



Cooper Energy Limited

ABN 93 096 170 295

Notice of General Meeting

Date of meeting

Friday, 14 October 2011

Place of meeting

**The Langley Room, Novotel Perth Langley Hotel
221 Adelaide Terrace, Perth, WA 6000**

This is an important document. Please read it carefully and in its entirety.

If you do not understand it please consult with your professional advisers.

If you are unable to attend the Meeting, please complete the form of proxy enclosed and return it in accordance with the instructions set out on that form.

Notice of General Meeting

Cooper Energy Limited

ABN 93 096 170 295

Notice is hereby given that a General Meeting of Cooper Energy Limited (the **Company**) will be held at:

Venue: The Langley Room, Novotel Perth Langley Hotel, 221 Adelaide Terrace,
Perth, WA 6000

Day and Date: Friday, 14 October 2011

Time: 10.15 am WST

This meeting has been convened pursuant to a requisition given to the Company in accordance with section 249D of the Corporations Act 2001. The resolutions to be put to shareholders at the meeting do not have the support of the Company's board of directors.

AGENDA

BUSINESS

The Explanatory Statement which accompanies and forms part of this notice of meeting should be considered prior to members of the Company voting on the various matters to be considered at the meeting.

Resolutions

1. Appointment of Director – Mr Edward S Smith

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

"That Mr Edward S. Smith, having consented to act, be elected as a Director of the Company."

2. Appointment of Director – Mr James B Crawford

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

"That Mr James B Crawford, having consented to act, be elected as a Director of the Company."

3. Removal of Director – Mr Gregory G Hancock

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

"That, subject to the passing of either or both of Resolutions 1 and 2 as set out in this Notice of Meeting, that Mr Gregory G. Hancock be removed as a Director of the Company."

4. Removal of Director – Mr Stephen H Abbott

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

"That, subject to the passing of either or both of Resolutions 1 and 2 as set out in this Notice of Meeting, that Mr Stephen H Abbott be removed as a Director of the Company."

5. Removal of Director – Mr Christopher R Porter

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

"That, subject to the passing of either or both of Resolutions 1 and 2 as set out in this Notice of Meeting, that Mr Christopher R Porter be removed as a Director of the Company."

6. Removal of Other Directors

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

"That, subject to the passing of either or both of Resolutions 1 and 2 as set out in this Notice of Meeting, any or all persons appointed as a Director of the Company between 1 August 2011 and the time of the commencement of this General Meeting (other than Mr Edward S. Smith, Mr James B. Crawford and Mr Laurence J Shervington) be removed as Directors of the Company."

By Order of the Board

A handwritten signature in black ink, appearing to read 'I.E. Gregory', with a large, stylized loop at the end.

**Ian Gregory
Company Secretary**

5 September 2011

BACKGROUND INFORMATION

To assist you in deciding how to vote on the above resolutions, further details as background information to the resolutions are set out in the Explanatory Statement forming part of this notice of meeting.

GLOSSARY

Words defined in the Explanatory Statement have the same meaning when used in this notice of meeting unless the context requires otherwise. For assistance in considering the notice of meeting, the following words are defined here:

Board means all or some of the Directors acting as the board of directors of the Company.

Company means Cooper Energy Limited ABN 93 096 170 295.

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

Directors means directors of the Company.

Explanatory Statement means the explanatory statement which accompanies this notice of meeting.

Share means a fully paid ordinary share in the Company.

Shareholder means a registered holder of a Share.

WST means Western Standard Time, Perth, Western Australia.

RECOMMENDATION

The Board of Directors does not support any of the proposed resolutions.

ENTITLEMENT TO ATTEND AND VOTE

In accordance with regulation 7.11.37 of the Corporations Regulations 2001, the Company has determined that the shareholding of each person for the purpose of determining entitlements to attend and vote at the meeting will be the entitlement of that person set out in the Company's share register as at 5.00pm (WST) on Wednesday, 12 October 2011. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

HOW TO VOTE

Voting in person

A shareholder that is an individual may attend and vote in person at the meeting. If you wish to attend the meeting, please bring the enclosed proxy form to the meeting to assist in registering your attendance and number of votes. Please arrive 20 minutes prior to the start of the meeting to facilitate this registration process.

A shareholder that is a corporation may appoint an individual to act as its representative to vote at the meeting in accordance with section 250D of the Corporations Act. The appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry or at www.computershare.com.

Voting by proxy

If you do not wish to attend the meeting, you may appoint a proxy to attend and vote on your behalf. A body corporate may also appoint a proxy. A proxy need not be a Shareholder.

You are entitled to appoint up to 2 proxies to attend the meeting and vote on your behalf. If you wish to appoint a second proxy, an additional proxy form may be obtained by telephoning the Company's share registry or you may copy the enclosed proxy form. To appoint a second proxy, you must follow the instructions on the reverse of the proxy form.

To be valid, your proxy form (and the power of attorney, "Certificate of Appointment of Corporate Representative" or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be mailed to or sent by facsimile transmission to the Company's share registry,

Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria, 3001 Australia or facsimile number (Inside Australia) 1800 783 447 or (Outside Australia) +61 3 9473 2555 or to the Company's registered office at 288 – 292 Churchill Avenue, Subiaco, Western Australia 6008, facsimile number +61 (8) 9489 3799 at least 48 hours prior to the meeting (**10.15 am (WST), Wednesday, 12 October 2011**), or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote. For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions. Any proxy form received after that time will not be valid for the scheduled meeting.

Explanatory Statement

This Explanatory Statement is intended to provide Shareholders with information to assess the merits of the Resolutions contained in the Notice of Meeting.

The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

This general meeting has been convened pursuant to a requisition given to the Company in accordance with section 249D of the Corporations Act.

As stated above, the Board of Cooper Energy Limited does not support any of the proposed Resolutions.

In regard to the resolutions dealing with the removal and appointment of directors, the board has formed the view that the current board members represent an appropriate level of corporate supervision and guidance for the Company at this time.

The shareholders who requisitioned this meeting have the right to send information supporting their resolutions. However, no such information had been received at the date of the distribution of this Notice of Meeting.

The directors who are proposed to be removed by the Resolutions also have the right, at their own expense, to provide information in connection with their position, and this information is enclosed. The board of Cooper Energy Limited has not prepared or endorsed any of this information.

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

XX

I/We being a member/s of Cooper 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, as the proxy sees fit) at the General Meeting of Cooper Energy Limited to be held at The Langley Room, Novotel Perth Langley Hotel, 221 Adelaide Terrace, Perth, WA 6000, on Friday, 14 October 2011 at 10:15am WST and at any adjournment of that meeting.

STEP 2 Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Appointment of Director - Mr Edward S Smith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Appointment of Director - Mr James B Crawford	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Removal of Director - Mr Gregory G Hancock	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Removal of Director - Mr Stephen H Abbott	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Removal of Director - Mr Christopher R Porter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Removal of Other Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies against each item of business.

SIGN

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

COE

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Computershare +

Lodge your vote:



By Mail:

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

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

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 655 248
(outside Australia) +61 3 9415 4887

000001 000 COE
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

 **For your vote to be effective it must be received by 10:15am WST Wednesday 12 October 2011**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com



Review your securityholding



Update your securityholding

Your secure access information is:

SRN/HIN: I999999999



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