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15 November 2011

Dear Shareholder,

NOTICE OF GENERAL MEETING

The Company announced to ASX on 4 November 2011 that interests associated with Mr Edward Smith have requisitioned another meeting of shareholders to seek significant changes to the Board of Cooper Energy.

The meeting has been sought to consider resolutions to remove all of the Company's existing directors and replace them with Mr Edward Smith, Mr James Crawford and Mr Greg Smith.

This follows on from a similarly requisitioned meeting by interests associated with Mr Smith, held on 4 November 2011, at which resolutions to appoint Mr Smith and Mr Crawford as directors of Cooper Energy were defeated.

To minimise inconvenience to shareholders the Board of Directors has decided to convene the General Meeting on the same day as, and immediately following, the Annual General Meeting, which is to be held on 16 December 2011.

The following documents are enclosed –

1. Notice of General Meeting, including the Explanatory Statement.
2. Proxy Form.
3. Letter to shareholders from Messrs Laurie Shervington, David Maxwell and Jeff Schneider.
4. A reply paid envelope.

A letter to shareholders from Messrs Edward Smith, James Crawford and Greg Smith had not been received at the time this letter went to print.

Yours sincerely

Ian Gregory
Company Secretary



Cooper Energy Limited

ABN 93 096 170 295

Notice of General Meeting

Date of meeting

Friday, 16 December 2011

Time of meeting

12.30 p.m.

**(or so soon thereafter as the Annual General Meeting to be held
on that date has concluded)**

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, 16 December 2011

Time: 12.30 p.m. WST (or so soon thereafter as the Annual General Meeting to be held on the same date has concluded)

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. Appointment of Director – Mr Greg Smith

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

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

4. Removal of Director – Mr Laurence Shervington

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

"That, subject to the passing of any or all of Resolutions 1, 2 and 3 as set out in this Notice of Meeting, that Mr Laurence Shervington be removed as a Director of the Company."

5. Removal of Director – Mr David Maxwell

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

"That, subject to the passing of any or all of Resolutions 1, 2 and 3 as set out in this Notice of Meeting, that Mr David Maxwell be removed as a Director of the Company."

6. Removal of Director – Mr Jeffrey Schneider

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

"That, subject to the passing of any or all of Resolutions 1, 2 and 3 as set out in this Notice of Meeting, that Mr Jeffrey Schneider be removed as a Director of the Company."

7. Removal of Other Directors

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

"That, subject to the passing of any or all of Resolutions 1, 2 and 3 as set out in this Notice of Meeting, any or all persons appointed as a Director of the Company between 4 November 2011 and the time of the commencement of this General Meeting (other than Mr Edward S. Smith, Mr James B. Crawford and Mr Greg Smith) 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 circular flourish at the end.

**Ian Gregory
Company Secretary**

15 November 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 does not support any of the proposed resolutions. Each of the Directors intends to vote his Shares (or Shares over which he has control) AGAINST the resolutions to be put to Shareholders at the meeting.

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 5.00 p.m. (WST) on Wednesday, 14 December 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

A Shareholder has the right to appoint a proxy (who need not be a Shareholder). A proxy can be an individual or a body corporate. A body corporate appointed as a Shareholder's proxy must appoint a representative to exercise any of the powers the body corporate can exercise as a proxy at the AGM. The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

If a Shareholder is entitled to cast two or more votes he may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise.

To vote by proxy, the Proxy Form (together with the original of any power of attorney or other authority, if any, or certified copy of that power of attorney or other authority under which the Proxy Form is signed) must be received at the Share Registrar no later than 12.30 p.m. (WST) on 14 December 2011 (Proxy Forms received after that time will be invalid). Proxy Forms must be received before that time via any of the following methods:

By Post:	Computershare Investor Services Pty Ltd GPO Box 242 Melbourne Victoria 3001 Australia
By Facsimile (inside Australia):	1800 783 447
By Facsimile (outside Australia):	+61 3 9473 2555

For Intermediary Online subscribers only (custodians), please visit <http://www.intermediaryonline.com> to submit your proxy voting intentions.

Any proxy form received after 12.30 p.m. (WST) will not be valid for the General Meeting.

Enquiries

Shareholders are invited to contact the Company Secretary, Mr Ian Gregory, or the Assistant Company Secretary, Mr Cathal Smith, on +61 8 9489 3777 if they have any queries in respect of the matters set out in these documents.

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 DOES NOT support any of the proposed Resolutions.

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

Shareholders should note that if Resolution 5 is passed, Mr Maxwell's employment by the Company as managing director will automatically cease and the Company will be obliged, under the terms of Mr Maxwell's employment contract, to make a termination payment to him equivalent to six months' salary. The key terms of Mr Maxwell's employment contract were disclosed in the announcement of his appointment on 12 October 2011.

The shareholders who requisitioned this meeting have the right to require the Company to distribute to Shareholders information supporting the proposed Resolutions. However, no such information had been received at the time this Notice of Meeting went to print.

The Directors who are proposed to be removed by Resolutions 4, 5 and 6 also have the right, at their own expense, to provide information in relation to those Resolutions, and this information is enclosed. The Board 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

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

IND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

XX

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

☐

the Chairman
of the meeting OR



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, 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, 16 December 2011 at 12:30pm (WST - or so soon thereafter as the Annual General Meeting to be held on that date has concluded) and at any adjournment of that meeting.

STEP 2

Items of Business

ORDINARY BUSINESS

Against / For

Item 1	Appointment of Director - Mr Edward S Smith	<input type="checkbox"/>	<input type="checkbox"/>
Item 2	Appointment of Director - Mr James B Crawford	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Appointment of Director - Mr Greg Smith	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Removal of Director - Mr Laurence Shervington	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Removal of Director - Mr David Maxwell	<input type="checkbox"/>	<input type="checkbox"/>
Item 6	Removal of Director - Mr Jeffrey Schneider	<input type="checkbox"/>	<input type="checkbox"/>
Item 7	Removal of Other Directors	<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

1 4 0 4 5 7 A

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 850 505
(outside Australia) +61 3 9415 4000

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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 12:30pm (WST) Wednesday 14 December 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: I9999999999



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