the person chairing the Meeting.

**Company** means Antares Energy Limited (ACN 009 230 835) care of Whittens & McKeough, Level 29, 201 Elizabeth Street, Sydney NSW 2000.

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act* 2001 (Cth) as amended or replaced from time to time.

**Director** means a director of the Company from time to time.

**Directors' Report** means the report of Directors as included in the Annual Financial Report.

**Explanatory Statement** means the explanatory statement accompanying this Notice of Meeting.

**Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting dated 1 May 2018 including the Explanatory Statement.

**Proxy Form** means the proxy form attached to this Notice of Meeting.

**Remuneration Report** means the remuneration report as set out in the Annual Financial Report which is also available on the Company's website at [www.AntaresLimited.com.au](http://www.AntaresLimited.com.au).

**Resolution** means the one resolution set out in this Notice of Meeting.

**Restricted Voter** means a member of the Company's key management personnel (including the Directors) details of whose remuneration are included in the Remuneration Report and any of that person's Closely Related Parties or Associates (such as close family members and any controlled companies of those persons).

**Shareholder** means a holder of a fully paid ordinary share in the capital of the Company.

**Spill Meeting** means the meeting that will be convened within 90 days of the 2016 AGM if a threshold of votes are cast against the adoption of the Remuneration Report at the Meeting and the 2016 AGM.

**Spill Resolution** means the resolution required to be put to Shareholders at the 2016 AGM if a threshold of votes are cast against the adoption of the Remuneration Report at the Meeting and the 2016 AGM.



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## **ANTARES ENERGY LIMITED**

**ACN 009 230 835**

## **NOTICE OF 2016 ANNUAL GENERAL MEETING**

## **EXPLANATORY STATEMENT**

## **PROXY FORM**

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TIME: 10.10am (AWST)  
DATE: Thursday, 31 May 2018  
PLACE: Unit 6, 245 Churchill Avenue, Subiaco WA 6008

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 2) 8072 1400.

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## **TIME AND PLACE OF MEETING AND HOW TO VOTE**

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### **VENUE**

---

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Unit 6, 245 Churchill Avenue, Subiaco WA 6008.

### **YOUR VOTE IS IMPORTANT**

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

### **VOTING IN PERSON**

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

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1. by email to [ryan@pagerpartners.com.au](mailto:ryan@pagerpartners.com.au); or
2. by hand to: Suite 115, 3 Male Street, Brighton VIC 3186; or
3. by post to: Antares Energy Limited, c/- PO Box 231, Brighton VIC 3186; or
4. by facsimile to +61 2 8072 1440.

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# NOTICE OF ANNUAL GENERAL MEETING

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The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 5.00pm (AWST) on 29 May 2018. Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

## **AGENDA**

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### **ORDINARY BUSINESS**

#### **Financial Statements and Reports**

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**Dated:** 1 May 2018

**BY ORDER OF THE BOARD**

**Andrew Whitten**  
Company Secretary

## **EXPLANATORY STATEMENT**

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The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

#### **Voting**

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Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

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## GLOSSARY

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**Spill Resolution** means the resolution required to be put to Shareholders at the 2017 AGM if a threshold of votes are cast against the adoption of the Remuneration Report at the Meeting and the 2017 AGM.



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**ANTARES ENERGY LIMITED**

**ACN 009 230 835**

**NOTICE OF 2017 ANNUAL GENERAL MEETING**

**EXPLANATORY STATEMENT**

**PROXY FORM**

---

TIME: 10.20am (AWST)  
DATE: Thursday, 31 May 2018  
PLACE: Unit 6, 245 Churchill Avenue, Subiaco WA 6008

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 2) 8072 1400.

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## **TIME AND PLACE OF MEETING AND HOW TO VOTE**

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### **VENUE**

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The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10.20am (AWST) on 31 May 2018 at:

Unit 6, 245 Churchill Avenue, Subiaco WA 6008.

### **YOUR VOTE IS IMPORTANT**

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

### **VOTING IN PERSON**

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

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1. by email to [ryan@pagerpartners.com.au](mailto:ryan@pagerpartners.com.au); or
2. by hand to: Suite 115, 3 Male Street, Brighton VIC 3186; or
3. by post to: Antares Energy Limited, c/- PO Box 231, Brighton VIC 3186; or
4. by facsimile to +61 2 8072 1440.

Your Proxy Form must be received no later than 48 hours before the commencement of the Meeting.

**Proxy Forms received later than this time will be invalid.**

# NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting of Shareholders of Antares Energy Limited (ACN 009 230 835) will be held at 10.20am (AWST) on 31 May 2018 at Unit 6, 245 Churchill Avenue, Subiaco WA 6008.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 5.00pm (AWST) on 29 May 2018. Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

## **AGENDA**

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### **ORDINARY BUSINESS**

#### **Financial Statements and Reports**

*“To receive and to consider the Annual Financial Report of the Company for the financial year ended 31 December 2017 together with the declaration of the Directors, the Directors’ Report, the Remuneration Report and the Auditor’s Report for that financial year.”*

**Note:** This item of ordinary business is **for discussion only and is not a resolution.**

However, pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

## **RESOLUTIONS**

---

### **1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT**

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

*“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s Annual Financial Report for the financial year ended 31 December 2017.”*

**Note:** The vote on this Resolution is advisory only and does not bind the Directors or the Company.

**Voting Exclusion Statement:** In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company’s key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person’s Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as **Restricted Voter**). However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote “against”, or to abstain from voting on, this Resolution.

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### **2. RESOLUTION 2 – RE-ELECTION OF MR MICHAEL POLLAK AS DIRECTOR**

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

*“That Mr Michael Pollak, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.5, and being eligible offers himself for re-election, is re-elected as a Director of the Company.”*

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### **3. RESOLUTION 3 – REPEAL AND ADOPTION OF A CONSTITUTION**

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

*“That, in accordance with section 136 of the Corporations Act, the constitution of the Company be repealed and replaced with a constitution in the form of the document entitled “Constitution of Antares Energy Limited” tabled at this Meeting, and signed by a Director for the purposes of identification, effective immediately.”*

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#### 4. RESOLUTION 4 – CHANGE OF COMPANY NAME

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

*“That, pursuant to section 157(1) of the Corporations Act and for all other purposes, the name of the Company be changed to “Big Star Energy Limited”, effective immediately.”*

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#### 5. RESOLUTION 5 – ASX LISTING RULE 7.1A APPROVAL OF FUTURE ISSUE OF SECURITIES

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

*“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any vote cast in favour of Resolution 5 by:

- (a) a person who is expected to 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; or
- (b) an Associate of those persons.

However, the Company will not disregard a vote if:

- (i) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) it is cast by the Chair 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:** 1 May 2018

**BY ORDER OF THE BOARD**

**Andrew Whitten**  
Company Secretary

## **EXPLANATORY STATEMENT**

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 10.20am (AWST) on 31 May 2018 at Unit 6, 245 Churchill Avenue, Subiaco WA 6008.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional adviser.

Full details of the business to be considered at the Annual General Meeting are set out below.

## **AGENDA**

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### **FINANCIAL STATEMENTS AND REPORTS**

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 31 December 2017 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy. These amendments may result in reducing the Company's printing costs.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company's Annual Financial Report on its website at [www.AntaresLimited.com.au](http://www.AntaresLimited.com.au).

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

## **RESOLUTIONS**

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### **RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT**

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at [www.AntaresLimited.com.au](http://www.AntaresLimited.com.au).

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2018 Annual General Meeting (**2018 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2018 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2018 AGM. All of the Directors who were in office when the 2018 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

## **Voting**

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed him to vote in accordance with his stated intention to vote in favour of Resolution 1.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

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## **RESOLUTION 2 – RE-ELECTION OF MR MICHAEL POLLAK AS DIRECTOR**

The Company's Constitution requires that if the Company has 3 or more Directors, a third (or the number of Directors nearest to one third) of those Directors must retire at each annual general meeting, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election. The Directors to retire at an annual general meeting are those who have been longest in office since their last election. Where 2 or more Directors have served equally the longest, the retiring Director is determined either amongst the Directors, or by drawing lots.

It has been agreed that Mr Pollak will retire by rotation at this Meeting. Mr Pollak was appointed as a Director of the Company following receipt of Shareholder approval on 23 January 2018.

A Director who retires by rotation under clause 46(b) of the Company's Constitution and Listing Rule 14.5 is eligible for re-election. Mr Pollak retired by rotation and seeks re-election at this AGM.

Background details for Mr Pollak are set out below.

Michael Pollak holds a bachelor of Commerce, is a chartered accountant and has an MBA in strategy from the Australian Graduate School of Management. Michael commenced his career in PricewaterhouseCoopers over 15 years ago. Michael has gained valuable experience in both Sydney and London in general management, audit, insolvency, corporate advisory and strategy across a wide range of industries, including financial services, professional services, retail, mining, technology and manufacturing.

Michael is currently a director of MOQ Limited and was previously a director of various ASX listed entities including UCW Limited, Prospect Resources Limited, Metalicity Limited, Rhipe Limited and Janison Education Group Limited, being companies that he previously recapitalised. Michael was also involved in the recapitalisation of various other companies listed on the ASX (via a DOCA and Creditors Trust).

#### **Directors' recommendation**

The Directors (excluding Mr Pollak) recommend that Shareholders vote for Resolution 2.

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### **RESOLUTION 3 – REPEAL AND ADOPTION OF A CONSTITUTION**

The Company's current constitution was adopted by the Company on 27 May 2010.

The Company intends to change its constitution (**New Constitution**) so that it is more appropriate for an ASX listed company as the constitution has not been updated for more than 8 years to reflect changes in the Corporations Act and the ASX Listing Rules.

A complete signed copy of the New Constitution will be tabled at the Meeting.

This Resolution is a special resolution, and as such, it can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on this Resolution are voted in its favour.

#### **Directors' recommendation**

The Directors of the Company consider that it is in the best interests of the Company that it adopts the New Constitution. Accordingly, the Directors recommend that Shareholders vote in favour of Resolution 3.

#### **Professional Advice**

If you have any doubt or do not understand this Resolution, it is strongly recommended that you seek advice from a solicitor or other professional adviser.

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### **RESOLUTION 4 – CHANGE OF COMPANY NAME**

The Company proposes to change its name from "Antares Energy Limited" to "Big Star Energy Limited".

This change in name will not, in itself, affect the legal status of the Company or any of its assets or liabilities.

Pursuant to section 157 of the Corporations Act, a change in company name can only be enacted by Shareholders via a special resolution. Therefore, Resolution 4 can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on this Resolution are voted in its favour.

#### **Directors' recommendation**

The Directors of the Company recommend that Shareholders vote in favour of Resolution 4.

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## **RESOLUTION 5 – ASX LISTING RULE 7.1A APPROVAL OF FUTURE ISSUE OF SECURITIES**

Under Listing Rule 7.1A, certain companies may seek Shareholder approval by special resolution passed at an annual general meeting to have the additional capacity to issue equity securities (which must be in the same class as an existing quoted class of equity securities of the Company) which do not exceed 10% of the existing ordinary share capital without further Shareholder approval. The ability of the Company to make an issue under Listing Rule 7.1A is in addition to its 15% placement capacity under Listing Rule 7.1.

Approval under this Resolution is sought for the Company to issue equity securities under Listing Rule 7.1A.

If this Resolution is approved the Company may make an issue of equity securities under Listing Rule 7.1A at any time (either on a single date or progressively) up until the earlier of:

- (a) the date which is 12 months after the date of the 2017 Annual General Meeting; or
- (b) the date on which Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

Accordingly, the approval given if this Resolution is passed will cease to be valid on the earlier of 31 May 2019 or the date on which holders of the Company's ordinary securities approve a transaction under Listing Rules 11.1.2 or 11.2.

At the date of this Explanatory Statement, the Company is an 'eligible entity', and therefore able to seek approval under Listing Rule 7.1A, as it is not included in the S&P/ASX300 and has a market capitalisation less than the amount prescribed by ASX (currently \$300 million). If at the time of the Annual General Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

The maximum number of equity securities which may be issued in the capital of the Company under the approval sought by this Resolution will be determined in accordance with the following formula prescribed in Listing Rule 7.1A.2:

### **(A x D) – E**

where:

- A** is the number of shares on issue 12 months before the date of issue or agreement to issue:
  - (i) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
  - (ii) plus the number of partly paid shares that became fully paid in the 12 months;
  - (iii) plus the number of fully paid shares issued in the 12 months with approval of the holders of shares under Listing Rules 7.1 and 7.4 (this does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without Shareholder approval); and
  - (iv) less the number of fully paid shares cancelled in the 12 months.
- D** is 10%.
- E** is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rules 7.1 or 7.4.

The ability of the Company to make an issue under Listing Rule 7.1A is in addition to its 15% placement capacity under Listing Rule 7.1. The effect of Resolution will be to allow the Company to issue equity securities under Listing Rule 7.1A without using the Company's 15% placement capacity under Listing Rule 7.1.

As at 16 April 2018, the Company has on issue 166,000,017 ordinary shares and therefore has capacity to issue 24,900,002 equity securities under Listing Rule 7.1.

If Shareholder approval is obtained for this Resolution 5, based on 166,000,017 ordinary shares, the Company will have capacity to issue an additional 16,600,001 equity securities under Listing Rule 7.1A.

The Company is currently undertaking a capital raising under a prospectus dated 11 April 2018. If the public offer under the prospectus successfully closes, the Company's share capital will increase (by up to 165,000,000 ordinary shares), which in turn will increase the Company's capacity to issue securities under Listing Rule 7.1 (as the Company has received previously obtained Shareholder approval for the issue of 150,000,000 ordinary shares).

The issue price of the equity securities issued under Listing Rule 7.1A will be determined at the time of issue. The minimum price at which the equity securities the subject of this Resolution will be issued is 75% of the VWAP of the Company's equity securities over the 15 days on which trades in that class were recorded immediately before either:

- (a) the date on which the price at which the equity securities are to be issued is agreed; or
- (b) if the equity securities are not issued within 5 ASX trading days of the date in paragraph (a) the date on which the securities are issued.

If this Resolution is approved, and the Company issues equity securities under Listing Rule 7.1A, the existing Shareholders' voting power in the Company will be diluted. There is a risk that:

- (a) the market price for the Company's equity securities may be significantly lower on the issue date than on the date of the approval of this Resolution; and
- (b) the equity securities issued under Listing Rule 7.1A may be issued at a price that is at a discount (as described above) to the market price for the Company's equity securities on the issue date;

which may have an effect on the amount of funds raised by the issue.

The table set out below shows the dilution of existing Shareholders on the basis of:

- The market price of the Company's ordinary shares (which has been calculated at the issue price of the shares offered under the public offer pursuant to the prospectus dated 11 April 2018).
- The projected number of ordinary shares the Company will have on issue if the prospectus dated 11 April 2018 successfully closes.
- Two examples where the number of ordinary shares on issue ("A") has increased, by 50% and 100%. The number of ordinary shares on issue may increase as a result of issues of ordinary shares that do not require Shareholder approval (for example, pro-rata entitlements issues) or as a result of future specific placements under Listing Rule 7.1 that are approved by Shareholders.
- Two examples of where the issue price of ordinary shares has decreased by 50% and increased by 100% as against the market price of the Company's ordinary shares (as per the bullet point above).

Variable "A" ASX Listing Rule 7.1A.2		Dilution		
		\$0.005 50% decrease in issue price	\$0.01 Issue price **	\$0.02 100% increase in issue price
"A" is the number of shares on issue, being 331,000,017 *** shares	10% voting dilution	33,100,001	33,100,001	33,100,001
	Funds raised	\$165,500	\$331,000	\$662,000
"A" is a 50% increase in shares on issue, being 496,500,026 *** shares	10% voting dilution	49,650,002	49,650,002	49,650,002
	Funds raised	\$248,250	\$496,500	\$993,000
"A" is a 100% increase in shares on issue, being 662,000,034 *** shares *	10% voting dilution	66,200,003	66,200,003	66,200,003
	Funds raised	\$331,000	\$662,000	\$1,324,000

**Notes:**

- (i) The table assumes that the Company issues the maximum number of equity securities available under Listing Rule 7.1A.
  - (ii) The table assumes that no options are exercised in ordinary shares before the date of the issue of equity securities under Listing Rule 7.1A.
  - (iii) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.
  - (iv) The table shows the effect of an issue of equity securities under Listing Rule 7.1A, not under the Company's 15% placement capacity under Listing Rule 7.1.
  - (v) The issue of equity securities under the Listing Rule 7.1A consists only of ordinary shares. If the issue of equity securities includes options, it is assumed that those options are exercised into ordinary shares for the purposes of calculating the voting dilution effect on existing Shareholders.
- \* Any issue of equity securities is required to be made in accordance with the Listing Rules. Any issue made other than under the Company's 15% capacity (Listing Rule 7.1) or the Company's additional 10% capacity (Listing Rule 7.1A) and not otherwise made under an exception in Listing Rule 7.2 (for example, a pro-rata rights issue) would require Shareholder approval.
- \*\* Based on issue price of the shares offered under the public offer pursuant to the prospectus dated 11 April 2018.
- \*\*\* Based on the projected number of ordinary shares the Company will have on issue if the prospectus dated 11 April 2018 successfully closes.

If this Resolution is approved the Company will have the ability to issue up to 10% of its issued capital without further Shareholder approval and therefore allow it to take advantage of opportunities to obtain further funds if required and available in the future.

As at the date of this Explanatory Statement, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A to any particular person or at any particular time. The total amount that may be raised by the issue of equity securities under Listing Rule 7.1A will depend on the issue price of the equity securities which will be determined at the time of issue. In some circumstances, the Company may issue equity securities under Listing Rule 7.1A for non-cash consideration (for example, in lieu of cash payments to consultants, suppliers or vendors). While the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A, some of the purposes for which the Company may issue equity securities under Listing Rule 7.1A include (but are not limited to):

- (a) raising funds to further develop the Company's business;
- (b) raising funds to be applied to the Company's working capital requirements;
- (c) acquiring assets. In these circumstances, the issue of the ordinary shares may be made in substitution for the Company making a cash payment for the assets; and
- (d) paying service providers or consultants of the Company.

Details regarding the purposes for which any particular issue under Listing Rule 7.1A is made will be more fully detailed in an announcement to the ASX made pursuant to Listing Rule 7.1A.4 and Listing Rule 3.10.5A at the time the issue is made. The identity of the allottees of equity securities under Listing Rule 7.1A will be determined at the time the Company decides to make an issue having regard to a number of factors including:

- (a) the capital raising and acquisition opportunities available to the Company and any alternative methods for raising funds or acquiring assets that are available to the Company;
- (b) the potential effect on the control of the Company;
- (c) the Company's financial situation and the likely future capital requirements; and
- (d) advice from the Company's corporate or financial advisors.

Offers made under Listing Rule 7.1A may be made to parties including professional and sophisticated investors, existing Shareholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

The allocation policy the Company may adopt for a particular issue of equity securities under Listing Rule 7.1A and the terms on which those equity securities may be offered will depend upon the circumstances existing at the time of the proposed capital raising under Listing Rule 7.1A. Subject to the requirements of the Listing Rules and the Corporations Act, the Directors reserve the right to determine at the time of any issue of equity securities under Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

As the Company has previously obtained Shareholder approval under Listing Rule 7.1A, it is required by Listing Rule 7.3A.6 to provide details of all issues of equity securities in the 12 months preceding the date of the Meeting. The details of all issues of equity securities by the Company during the 12 months preceding the date of the Meeting are detailed below:

Number/Class of equity securities issued	Terms of the securities issued	Price and discount to closing market price on the date of issue (if any)	Consideration details	Allottees of the Securities
<i>Securities issued on 9 April 2018</i>				
150,000,000 fully paid ordinary shares	Issue of shares following receipt of shareholder approval on 23 January 2018	\$0.0025 cents per share. The Company has been in administration and shares have not traded since 11 September 2015, therefore the discount against the current closing market price cannot be accurately determined.	\$0.0025 cents per share (\$375,000). 100% of the funds will be used on general working capital.	Investors, which includes directors of the Company.
75,000,000 unlisted options	Issue of unlisted options following receipt of	\$0.000025 cents per option. Exercise price of 1 cents per option. The Company has been in	\$0.000025 cents per option (total consideration	Investors, which includes directors of the Company.

	shareholder approval on 23 January 2018	administration and shares have not traded since 11 September 2015, therefore the discount against the current closing market price cannot be accurately determined.	of \$1,875).	
<b>Total equity securities issued in previous 12 months</b>		225,000,000		
<b>Percentage of total equity securities issued in previous 12 months* represent of the total number of equity securities on issue at the commencement of that 12 month period</b>		1,406%		

\*Based on 16,000,017 shares, which is the number of existing shares on a post-consolidation basis (prior to the consolidation which completed on 29 January 2018, the Company had 240,000,000 shares on issue). Please note that due to the Company being in administration and being subject to a restructure and recapitalisation, the percentage is unusually high.

This Resolution is a special resolution. For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution.

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## ENQUIRIES

Shareholders are asked to contact Mr Andrew Whitten, Company Secretary, on (+61 2) 8072 1400 if they have any queries in respect of the matters set out in these documents.

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## GLOSSARY

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**AWST** means Australian Western Standard Time as observed in Perth, Western Australia.

**Annual Financial Report** means the 2017 Annual Report to Shareholders for the period ended 31 December 2017 as lodged by the Company with ASX on 3 April 2018.

**Annual General Meeting** or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

**ASIC** means Australian Securities and Investment Commission.

**Associate** has the meaning given to it by the ASX Listing Rules.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

**ASX Listing Rules** or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

**Auditor's Report** means the auditor's report of Stantons International Audit and Consulting Pty Ltd dated 3 April 2018 as included in the Annual Financial Report.

**Board** means the current board of Directors of the Company.

**Business Day** means a day on which trading takes place on the stock market of ASX.

**Chair** means the person chairing the Meeting.

**Company** means Antares Energy Limited (ACN 009 230 835) care of Whittens & McKeough, Level 29, 201 Elizabeth Street, Sydney NSW 2000.

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

**Director** means a current director of the Company.

**Directors' Report** means the report of Directors as included in the Annual Financial Report.

**Dollar** or "\$" means Australian dollars.

**Explanatory Statement** means the explanatory statement accompanying this Notice of Meeting.

**Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting dated 1 May 2018 including the Explanatory Statement.

**Proxy Form** means the proxy form attached to this Notice of Meeting.

**Remuneration Report** means the remuneration report as set out in the Annual Financial Report which is also available on the Company's website at [www.AntaresLimited.com.au](http://www.AntaresLimited.com.au).

**Resolutions** means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

**Restricted Voter** means a member of the Company's key management personnel (including the Directors) details of whose remuneration are included in the Remuneration Report and any of that person's Closely Related Parties or Associates (such as close family members and any controlled companies of those persons).

**Shareholder** means a holder of a Share.

**Spill Meeting** means the meeting that will be convened within 90 days of the 2018 AGM if a threshold of votes are cast against the adoption of the Remuneration Report at the Meeting and the 2018 AGM.

**Spill Resolution** means the resolution required to be put to Shareholders at the 2018 AGM if a threshold of votes are cast against the adoption of the Remuneration Report at the Meeting and the 2018 AGM.



## How to complete this Proxy Form

For your proxy vote to be effective, your completed Proxy Form must be received at least 48 hours before the commencement of the Meeting.

### Step 1: Appointing a proxy

If you are entitled to attend and vote at the meeting, you may appoint a proxy to attend the meeting and vote on your behalf. A proxy can be an individual or a body corporate and need not be a shareholder. You may select the Chairman of the meeting as your proxy.

**Appointing a second proxy:** If you are entitled to cast two or more votes, you may appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting Form may be obtained by telephoning the Company's registered office or you may copy this form and return them both together. If you appoint two proxies, you must specify the proportion or number of votes each proxy may exercise. If no percentage is specified, each proxy may exercise half of your votes. Fractions of votes will be disregarded.

**Default to the Chairman of the meeting:** Any directed proxies that are not voted on a poll at the meeting will automatically default to the Chairman of the meeting, who is required to vote those proxies as directed.

**Additional Proxy Forms:** You can obtain additional Proxy Forms by telephoning the Company or you may copy this Form. Please lodge both Proxy Forms together.

### Step 2: Voting directions

You may direct your proxy how to vote by placing a mark (✕) in one of the boxes opposite each item of business. All your securities will be voted in accordance with your directions. If you mark the "Abstain" box for an item, you are directing your proxy not to vote on that item. If you mark more than one box for an item, your vote on that item will be invalid.

**Voting a portion of your holding:** You may indicate that only a portion of your voting rights are to be voted on any item by inserting a percentage or the number of securities you wish to vote in the appropriate box or boxes. The total of votes cast, or the percentage for or against, an item must not exceed your voting entitlement or 100%.

**No directions:** If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses.

**Lodging your Proxy Form:** This Proxy Form must be received by the Company at least 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be effective for the meeting. You can return this Proxy Form (and any Power of Attorney under which it is signed):

- **by email** to ryan@pagerpartners.com.au; or
- **by hand delivery** to Suite 115, 3 Male Street, Brighton VIC 3186; or
- **by post** to Antares Energy Limited, c/- PO Box 231, Brighton VIC 3186; or
- **by facsimile** to +61 2 8072 1440.

### Step 3: Signing instructions

**Individual:** The Proxy Form must be signed by the shareholder personally or by Power of Attorney (see below).

**Joint holding:** The Proxy Form must be signed by each of the joint shareholders personally or by Power of Attorney (see below).

**Power of Attorney:** To sign under Power of Attorney, you must have already lodged the Power of Attorney with the Company. If you have not previously lodged that document, please attach a certified copy of the Power of Attorney to this Proxy Form when you return it.

**Companies:** For a corporate shareholder, if the company has a sole director who is also the sole company secretary, that person must sign this Proxy Form. If the company does not have a company secretary (under section 204A of the Corporations Act 2001), its sole director must sign this Proxy Form. Otherwise, a director must sign jointly with either another director or a company secretary in accordance with section 127 of the Corporations Act 2001. Please indicate the office held by signing in the appropriate place.

**Corporate representative:** If a representative of a corporate shareholder or proxy is to attend the meeting, the appropriate *Certificate of appointment of Corporate Representative* must be produced before the meeting. A form of the certificate may be obtained by telephoning the Company.

# Antares Energy Limited

ACN 009 230 835

## Proxy Form (2016 Annual General Meeting)

### STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

Full name of shareholder(s):..... Contact details.....

Address:.....

I/We being a member/s of Antares Energy Limited (ACN 009 230 835) (**Company**) and entitled to attend and vote at the 2016 Annual General Meeting of the Company to be held at 10.10am (AWST) on 31 May 2018 appoint:

the Chairman of the meeting. **OR**   
 (mark box) (mark box)

.....  
 (if you are **NOT** appointing the Chairman as your proxy, please write the name of the person or body corporate you are appointing as your proxy)

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law and any applicable voting exclusions, as the proxy sees fit) at the Meeting and at any postponement or adjournment of the Meeting.

### STEP 2: VOTING DIRECTIONS

Voting directions will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the commencement of the Meeting.

You may direct your proxy (which may be the Chairman, if so appointed) on how to vote on Resolution 1 by marking one of the boxes with an "X". If you mark the abstain box for the Resolution, you are directing your proxy not to vote on the Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

**Important for Resolution 1:** If the Chairman is your proxy, either by appointment or by default, you are entitled to vote on the relevant resolution and you have not indicated your voting intention below, you expressly authorise the Chairman to exercise the proxy in respect of Resolution 1, even though the resolution is connected directly or indirectly with the remuneration of a member of the Company's KMP (details of whose remuneration are set out in the Remuneration Report).

**The Chairman of this Meeting intends to vote undirected proxies IN FAVOUR ("FOR") of the Resolution.**

I/We direct that my proxy vote in the following manner (please mark relevant boxes with (X) to indicate your directions):

Resolution	For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* Please note if you mark **abstain**, you are directing your proxy not to vote on that Resolution.

### STEP 3: SIGNATURE OF SHAREHOLDER(S) – THIS MUST BE COMPLETED

	Individual or Shareholder 1	Shareholder 2	Shareholder 3
	.....	.....	.....
	Sole Director & Sole Company Secretary	Director	Director/Company Secretary
Date:			

Please read carefully and follow the instructions overleaf.

## How to complete this Proxy Form

For your proxy vote to be effective, your completed Proxy Form must be received at least 48 hours before the commencement of the Meeting.

### Step 1: Appointing a proxy

If you are entitled to attend and vote at the meeting, you may appoint a proxy to attend the meeting and vote on your behalf. A proxy can be an individual or a body corporate and need not be a shareholder. You may select the Chairman of the meeting as your proxy.

**Appointing a second proxy:** If you are entitled to cast two or more votes, you may appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting Form may be obtained by telephoning the Company's registered office or you may copy this form and return them both together. If you appoint two proxies, you must specify the proportion or number of votes each proxy may exercise. If no percentage is specified, each proxy may exercise half of your votes. Fractions of votes will be disregarded.

**Default to the Chairman of the meeting:** Any directed proxies that are not voted on a poll at the meeting will automatically default to the Chairman of the meeting, who is required to vote those proxies as directed.

**Additional Proxy Forms:** You can obtain additional Proxy Forms by telephoning the Company or you may copy this Form. Please lodge both Proxy Forms together.

### Step 2: Voting directions

You may direct your proxy how to vote by placing a mark (✕) in one of the boxes opposite each item of business. All your securities will be voted in accordance with your directions. If you mark the "Abstain" box for an item, you are directing your proxy not to vote on that item. If you mark more than one box for an item, your vote on that item will be invalid.

**Voting a portion of your holding:** You may indicate that only a portion of your voting rights are to be voted on any item by inserting a percentage or the number of securities you wish to vote in the appropriate box or boxes. The total of votes cast, or the percentage for or against, an item must not exceed your voting entitlement or 100%.

**No directions:** If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses.

**Lodging your Proxy Form:** This Proxy Form must be received by the Company at least 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be effective for the meeting. You can return this Proxy Form (and any Power of Attorney under which it is signed):

- **by email** to ryan@pagerpartners.com.au; or
- **by hand delivery** to Suite 115, 3 Male Street, Brighton VIC 3186; or
- **by post** to Antares Energy Limited, c/- PO Box 231, Brighton VIC 3186; or
- **by facsimile** to +61 2 8072 1440.

### Step 3: Signing instructions

**Individual:** The Proxy Form must be signed by the shareholder personally or by Power of Attorney (see below).

**Joint holding:** The Proxy Form must be signed by each of the joint shareholders personally or by Power of Attorney (see below).

**Power of Attorney:** To sign under Power of Attorney, you must have already lodged the Power of Attorney with the Company. If you have not previously lodged that document, please attach a certified copy of the Power of Attorney to this Proxy Form when you return it.

**Companies:** For a corporate shareholder, if the company has a sole director who is also the sole company secretary, that person must sign this Proxy Form. If the company does not have a company secretary (under section 204A of the Corporations Act 2001), its sole director must sign this Proxy Form. Otherwise, a director must sign jointly with either another director or a company secretary in accordance with section 127 of the Corporations Act 2001. Please indicate the office held by signing in the appropriate place.

**Corporate representative:** If a representative of a corporate shareholder or proxy is to attend the meeting, the appropriate *Certificate of appointment of Corporate Representative* must be produced before the meeting. A form of the certificate may be obtained by telephoning the Company.



## How to complete this Proxy Form

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